

TechTarget Inc
Form 4/A
January 12, 2015

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(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) 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 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	(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. S
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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 ⁽¹⁾			M			933	⁽²⁾	09/27/2016	Common Stock	933
Employee Stock Option (right to buy)	\$ 7.36	04/02/2014 ⁽³⁾			M			1,407	⁽⁴⁾	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 of the 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.

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