Beam Kevin Form 4 July 25, 2018

### FORM 4

## OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or January 31,
WNERSHIP OF
Expires: January 31,
2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction

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)

(Ctota)

(7:n)

1(b).

(C:t-)

1. Name and Address of Reporting Person * Beam Kevin	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
	TechTarget Inc [TTGT]				
(Last) (First) (Middle)  C/O TECHTARGET, INC., 275  GROVE STREET	3. Date of Earliest Transaction (Month/Day/Year) 07/24/2018	Director 10% Owner Officer (give titleX Other (specification) below) Former President			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEWTON, MA 02466		Form filed by More than One Reporting Person			

(City)	(State) (	Table Table	e I - Non-D	erivative Se	ecuritie	es Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es Acqu	uired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disp	osed o	of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	A 4	or	D	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	07/24/2018		M	100,000	A	<u>(2)</u>	481,808	D	
Stock				(1)					

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)

#### Edgar Filing: Beam Kevin - Form 4

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ative Expiration Date (ties (Month/Day/Year) red (A) or sed of (D)		7. 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 Units	(2)	07/24/2018		M		100,000	(3)	(3)	Common Stock	100,000

### **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

Director 10% Owner Officer Other

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

Former President

### **Signatures**

Kevin Beam 07/25/2018

\*\*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).
  - Represents shares of TechTarget, Inc.'s ("TechTarget") Common Stock issued upon accelerated vesting of certain Restricted Stock Units ("RSUs") granted on August 3, 2016 pursuant to the terms of that certain Transition, Separation, and Release Agreement by and
- (1) between the Reporting Person and TechTarget dated July 12, 2018 (the "Separation Agreement"). The Reporting Person's employment with TechTarget was terminated on July 24, 2018 (the "Separation Date"). In accordance with the Separation Agreement, delivery of the vested shares to the Reporting Person will be delayed until the six month anniversary of the Separation Date.
- (2) Each RSU represents a contingent right to receive one share of TechTarget's Common Stock upon vesting.
- The RSUs were granted on August 3, 2016 in accordance with TechTarget's 2007 Stock Option and Incentive plan. The RSUs were scheduled to vest annually at a rate of 1/3 on each anniversary of the grant date. All of the unvested RSUs were accelerated on the Separation Date pursuant to the terms of the Separation Agreement.

#### **Remarks:**

The Reporting Person retired as TechTarget's President effective July 24, 2018. As a result, the Reporting Person is no longer 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.

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