

TechTarget Inc
Form 4
June 13, 2016

FORM 4

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

OMB APPROVAL

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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 *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2016

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)

May be part of 13(d) group

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	06/09/2016		S	3,276,619 D \$ 7.75	0	I	TCV V, L.P. (1)
Common Stock	06/09/2016		S	62,356 D \$ 7.75	0	I	TCV Member Fund, L.P. (2)
Common Stock	06/09/2016		S	40,274 D \$ 7.75	0	I	TCV Management 2004, L.L.C. (3)

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 (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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

May be part of 13(d) group

KIMBALL RICK
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

May be part of 13(d) group

DREW JOHN
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

May be part of 13(d) group

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

May be part of 13(d) group

TCV V LP
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

May be part of 13(d) group

TCV Member Fund, L.P.
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

May be part of 13(d) group

TECHNOLOGY CROSSOVER MANAGEMENT V
LLC
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

May be part of 13(d) group

Signatures

Frederic D. Fenton Authorized signatory for Jay C. Hoag	06/13/2016
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Richard H. Kimball	06/13/2016
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for John L. Drew	06/13/2016
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Jon Q. Reynolds, Jr.	06/13/2016
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for TCV V, L.P.	06/13/2016
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for TCV Member Fund, L.P.	06/13/2016
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Technology Crossover Management V, L.L.C.	06/13/2016
__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).

(1) These shares are directly held by TCV V, L.P. Each of Jay C. Hoag ("Hoag"), Richard H. Kimball, John L. Drew and Jon Q. Reynolds, Jr. (the "Class A Members") are Class A Members of Technology Crossover Management V, L.L.C. ("TCM V") which is the general partner of TCV V, L.P. The Class A Members and TCM V may be deemed to beneficially own the shares held by TCV V, L.P., but the Class A Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(2) These shares are directly held by TCV Member Fund, L.P. Each of the Class A Members is (i) a Class A Member of TCM V, which is a general partner of TCV Member Fund, L.P. and (ii) a limited partner of TCV Member Fund, L.P. The Class A Members and TCM V may be deemed to beneficially own the shares held by TCV Member Fund, L.P., but the Class A 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 Management 2004, L.L.C. ("TCM 2004") and include shares that were previously reported as owned by Hoag which were subsequently transferred to TCM 2004 by Hoag. Each of the Class A 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.

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