Noreck Daniel T Form 4 December 19, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Noreck Daniel T			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			TechTarget Inc [TTGT]			
(Last) (First) (Middle) 3. Date of Earliest Transaction			3. Date of Earliest Transaction	••		
			(Month/Day/Year)	Director 10% Owner		
275 GROVE STREET			12/19/2017	X Officer (give title Other (specify below) Chief Financial Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
NEWTON, MA 02466				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I Non Devineting Committee	A serviced Discussed of ou Dougfisially Owner		

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative So	ecurities Ac	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transactio	4. Securiti on(A) or Dis (D)	es Acquired posed of	Securities For Beneficially (D Owned Interpolation) (Interpolation)	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership (Instr. 4)
(Ilisu. 3)		any (Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)		Indirect (I) (Instr. 4)	
			Code V	Amount	(A) or (D) Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	12/19/2017		M M	15,000	A (1)	15,000	D	

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)		(
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(1)</u>	12/19/2017		M	15,000	(2)	(2)	Common Stock	15,000	

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Noreck Daniel T

275 GROVE STREET Chief Financial Officer

NEWTON, MA 02466

Signatures

Charles D. Rennick,

Attorney-In-Fact 12/19/2017

**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. This transaction represents the settlement of RSUs in shares of common stock on their scheduled vesting date.
- This award was granted on December 19, 2016. One-third of the RSUs subject to the award vested on December 19, 2017, and one-third (2) of the RSUs are scheduled to vest on each of December 19, 2018 and December 19, 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.

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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