

Cotoia Michael
 Form 4
 August 07, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Cotoia Michael

(Last) (First) (Middle)

C/O TECHTARGET, INC., 275
 GROVE STREET

(Street)

NEWTON, MA 02466

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 TechTarget Inc [TTGT]

3. Date of Earliest Transaction
 (Month/Day/Year)

08/03/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/03/2018 | | M | | 50,000 A <u>1</u> | 130,868 | D |
| Common Stock | 08/04/2018 | | M | | 50,000 A <u>1</u> | 180,868 | D |
| Common Stock | 08/04/2018 | | F | | 22,225 <u>(2)</u> D \$ 28.05 | 158,643 | D |

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

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number.

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (1) | 08/03/2018 | | M | 50,000 | (3) (3) | Common Stock | 50,000 |
| Restricted Stock Units | (1) | 08/04/2018 | | M | 50,000 | (4) (4) | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cotoia Michael C/O TECHTARGET, INC. 275 GROVE STREET NEWTON, MA 02466 | X | | Chief Executive Officer | |

Signatures

Charles D. Rennick,
Attorney-in-Fact

08/07/2018

__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).

(1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of TechTarget, Inc.'s Common Stock upon vesting. This transaction represents the settlement of RSUs in shares of common stock on their scheduled vesting date.

(2) Withholding of shares to satisfy tax obligations in connection with the vesting and delivery of restricted stock units. Since the vesting date fell on a Saturday, the price represents the closing price of TechTarget's Common Stock on the immediately preceding business day, Friday, August 3, 2018.

(3) This award was granted on August 3, 2016. One-third of the RSUs subject to the award vested on each of August 3, 2017 and August 3, 2018. The remaining one-third of the RSUs are scheduled to vest on August 3, 2019. Vested shares will be delivered to the Reporting Person on the applicable dates as set forth in the Reporting Person's award agreement with respect to each vesting tranche.

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- This award was granted on August 4, 2017. One-third of the RSUs subject to the award vested on August 4, 2018, and one-third of the
- (4) RSUs are scheduled to vest on each of August 4, 2019 and August 4, 2020. Vested shares will be delivered to the Reporting Person on the applicable dates as set forth in the Reporting Person's award agreement with respect to each vesting tranche.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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