TechTarget Inc
Form 4/A
January 12, 2015

FORM 4

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

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

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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).

(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)
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	(A) or (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 D S

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							(I
			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 ofthe 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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