Hawk Don Form 4 August 07, 2018

FORM 4

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

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 1(b).

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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(Print or Type Responses)

1. Name and Address of Reporting Person *

Hawk Don Issuer Symbol TechTarget Inc [TTGT] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O TECHTARGET, INC., 275 08/03/2018 below) below) **GROVE STREET Executive Director**

2. Issuer Name and Ticker or Trading

(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 Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to

NEWTON, MA 02466

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Amount (D) Price Common 08/03/2018 M 30,000 191,407 D (2) Stock

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of Derivative Securities (A) or Dis (D) (Instr. 3, 4)	Acquired sposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Units	<u>(1)</u> <u>(2)</u>	08/03/2018		M		30,000	(3)	(3)	Common Stock	30,000
Restricted Stock Units	<u>(1)</u>	08/03/2018		A	60,000		<u>(4)</u>	<u>(4)</u>	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Hawk Don							
C/O TECHTARGET, INC.			Executive Director				
275 GROVE STREET			Executive Director				

Signatures

NEWTON, MA 02466

Charles D. Rennick, Attorney-in-Fact 08/07/2018

**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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of TechTarget, Inc.'s Common Stock upon vesting.
- (2) This transaction represents the settlement of RSUs in shares of common stock on their scheduled vesting date.
 - This award was granted on August 3, 2016. One-third of the RSUs subject to the award vested on each of August 3, 2017 and August 3,
- (3) 2018. The remaining one-third of the RSUs are scheduled to vest on August 3, 2019. Vested shares will be delivered to the Reporting Person on the applicable dates as set forth in the Reporting Person's award agreement with respect to each vesting tranche.
- These RSUs are scheduled to vest as to one-third of the units on each of August 3, 2019, August 3, 2020, and August 3, 2021. Vested (4) shares will be delivered to the Reporting Person on the applicable dates as set forth in the Reporting Person's award agreement with respect to each vesting tranche

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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