

TechTarget Inc
Form SC TO-I/A
November 22, 2010

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 3)

TECHTARGET, INC.

(Name of Subject Company (Issuer))

TECHTARGET, INC.

(Names of Filing Persons (Issuer and Offeror))

Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

87874R100

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(CUSIP Number of Class of Securities)

Greg Strakosch

**Chief Executive Officer
TechTarget, Inc.**

**275 Grove Street
Newton, Massachusetts 02466
(617) 431-9200**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on
Behalf of Filing Persons)

Copy to:

**Mark G. Borden
Graham Robinson
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109
(617) 526-6000**

CALCULATION OF FILING FEE

TRANSACTION VALUATION(1)
\$60,000,000

AMOUNT OF FILING FEE(2)
\$4,278

(1) Estimated solely for purposes of calculating the filing fee, this amount is based on the purchase of 10,000,000 shares of common stock at the offer price of \$6.00 per share.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities and Exchange Act of 1934, as amended, equals \$71.30 per million of the value of the transaction.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Amount Previously Paid: \$4,278
Form or Registration No.: Schedule TO

Filing Party: TechTarget, Inc.
Date Filed: November 9, 2010

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: "

INTRODUCTION

This Amendment No. 3 (this Amendment) amends the Schedule TO filed with the Securities and Exchange Commission (the SEC) on November 9, 2010, as amended and supplemented by Amendment No. 1 filed with the SEC on November 10, 2010 and Amendment No. 2 filed with the SEC on November 12, 2010 (collectively, the Schedule TO) by TechTarget, Inc., a Delaware corporation (the Company) relating to the offer by the Company to purchase up to 10,000,000 shares of its common stock, par value \$0.001 per share, at a price of \$6.00 per share, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 9, 2010 (the Offer to Purchase) and the related Letter of Transmittal (the Letter of Transmittal) (which together with the Offer to Purchase, as they may be amended and supplemented from time to time, constitute the Tender Offer).

The information in the Tender Offer, including all schedules and annexes thereto, which were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Items 1 through 11.

Items 1 through 11 of the Schedule TO, which incorporate by reference the information contained in the Offer to Purchase and the related Letter of Transmittal, copies of which were filed with the Schedule TO as exhibit (a)(1)(A) and (a)(1)(B), respectively, are hereby amended and supplemented as follows:

- (1) The following question and answer is added immediately prior to the last question and answer in the section of the Offer to Purchase titled Summary Term Sheet :

How will the consummation of the Offer impact the Company's financial statements?

The consummation of the Offer will have the following effect on our financial statements: our cash and cash equivalents, total stockholders equity and number of outstanding shares will be decreased while our earnings/loss per share at any given level of our net income/loss will increase proportionately by virtue of the decrease in our outstanding shares. See section 16.

- (2) The first sentence of the first paragraph of Section 6 of the Offer to Purchase (Conditions of the Tender Offer) is hereby amended by deleting the parenthetical phrase (whether any shares have theretofore been accepted for payment) .

- (3) The first sentence of the last paragraph of Section 6 of the Offer to Purchase (Conditions of the Tender Offer) is hereby amended by deleting the parenthetical phrase (including any action or inaction of the Company) .

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(4) The first sentence of the second paragraph of Section 10 of the Offer to Purchase (Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares) is hereby replaced with the following:

As of October 31, 2010, our directors and executive officers as a group (9 persons) beneficially owned an aggregate of 22,369,972 shares (which includes equity awards that are scheduled to vest on or prior to December 31, 2010), representing approximately 48% of the total number of outstanding shares (including all options that are scheduled to vest on or prior to December 31, 2010).

(5) The third sentence of the second paragraph of Section 10 of the Offer to Purchase (Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares) is hereby replaced with the following:

Accordingly, if we complete the Offer, the proportional holdings of our directors and executive officers will increase to approximately 61%, assuming we repurchase 10,000,000 shares.

(6) The last row of the table included in the third paragraph of Section 10 of the Offer to Purchase (Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares) is hereby replaced with the following:

All directors and executive officers as a group (9 persons)	18,603,472	3,766,500	22,369,972	48.19%
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(7) Section 16 of the Offer to Purchase (Miscellaneous) is renumbered as 17. Miscellaneous .

(8) The following is inserted as Section 16 of the Offer to Purchase:

16. Financial Information

The consummation of the Offer will have the following effect on our financial statements:

- our cash and cash equivalents will decrease by the total amount of funds used by us to consummate the Offer, including the payment of fees and expenses in connection with the Offer;
- total stockholders' equity will decrease by the amount of funds used to pay for the shares repurchased in the Offer;
- the number of our outstanding shares will be decreased by the number of shares repurchased in the Offer; and
- our earnings/loss per share at any given level of our net income/loss will increase proportionately by virtue of the decrease in our outstanding shares.

Item 10. Financial Statements.

Item 10 of the Schedule TO is hereby amended and restated as follows:

(a) Not Applicable. In accordance with the instructions to Item 10 of Schedule TO, the financial statements are not considered material because: (1) the consideration offered consists solely of cash; (2) the offer is not subject to any financing condition; and (3) the offeror is a public reporting company under Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, that files reports electronically on EDGAR.

