

MCGUIRE TERRANCE
Form 4
December 19, 2008

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 *
SPOON ALAN G

(Last) (First) (Middle)

C/O POLARIS VENTURE PARTNERS, 1000 WINTER STREET

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	12/17/2008		S	1,824	D	\$ 5	3,048,861	I	See Footnote (1)
Common Stock	12/17/2008		S	33	D	\$ 5	55,178	I	See Footnote (2)
Common Stock	12/17/2008		S	98	D	\$ 5.01	3,048,763	I	See Footnote (1)
Common Stock	12/17/2008		S	2	D	\$ 5.01	55,176	I	See

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Stock									Footnote <u>(2)</u>
Common Stock	12/17/2008	S	491	D	\$ 5.08	3,048,272	I		See Footnote <u>(1)</u>
Common Stock	12/17/2008	S	9	D	\$ 5.08	55,167	I		See Footnote <u>(2)</u>
Common Stock	12/17/2008	S	98	D	\$ 5.09	3,048,174	I		See Footnote <u>(1)</u>
Common Stock	12/17/2008	S	2	D	\$ 5.09	55,165	I		See Footnote <u>(2)</u>
Common Stock	12/17/2008	S	105	D	\$ 5.12	3,048,069	I		See Footnote <u>(1)</u>
Common Stock	12/17/2008	S	2	D	\$ 5.12	55,163	I		See Footnote <u>(2)</u>
Common Stock	12/17/2008	S	98	D	\$ 5.125	3,047,971	I		See Footnote <u>(1)</u>
Common Stock	12/17/2008	S	2	D	\$ 5.125	55,161	I		See Footnote <u>(2)</u>
Common Stock	12/17/2008	S	1,572	D	\$ 5.15	3,046,399	I		See Footnote <u>(1)</u>
Common Stock	12/17/2008	S	28	D	\$ 5.15	55,133	I		See Footnote <u>(2)</u>
Common Stock	12/18/2008	S	5,723	D	\$ 5	3,040,676	I		See Footnote <u>(1)</u>
Common Stock	12/18/2008	S	104	D	\$ 5	55,029	I		See Footnote <u>(2)</u>
Common Stock	12/18/2008	S	37	D	\$ 5.15	3,040,639	I		See Footnote <u>(1)</u>
Common Stock	12/18/2008	S	1	D	\$ 5.15	55,028	I		See Footnote <u>(2)</u>

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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 Owned Following Transaction (Instr. 3 and 4)
				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

SPOON ALAN G
C/O POLARIS VENTURE PARTNERS
1000 WINTER STREET
WALTHAM, MA 02451

X

Flint Jonathan A
C/O POLARIS VENTURE PARTNERS
1000 WINTER STREET
WALTHAM, MA 02451

X

MCGUIRE TERRANCE
C/O POLARIS VENTURE PARTNERS
1000 WINTER STREET
WALTHAM, MA 02451

X

POLARIS VENTURE PARTNERS IV LP
C/O POLARIS VENTURE PARTNERS
1000 WINTER STREET
WALTHAM, MA 02451

X

POLARIS VENTURE PARTNERS ENTREPRENEURS FUND IV LP
C/O POLARIS VENTURE PARTNERS
1000 WINTER STREET

X

WALTHAM, MA 02451

Polaris Venture Management Co IV LLC
 C/O POLARIS VENTURE PARTNERS
 1000 WINTER STREET
 WALTHAM, MA 02451

X

Signatures

/s/ Alan Spoon Alan Spoon	12/19/2008
__Signature of Reporting Person	Date
/s/ Jonathan A. Flint Jonathan A. Flint	12/19/2008
__Signature of Reporting Person	Date
/s/ Terrance G. McGuire Terrance G. McGuire	12/19/2008
__Signature of Reporting Person	Date
/s/ Donald MacKenzie Polaris Venture Management Co. IV, L.L.C. By: Donald MacKenzie Authorized signatory for Polaris Venture Management Co. IV, L.L.C.	12/19/2008
__Signature of Reporting Person	Date
/s/ Donald MacKenzie Polaris Venture Partners IV, L.P. By: Donald MacKenzie Authorized signatory for Polaris Venture Partners IV, L.P.	12/19/2008
__Signature of Reporting Person	Date
/s/ Donald MacKenzie Polaris Venture Partners Entrepreneurs' Fund IV, L.P. By: Donald MacKenzie Authorized signatory for Polaris Venture Partners Entrepreneurs' Fund IV, L.P.	12/19/2008
__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).

The reportable securities are owned directly by Polaris Venture Partners IV, L.P. ("PVP IV"). Polaris Venture Management Co. IV, L.L.C. ("PVM IV") is the general partner of PVP IV. PVM IV disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM IV is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, (1) except to the extent of its pecuniary interest therein. Each of Jonathan A. Flint ("Flint"), Terrance G. McGuire ("McGuire") and Alan G. Spoon ("Spoon") are the managing members of PVM IV. Each of Flint, McGuire and Spoon disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

The reportable securities are owned directly by Polaris Venture Partners Entrepreneurs' Fund IV, L.P. ("PVPE IV"). PVM IV is the general partner of PVPE IV. PVM IV disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM IV is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its (2) pecuniary interest therein. Each of Flint, McGuire McGuire and Spoon are the managing members of PVM IV. Each of Flint, McGuire and Spoon disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, 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.

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