

HOAG JAY C
Form 4
May 27, 2010

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 *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2010

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)

May be part of 13(d) group

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)
Common Stock	05/25/2010		P	51,699 A	\$ 5.7917 12,461,355	I	TCV V, L.P. (1)
Common Stock	05/25/2010		P	1,001 A	\$ 5.7917 237,119	I	TCV Member Fund, L.P. (2)
Common Stock	05/26/2010		P	26,094 A	\$ 5.7999 12,487,449	I	TCV V, L.P. (1)
Common Stock	05/26/2010		P	506 A	\$ 5.7999 237,625	I	TCV Member Fund, L.P. (2)

Common Stock	21,666	I	TCV Management 2004, L.L.C. <u>(3)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						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
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X		May be part of 13(d) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(d) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(d) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES		X		May be part of 13(d) group

528 RAMONA STREET
PALO ALTO, CA 94301

GRIFFITH WILLIAM
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

X

May be part of 13(d) group

TECHNOLOGY CROSSOVER MANAGEMENT V
LLC
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

X

May be part of 13(d) group

TCV V LP
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

X

May be part of 13(d) group

TCV MEMBER FUND L P
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

X

May be part of 13(d) group

Signatures

Frederic D. Fenton Authorized signatory for Jay C. Hoag	05/27/2010
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Richard H. Kimball	05/27/2010
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for John L. Drew	05/27/2010
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Jon Q. Reynolds, Jr.	05/27/2010
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for William J.G. Griffith IV	05/27/2010
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Technology Crossover Management V, L.L.C.	05/27/2010
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for TCV V, L.P.	05/27/2010
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for TCV V Member Fund, L.P.	05/27/2010
__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)

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These shares are directly held by TCV V, L.P. Each of Jay C. Hoag , Richard H. Kimball , John L. Drew, Jon Q. Reynolds, Jr., and William J.G. Griffith IV (collectively the "TCM Members") are Class A Members of Technology Crossover Management V, L.L.C. ("TCM V") which is the general partner of TCV V, L.P. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV V, L.P. but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (2) These shares are directly held by TCV Member Fund, L.P. Each of the TCM Members are (i) Class A Members of TCM V which is a general partner of TCV Member Fund, L.P. and (ii) limited partners of TCV Member Fund, L.P. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV Member Fund, L.P. but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (3) These shares are directly held by TCV Management 2004, L.L.C. ("TCM 2004"). The TCM Members are members of TCM 2004 but the TCM Members disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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.