(b) The information set forth in the Offer to Purchase under Section 16 (Financial Information) is incorporated herein by reference.

Item 12. Exhibits.

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Item 12 of the Schedule TO is hereby amended and supplemented as follows:

The following reference to Exhibit (a)(1)(I) is hereby inserted immediately prior to the reference to Exhibit (b):

(a)(1)(I) *** Press Release dated November 22, 2010.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 22, 2010

TECHTARGET, INC.

By:

/s/ Greg Strakosch

Name: Greg Strakosch

Title: Chief Executive Officer

EXHIBIT INDEX

- (a)(1)(A)* Offer to Purchase dated November 9, 2010.
- (a)(1)(B)* Letter of Transmittal.
- (a)(1)(C)* Notice of Guaranteed Delivery.
- (a)(1)(D)* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(E)* Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(F)* Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(1)(G)* Press Release dated November 9, 2010.
- (a)(1)(H)** E-mail to Optionees, dated November 11, 2010 regarding the Tender Offer.
- (a)(1)(I)*** Press Release dated November 22, 2010.
- (b) Not Applicable.
- (d)(1) Second Amended and Restated Investors Rights Agreement by and among the Company, the Investors named therein and SG Cowen Securities Corporation, dated as of December 17, 2004 (Incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-1, as amended (Registration No. 333-140503)).
- (d)(2) Form of Indemnification Agreement between the Company and its Directors and Officers (Incorporated by reference to Exhibit 10.2 of the Company's Registration Statement on Form S-1, as amended (Registration No. 333-140503)).
- (d)(3) 2007 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1, as amended (Registration No. 333-140503)).
- (d)(4) Form of Incentive Stock Option Agreement under the 2007 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.4 to the Company's Registration Statement on Form S-1, as amended (Registration No. 333-140503)).
- (d)(5) Form of Non-Qualified Stock Option Agreement under the 2007 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.5 to the Company's Registration Statement on Form S-1, as amended (Registration No. 333-140503)).
- (d)(6) Form of Non-Qualified Stock Option Agreement for Non-Employee Directors (Incorporated by reference to Exhibit 10.5.1 to the Company's Registration Statement on Form S-1, as amended (Registration No. 333-140503)).
- (d)(7) Form of Restricted Stock Agreement under the 2007 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-1, as amended (Registration No. 333-140503)).
- (d)(8) Form of Restricted Stock Unit Agreement under the 2007 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.8 to the Company's Annual Report on Form 10-K filed on March 31, 2008).
- (d)(9) Restricted Stock Unit Agreement, dated December 18, 2007, by and between the Company and Kevin Beam (Incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K filed on March 31, 2008).
- (d)(10) Restricted Stock Unit Agreement, dated December 18, 2007, by and between the Company and Don Hawk (Incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K filed on March 31, 2008).
- (d)(11) Restricted Stock Unit Agreement, dated December 18, 2007, by and between the Company and Rick Olin (Incorporated by reference to Exhibit 10.11 to the Company's Annual Report on Form 10-K filed on March 31, 2008).
- (d)(12) Restricted Stock Unit Agreement, dated December 18, 2007, by and between the Company and Eric Sockol (Incorporated by reference to Exhibit 10.12 to the Company's Annual Report on Form 10-K filed on March 31, 2008).
- (d)(13) Restricted Stock Unit Agreement, dated December 18, 2007, by and between the Company and Greg Strakosch (Incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K filed on March 31, 2008).
- (d)(14) Executive Incentive Bonus Plan (Incorporated by reference to Exhibit 10.7 to the Company's Registration Statement on Form S-1, as amended (Registration No. 333-140503)).
- (d)(15) 1999 Stock Option Plan (Incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1, as amended (Registration No. 333-140503)).
- (d)(16) Form of Incentive Stock Option Grant Agreement under the 1999 Stock Option Plan (for grants prior to September 27, 2006) (Incorporated by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1, as amended (Registration No. 333-140503)).

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- (d)(17) Form of Incentive Stock Option Grant Agreement under the 1999 Stock Option Plan (for grants on or after September 27, 2006) (Incorporated by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-1, as amended (Registration No. 333-140503)).
- (d)(18) Form of Incentive Stock Option Grant Agreement under the 1999 Stock Option Plan (for grants to executives) (Incorporated by reference to Exhibit 10.10.1 to the Company's Registration Statement on Form S-1, as amended (Registration No. 333-140503)).
- (d)(19) Form of Nonqualified Stock Option Grant Agreement under the 1999 Stock Option Plan (Incorporated by reference to Exhibit 10.11 to the Company's Registration Statement on Form S-1, as amended (Registration No. 333-140503)).
- (g) Not Applicable.
- (h) Not Applicable.

* Previously filed with the Schedule TO on November 9, 2010.

** Previously filed with Amendment No. 2 to Schedule TO on November 12, 2010.

***Filed herewith.