

TechTarget Inc
 Form 4
 December 11, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
HOAG JAY C

 (Last) (First) (Middle)
C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

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

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2014

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 May be part of 13(d) group

(Street)
PALO ALTO, CA 94301
 (City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)			
				Code	V	Amount	(A) or (D) Price			
Common Stock	12/09/2014		J ⁽¹⁾		981,325	D	\$ 9.797 ⁽²⁾	6,439,611	I	TCV V, L.P. ⁽³⁾
Common Stock	12/09/2014		J ⁽¹⁾		18,675	D	\$ 9.797 ⁽²⁾	122,549	I	TCV Member Fund, L.P. ⁽⁴⁾
Common Stock	12/11/2014		S		981,325	D	\$ 10	5,458,286	I	TCV V, L.P. ⁽³⁾
Common Stock	12/11/2014		S		18,675	D	\$ 10	103,874	I	TCV Member

Common Stock		55,943	I	Fund, L.P. ⁽⁴⁾ TCV Management 2004, L.L.C. ⁽⁵⁾
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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. 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. Price of Derivative Security (Instr. 5)	9. Nu...
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X		May be part of 13(d) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(d) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(d) group
		X		May be part of 13(d) group

REYNOLDS JON Q JR
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

Signatures

Frederic D. Fenton Authorized signatory for Jay C. Hoag	12/11/2014
**Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Richard H. Kimball	12/11/2014
**Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for John L. Drew	12/11/2014
**Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Jon Q. Reynolds, Jr.	12/11/2014
**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) These Common Stock shares were repurchased by TechTarget, Inc. (the "Company") pursuant to a Purchase Agreement between TCV V, L.P. ("TCV V"), TCV Member Fund, L.P. ("TCV Member Fund") and the Company, dated December 9, 2014.
 - (2) The purchase price per share of Common Stock was equal to 97% of the closing price of the Common Stock on the Nasdaq Global Market on December 8, 2014.

These shares are directly held by TCV V. Each of Jay C. Hoag, Richard H. Kimball, John L. Drew and Jon Q. Reynolds, Jr. (collectively, the "TCM Members") are Class A Members of Technology Crossover Management V, L.L.C. ("TCM V") which is the general partner of TCV V. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV V, but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
 - (3) These shares are directly held by TCV Member Fund. Each of the TCM Members is (i) a Class A Member of TCM V, which is a general partner of TCV Member Fund and (ii) a limited partner of TCV Member Fund. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV Member Fund, but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
 - (4) These shares are directly held by TCV Management 2004, L.L.C. ("TCM 2004") and include shares that were previously reported as
 - (5) owned by Hoag which were subsequently transferred to TCM 2004 by Hoag. The TCM Members are members of TCM 2004 but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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.