

Levenson Bruce
Form 4
April 18, 2018

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 *
Levenson Bruce

(Last) (First) (Middle)
C/O 275 GROVE ST.

(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)
09/12/2017

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)

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 | 09/12/2017 | | S | 34,428 D | \$ 10.57 (1) | 1,001,182 (2) | I Levenson Family Irrevocable Trust-GST (3) |
| Common Stock | 09/13/2017 | | S | 8,880 D | \$ 10.51 (4) | 1,001,182 (2) | I Levenson Family Irrevocable Trust-GST (3) |
| Common Stock | 09/14/2017 | | S | 500 D | \$ 10.5 (5) | 1,001,182 (2) | I Levenson Family Irrevocable Trust-GST (3) |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|---------------------|------------------|---|---|
| Common Stock | 09/14/2017 | | S | 6,192 | D | \$ 10.46 (6) | 1,001,182 (2) | I | Levenson Family Irrevocable Trust-GST (3) |
| Common Stock | 02/16/2018 | | S | 2,203 | D | \$ 17.11 (7) | 998,979 | I | Levenson Family Irrevocable Trust-GST (3) |
| Common Stock | 02/20/2018 | | S | 12,780 | D | \$ 17.06 (8) | 986,199 | I | Levenson Family Irrevocable Trust-GST (3) |
| Common Stock | 02/21/2018 | | S | 37,220 | D | \$ 17.17 (9) | 948,979 | I | Levenson Family Irrevocable Trust-GST (3) |
| Common Stock | 02/22/2018 | | S | 47,797 | D | \$ 17.22 (10) | 901,182 | I | Levenson Family Irrevocable Trust-GST (3) |
| Common Stock | | | | | | | 33,469 | D | |
| Common Stock | | | | | | | 462,687 | I | Levenson Family Irrevocable Trust-Non-GST (3) |

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... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
| | | | | Code V | (A) (D) | | Title | | |

| Date Exercisable | Expiration Date | Amount or Number of Shares |
|------------------|-----------------|----------------------------|
|------------------|-----------------|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Levenson Bruce C/O 275 GROVE ST. NEWTON, MA 02466 | | X | | |

Signatures

| | |
|---|------------|
| Charles D. Rennick, Attorney-in-Fact | 04/18/2018 |
|---|------------|

 **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 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$10.50 to \$10.77, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The transaction amount was reflected in the trust's beneficial ownership totals in prior Form 4 reports by the reporting person.

(3) The reporting person disclaims beneficial ownership of the securities held by this trust except to the extent of his pecuniary interest therein, if any.

(4) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$10.50 to \$10.59, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$10.50 to \$10.51, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(6) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$10.42 to \$10.53, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(7) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$17.10 to \$17.15, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(8) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$17.05 to \$17.12, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(9)

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The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$17.05 to \$17.25, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (10) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$17.06 to \$17.33, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.