

Edgar Filing: TechTarget Inc - Form 4

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	07/18/2014		M	68,750	(5)	(5)	Common Stock	68,750

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

W.R. Kellegrew Jr.
Attorney-in-Fact

07/21/2014

**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) Each restricted stock unit represented a contingent right to receive one share of TechTarget Inc.s common stock.
- (2) These shares of common stock vested and were delivered upon the satisfaction of a certain performance condition in a performance-based restricted stock unit.
- (3) The reported sale was made automatically pursuant to a trading plan entered into by the reporting person pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (4) The reported transactions were executed at sales prices ranging from \$8.12 to \$8.25. The reporting person undertakes to provide, upon request by the SEC staff, TechTarget, Inc. or any security holder of TechTarget, Inc. the full information regarding the number of shares sold at each separate price.
- (5) The total restricted stock unit grant relates to 550,000 shares of common stock which, as a result of the satisfaction of the performance condition, vested as to 137,500 shares on March 9, 2010, and thereafter vests upon the conclusion of each ninety-one (91) day period following the initial anniversary of the Grant Date in additional six and a quarter percent (6.25%) increments such that on the fourth anniversary of the Grant Date, the RSU grant shall become fully invested.

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.