

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2013-01-16**  
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([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **Cotoia Michael**

CIK: **1508459**

Type: **4** | Act: **34** | File No.: **001-33472** | Film No.: **13534846**

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

### ISSUER

#### **TechTarget Inc**

CIK: **1293282** | IRS No.: **043483216**

SIC: **7389** Business services, nec

Mailing Address  
275 GROVE STREET  
NEWTON MA 02466

Business Address  
275 GROVE STREET  
NEWTON MA 02466  
617-431-9200

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Cotoia Michael</b>			2. Issuer Name and Ticker or Trading Symbol <b>TechTarget Inc [TTGT]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Operating Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/16/2013</b>					
C/O TECHTARGET, INC., 275 GROVE STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
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 (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	01/16/2013		S	(1)	5,439	D	\$5 <sup>(2)</sup>	302,685	D	
Common Stock	01/16/2013		S	(1)	4,750	D	\$4.9 <sup>(3)</sup>	297,935	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

### Explanation of Responses:

- 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.

2. The reported transactions were executed at sales prices ranging from \$5.00 to \$5.0002. 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.
3. The reported transactions were executed at sales prices ranging from \$4.81 to \$4.95. 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.

### Signatures

W.R. Kellegrew JR Attorney-in-Fact

\*\* Signature of Reporting Person

01/17/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**