

GRIFFITH WILLIAM
Form 4
July 24, 2009

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)
07/23/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 07/23/2009 | | J ⁽¹⁾ | 1,500 D \$ 0 0 | | D ⁽²⁾ | |
| Common Stock | 07/23/2009 | | J ⁽¹⁾ | 1,500 A \$ 0 12,874 | | I | TCV Management 2004, L.L.C. ⁽³⁾ |
| Common Stock | | | | | 12,150,808 | I | TCV V, L.P. ⁽⁴⁾ |
| Common Stock | | | | | 231,106 | I | TCV Member Fund, L.P. ⁽⁵⁾ |

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

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(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 Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 |
| GRIFFITH WILLIAM C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET | | X | | May be part of 13(d) group |

PALO ALTO, CA 94301

Signatures

| | |
|---|------------|
| Carla S. Newell Authorized signatory for Jay C. Hoag | 07/24/2009 |
| __Signature of Reporting Person | Date |
| Carla S. Newell Authorized signatory for Richard H. Kimball | 07/24/2009 |
| __Signature of Reporting Person | Date |
| Carla S. Newell Authorized signatory for John L. Drew | 07/24/2009 |
| __Signature of Reporting Person | Date |
| Carla S. Newell Authorized signatory for Jon Q. Reynolds Jr. | 07/24/2009 |
| __Signature of Reporting Person | Date |
| Carla S. Newell Authorized signatory for William J.G. Griffith IV | 07/24/2009 |
| __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).

Jay C. Hoag ("Hoag") transferred 1,500 shares, which were issued under the TechTarget, Inc. 2007 Stock Option and Incentive Plan, to
 (1) TCV Management 2004, L.L.C. ("Management"). While Hoag was the direct holder of these shares, Management was entitled to 100% of the pecuniary interest in such shares prior to their transfer.

These shares were directly held by Hoag. Hoag had sole dispositive and voting power over the shares; however, Management owned
 (2) 100% of the pecuniary interest therein. Hoag is a member of Management, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

These shares are directly held by Management. Hoag, Richard H. Kimball, John L. Drew, Jon Q.Reynolds, Jr., and William J.G. Griffith
 (3) IV (collectively, the "TCM Members") are members of Management, but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

These shares are directly held by TCV V, L.P. 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, L.P. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV V, L.P., 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 Member Fund, L.P. The TCM Members are (i) Class A Members of TCM V, which is a general partner of TCV Member Fund, L.P., and (ii) limited partners of TCV Member Fund, L.P. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV Member Fund, L.P., but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
 (5)

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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