

MARINO ROGER M  
Form 4  
August 28, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
MARINO ROGER M

(Last) (First) (Middle)  
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)  
08/24/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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   |           |   |  |
| Common Stock                    | 08/24/2018                           |  | S                              |   | 28,512  | D  | \$ 24.08<br>(1)                                       | 2,062,305 | I | Roger Marino<br>2010 Revocable Trust UAD<br>05/20/2010 |
| Common Stock                    | 08/24/2018                           |  | S                              |   | 11,000  | D  | \$ 24.1<br>(2)  | 612,200   | I | Kramly LLC   |
| Common Stock                    | 08/24/2018                           |  | S                              |   | 2,500   | D  | \$ 24.07<br>(3)                                       | 154,230   | I | Rogram, LLC  |
|                                 | 08/27/2018                           |  | S                              |   | 36,500  | D  |   | 2,025,805 | I |  |

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|              |            |  |   |        |   |                           |         |   |  |
|--------------|------------|--|---|--------|---|---------------------------|---------|---|--|
| Common Stock |            |  |   |        |   | \$<br>23.95<br><u>(4)</u> |         |   | Roger Marino<br>2010 Revocable Trust UAD<br>05/20/2010 |
| Common Stock | 08/27/2018 |  | S | 11,000 | D | \$<br>23.99<br><u>(5)</u> | 601,200 | I | Kramly LLC   |
| Common Stock | 08/27/2018 |  | S | 2,500  | D | \$<br>23.95<br><u>(6)</u> | 151,730 | I | Rogram, LLC  |
| Common Stock |            |  |   |        |   |                           | 2,825   | D |  |

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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                | Code  | V  | (A)   | (D)  |   |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MARINO ROGER M<br>275 GROVE STREET<br>NEWTON, MA 02466 |               | X         |         |       |

## Signatures

Charles D. Rennick,  
Attorney-in-Fact

08/28/2018

\_\_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).

(1) The price reported is a weighted average. The shares were sold in multiple transactions at prices per share ranging from \$23.95 to \$24.15, 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. The shares were sold in multiple transactions at prices per share ranging from \$24.09 to \$24.15, 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 price reported is a weighted average. The shares were sold in multiple transactions at prices per share ranging from \$24.07 to \$24.09, 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.

(4) The price reported is a weighted average. The shares were sold in multiple transactions at prices per share ranging from \$23.80 to \$24.10, 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.

(5) The price reported is a weighted average. The shares were sold in multiple transactions at prices per share ranging from \$23.91 to \$24.04, 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.

(6) The price reported is a weighted average. The shares were sold in multiple transactions at prices per share ranging from \$23.88 to \$24.00, 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.

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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