

Strakosch Greg  
Form 4  
August 30, 2018

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Strakosch Greg

(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)  
08/28/2018

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)  
Executive Chairman

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)        |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------|
| Common<br>Stock                       | 08/28/2018                              |                                                             | S                                    | 31,300<br>(1)                                                       | D 24.46<br>(2)                                                                                                     | 687,242                                                                 | D                                                                        |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     |                                                                                                                    | 201,979                                                                 | I                                                                        |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     |                                                                                                                    | 250,000                                                                 | I                                                                        |
|                                       |                                         |                                                             |                                      |                                                                     |                                                                                                                    |                                                                         | Gregory M.<br>Strakosch<br>Qualified<br>Annuity<br>Interest<br>Trust III |
|                                       |                                         |                                                             |                                      |                                                                     |                                                                                                                    |                                                                         | Gregory M.<br>Strakosch<br>Qualified                                     |

|                 |        |   |                                                                                                                                           |
|-----------------|--------|---|-------------------------------------------------------------------------------------------------------------------------------------------|
| Common<br>Stock | 15,440 | I | Annuity<br>Interest<br>Trust IV<br><br>Strakosch<br>Family 2014<br>Irrevocable<br>Trust<br>Margaret<br>Strakosch,<br>Trustee<br>Brokerage |
|-----------------|--------|---|-------------------------------------------------------------------------------------------------------------------------------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships |           |                    |       |
|--------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                                | Director      | 10% Owner | Officer            | Other |
| Strakosch Greg<br>C/O TECHTARGET, INC.<br>275 GROVE STREET<br>NEWTON, MA 02466 | X             |           | Executive Chairman |       |

## Signatures

Charles D. Rennick,  
Attorney-in-Fact

08/30/2018

\_\_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) Represents the number of shares sold to cover tax withholding obligations in connection with the vesting and delivery of restricted stock units. The sale is required at TechTarget, Inc.'s ("TechTarget") election under the reporting person's award agreement to enable the satisfaction of tax withholding obligations with funding from a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.

(2) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$24.36 to \$24.64, inclusive. The reporting person undertakes to provide to 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.