

Levenson Bruce
Form 4
June 13, 2018

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Levenson Bruce

2. Issuer Name and Ticker or Trading Symbol
TechTarget Inc [TTGT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O 275 GROVE ST.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/11/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

NEWTON, MA 02466

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)		
				(A) or (D)	Price				
Common Stock	06/11/2018		S	35,700	D	\$ 27.78 <u>(1)</u>	865,482	I	Levenson Family Irrevocable Trust-GST
Common Stock	06/12/2018		S	36,100	D	\$ 28.04 <u>(2)</u>	829,382	I	Levenson Family Irrevocable Trust-GST
Common Stock	06/12/2018		G ⁽³⁾	V 35,700	D	\$ 0	793,682	I	Levenson Family Irrevocable Trust-GST

Common Stock	33,469	D	
Common Stock	462,687	I	Levenson Family Irrevocable Trust-Non-GST

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 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levenson Bruce C/O 275 GROVE ST. NEWTON, MA 02466		X		

Signatures

Charles D. Rennick,
Attorney-in-Fact

06/13/2018

__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).

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- (1) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.75 to \$27.90, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("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.
- (2) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.78 to \$28.40, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("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.
- (3) The reporting person is voluntarily reporting the gift which was effected pursuant to an irrevocable donation and transfer of shares to a charitable donor advised fund.

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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