

TechTarget Inc
 Form 4
 February 28, 2014

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

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

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2014

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

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

(City) (State) (Zip)

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 (A) or (D) | | | |
| Common Stock | 02/26/2014 | | | S 24,837 D \$ 6.914 (1) | 10,304,662 | I | TCV V, L.P. (2) |
| Common Stock | 02/26/2014 | | | S 473 D \$ 6.914 (1) | 196,102 | I | TCV Member Fund, L.P. (3) |
| Common Stock | 02/26/2014 | | | S 120 D \$ 6.914 (1) | 49,073 | I | TCV Management 2004, L.L.C. (4) |
| Common Stock | 02/27/2014 | | | S 5,272 D \$ 6.98 | 10,299,390 | I | TCV V, L.P. |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|---------------|------------|-------|---------------------------------|
| Stock | | | | | | | | | (2) |
| Common Stock | 02/27/2014 | | S | 100 | D | \$ 6.98 | 196,002 | I | TCV Member Fund, L.P. (3) |
| Common Stock | 02/27/2014 | | S | 26 | D | \$ 6.98 | 49,047 | I | TCV Management 2004, L.L.C. (4) |
| Common Stock | 02/28/2014 | | S | 9,957 | D | \$ 6.9451 (5) | 10,289,433 | I | TCV V, L.P. (2) |
| Common Stock | 02/28/2014 | | S | 189 | D | \$ 6.9451 (5) | 195,813 | I | TCV Member Fund, L.P. (3) |
| Common Stock | 02/28/2014 | | S | 48 | D | \$ 6.9451 (5) | 48,999 | I | TCV Management 2004, L.L.C. (4) |
| Common Stock | | | | | | | 6,050 | D (6) | |

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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 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 | 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 |
| REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of 13(d) group |

Signatures

| | |
|--|------------|
| Frederic D. Fenton Authorized signatory for Jay C. Hoag | 02/28/2014 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Richard H. Kimball | 02/28/2014 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for John L. Drew | 02/28/2014 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Jon Q. Reynolds, Jr. | 02/28/2014 |
| **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) The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$6.85 to \$6.96. The Reporting Persons hereby undertake to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) 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.
- (3) 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

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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 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.

- (5) The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$6.93 to \$6.97. The Reporting Persons hereby undertake to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (6) These shares are directly held by Hoag. Hoag has sole dispositive power over the shares, however, TCM 2004 owns 100% of the pecuniary interest therein. Each of the Class A Members are members of TCM 2004, but each 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.