

MARINO ROGER M
Form 4
April 18, 2018

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 *
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)
12/22/2017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/22/2017 | | G | 40,000 D | \$ 0 3,160,692 ⁽¹⁾ | I | Roger Marino 2010 Revocable Trust UAD 05/20/2010 |
| Common Stock | 12/22/2017 | | G | 40,000 A | \$ 0 40,000 ⁽²⁾ | I | Kramly LLC |
| Common Stock | 01/17/2018 | | G | V 685,000 D | \$ 0 2,478,417 | I | Roger Marino 2010 Revocable |

| Common Stock | Date | Code | Quantity | Price | Value | Category | Holder |
|--------------|------------|------|----------|-------------------------|------------------------|----------|---|
| Common Stock | 01/17/2018 | G V | 685,000 | \$ 0 | 725,000 ⁽²⁾ | I | Trust UAD 05/20/2010 Kramly LLC |
| Common Stock | 04/16/2018 | S | 20,000 | \$ 19.34 ⁽³⁾ | 2,458,417 | I | Roger Marino 2010 Revocable Trust UAD 05/20/2010 |
| Common Stock | 04/17/2018 | S | 10,000 | \$ 20.02 ⁽⁴⁾ | 2,448,417 | I | Roger Marino 2010 Revocable Trust UAD 05/20/2010 |
| Common Stock | | | | | 166,230 | I | Rogram, LLC |

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

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

MARINO ROGER M
275 GROVE STREET
NEWTON, MA 02466

X

Signatures

Charles D. Rennick,
Attorney-in-Fact

04/18/2018

__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) Included shares transferred by Roger M. Marino at various times, in non-reportable transactions.

(2) Reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

(3) The 20,000 shares were sold pursuant to a Rule 10b5-1 trading plan. The price reflected is the average price per share for the transactions that are aggregated and reported on the line. Shares ranged in price from \$19.22 to \$19.60. The Reporting Person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.

(4) The 10,000 shares were sold pursuant to a Rule 10b5-1 trading plan. The price reflected is the average price per share for the transactions that are aggregated and reported on the line. Shares ranged in price from \$20.00 to \$20.07. The Reporting Person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.

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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