Levenson Bruce Form 4 April 18, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

TechTarget Inc [TTGT]

Symbol

1(b).

(Print or Type Responses)

Levenson Bruce

1. Name and Address of Reporting Person *

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(Last) (First) (M			, bibate of Barnest Transaction								
C/O 275 GROVE ST.				(Month/Day/Year) 09/12/2017				X Director Officer (g below)	tive title below	_ 10% Owner _ Other (specify	
(Street) NEWTON, MA 02466				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
								X Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Table I - Non	-Derivativ	e Seci	urities Ac	equired, Disposed of, or Beneficially Owned			
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Code	4. Securition(A) or Discontant (Instr. 3, 4)	sposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Common Stock	09/12/2017		S	34,428	D	\$ 10.57 (1)	1,001,182 (2)	I	Levenson Family Irrevocable Trust-GST (3)	
	Common Stock	09/13/2017		S	8,880	D	\$ 10.51 (4)	1,001,182 (2)	I	Levenson Family Irrevocable Trust-GST (3)	
	Common Stock	09/14/2017		S	500	D	\$ 10.5 (5)	1,001,182 (2)	I	Levenson Family Irrevocable	

Trust-GST (3)

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Common Stock	09/14/2017	S	6,192	D	\$ 10.46 (6)	1,001,182 (2)	I	Levenson Family Irrevocable Trust-GST (3)
Common Stock	02/16/2018	S	2,203	D	\$ 17.11 (7)	998,979	I	Levenson Family Irrevocable Trust-GST (3)
Common Stock	02/20/2018	S	12,780	D	\$ 17.06 (8)	986,199	I	Levenson Family Irrevocable Trust-GST (3)
Common Stock	02/21/2018	S	37,220	D	\$ 17.17 (9)	948,979	I	Levenson Family Irrevocable Trust-GST (3)
Common Stock	02/22/2018	S	47,797	D	\$ 17.22 (10)	901,182	I	Levenson Family Irrevocable Trust-GST (3)
Common Stock						33,469	D	
Common Stock						462,687	I	Levenson Family Irrevocable Trust-Non-GST

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)		Title		

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Date Expiration Exercisable Date

Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Levenson Bruce

C/O 275 GROVE ST. X

NEWTON, MA 02466

Signatures

Charles D. Rennick, Attorney-in-Fact 04/18/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$10.50 to \$10.77, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The transaction amount was reflected in the trust's beneficial ownership totals in prior Form 4 reports by the reporting person.
- (3) The reporting person disclaims beneficial ownership of the securities held by this trust except to the extent of his pecuniary interest therein, if any.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$10.50 to \$10.59, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$10.50 to \$10.51, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$10.42 to \$10.53, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$17.10 to \$17.15, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$17.05 to \$17.12, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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Reporting Owners 3

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The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$17.05 to \$17.25, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(10) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$17.06 to \$17.33, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.