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

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hawk Don

Symbol TechTarget Inc [TTGT] 5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

04/22/2014

Director 10% Owner

(Check all applicable)

X_ Officer (give title Other (specify below) below)

Executive Director

C/O TECHTARGET, INC., 275 **GROVE STREET**

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) 04/24/2014

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEWTON, MA 02466

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. Code

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transactionof Code

6. Date Exercisable and **Expiration Date** Derivative (Month/Day/Year)

7. Title and Amount of 8. I Underlying Securities Dei (Instr. 3 and 4)

Sec

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(Ins

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.04	04/22/2014(1)		M			500	(2)	12/17/2014	Common Stock	500

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hawk Don

C/O TECHTARGET, INC. 275 GROVE STREET NEWTON, MA 02466

Executive Director

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).
- Original filing (SEC Accession#0001209191-14-029031) on April 24,2014 mistakenly did not note the acquisition by the reporting (1) person of 500 shares of TechTarget, Inc.'s common stock through the partial exercise of an option granted to the reporting person on December 17, 2004
- The option, representing a right to purchase a total of 125,000 shares was granted on December 17, 2004; 25% of the shares subject to the option vested on the first anniversary of the grant date and 6.25% of the remaining shares subject to the option vested quarterly thereafter, such that 100% of the shares subject to the option were fully vested on December 17, 2008.

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.

Reporting Owners 2