TechTarget Inc Form 4 August 16, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

TechTarget Inc [TTGT]

3 Date of Farliest Transaction

OMB 3235-0287 Number:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per response... 0.5

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

obligations

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 may continue.

Symbol

(Middle)

See Instruction 1(b).

(Print or Type Responses)

Levenson Bruce

(Last)

1. Name and Address of Reporting Person *

(First)

(Last)	(First) (N	Anddle) 3.	3. Date of Earliest Transaction									
	(N	(Month/Day/Year)					_X_ Director	0% Owner				
C/O 275 GROVE ST.			08/12/2016					Officer (g	give title(below)			
	(Street)	4.	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
F				Filed(Month/Day/Year)				Applicable Line)				
								X Form filed by One Reporting Person				
NEWTON,							Form filed by More than One Reporting Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of	2. Transaction Date	2A. Deemed	l	3.	4. Securi			5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year) Execution Dat			* * * *				Securities	Ownership	Indirect		
(Instr. 3)		any	Code Disposed of (D					Beneficially	Beneficial			
		(Month/Day	Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				5)	Owned	(D) or Indirect (I)	Ownership		
								Following	(Instr. 4)			
					(A)			Reported Transaction(s)	(Instr. 4)			
						or		(Instr. 3 and 4)				
				Code V		(D)	Price	(111011110 11110 1)				
Common	08/12/2016			A	1,615	Α	\$ 0	388,775	D			
Stock	00/12/2010			11	<u>(1)</u>	7 1	ΨΟ	300,773	Ъ			
Common Stock								1,079,182	I	Levenson Family Irrevocable		
										Trust- GST		
Common Stock								462,687	I	Levenson Family Irrevocable Trust- Non-GST		

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amount of		Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)]
		Derivative				Securities			(Instr.	3 and 4)		(
		Security				Acquired]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
						Date Exercisable	Expiration Date	Title	or			
									Number			
				C 1 17	(A) (D)				of			
					Code V	(A) (D)				Shares		

Reporting Owners

Director 10% Owner Officer Other

Levenson Bruce

C/O 275 GROVE ST. X

NEWTON, MA 02466

Signatures

Jane E. Freedman, Attorney-In-Fact 08/16/2016

**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).

These shares were issued under the TechTarget, Inc. 2007 Stock Option Plan pursuant to an award as part of the TechTarget, Inc. Director Compensation Program and represent meeting fees. The number of shares was determined by dividing compensation payable by the closing price on August 12, 2016 of TechTarget, Inc.'s common stock as reported by Nasdaq.

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.

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