

TechTarget Inc  
 Form 4/A  
 January 12, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
 04/02/2014

4. If Amendment, Date Original Filed(Month/Day/Year)  
 04/02/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.36	04/02/2014 <sup>(1)</sup>			M		933		<u>(2)</u>	09/27/2016	Common Stock	933
Employee Stock Option (right to buy)	\$ 7.36	04/02/2014 <sup>(3)</sup>			M		1,407		<u>(4)</u>	04/18/2016	Common Stock	1,407

## Reporting Owners

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

## Signatures

Jane Freedman  
Attorney-in-Fact  
01/12/2015

\_\_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) Original filing (SEC Accession #000120919-11-4026348) on April 8, 2014 reported sale of shares of common stock in Table I but did not include the exercise in Table II of an option granted to the reporting person on September 27, 2006
- (2) This is a partial exercise of an option granted on September 27, 2006, which wa fully vested and exercisable as of the date of the reported exercise
- (3) Original filing (SEC Accession #000120919-11-4026348) on April 8, 2014 reported sale of shares of common stock in Tabl I but did not include the exercise in Table II of an option granted to the reporting person on April 18, 2006
- (4) This is the exercise of an option granted on April 18, 2010, which was fully vested and exercisable as ofthe date of the reported exercise.

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.