

TechTarget Inc  
 Form 5  
 February 18, 2009

# FORM 5

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**MARINO ROGER M**

(Last) (First) (Middle)

**C/O TECHTARGET, INC., 117 KENDRICK ST, SUITE 800**

(Street)

**NEEDHAM, MA 02494**

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2008**

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock						D	
Common Stock						I	By GRAM, L.P.
Common Stock	06/02/2008		S4	1,000	D \$ 12.06 (1)	I	By ROGRAM, LLC
	06/03/2008		S4	5,700	D	I	

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Common Stock							\$ 12.005	474,943			By ROGRAM, LLC
							<u>(2)</u>	<u>(14)</u>			
Common Stock	06/04/2008	Â	S4	3,500	D	\$ 12.458	474,943		I		By ROGRAM, LLC
							<u>(3)</u>	<u>(14)</u>			
Common Stock	06/05/2008	Â	S4	8,500	D	\$ 12.98	474,943		I		By ROGRAM, LLC
							<u>(4)</u>	<u>(14)</u>			
Common Stock	06/09/2008	Â	S4	13,323	D	\$ 12.116	474,943		I		By ROGRAM, LLC
							<u>(5)</u>	<u>(14)</u>			
Common Stock	06/10/2008	Â	S4	9,177	D	\$ 12.05	474,943		I		By ROGRAM, LLC
								<u>(14)</u>			
Common Stock	06/11/2008	Â	S4	53,508	D	\$ 11.879	474,943		I		By ROGRAM, LLC
							<u>(6)</u>	<u>(14)</u>			
Common Stock	06/13/2008	Â	S4	2,300	D	\$ 12.008	474,943		I		By ROGRAM, LLC
							<u>(7)</u>	<u>(14)</u>			
Common Stock	06/16/2008	Â	S4	15,000	D	\$ 12.045	474,943		I		By ROGRAM, LLC
							<u>(8)</u>	<u>(14)</u>			
Common Stock	06/23/2008	Â	S4	2,703	D	\$ 11.445	474,943		I		By ROGRAM, LLC
							<u>(9)</u>	<u>(14)</u>			
Common Stock	06/25/2008	Â	S4	20,000	D	\$ 10.981	474,943		I		By ROGRAM, LLC
							<u>(10)</u>	<u>(14)</u>			
Common Stock	06/30/2008	Â	S4	34,140	D	\$ 10.602	474,943		I		By ROGRAM, LLC
							<u>(11)</u>	<u>(14)</u>			
Common Stock	07/08/2008	Â	S4	45,756	D	\$ 10.017	474,943		I		By ROGRAM, LLC
							<u>(12)</u>	<u>(14)</u>			
Common Stock	07/09/2008	Â	S4	10,450	D	\$ 10.066	474,943		I		By ROGRAM, LLC
							<u>(13)</u>	<u>(14)</u>			

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

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(9-02)

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**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. Price of Underlying Security (Instr. 6)
					(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 C/O TECHTARGET, INC. 117 KENDRICK ST, SUITE 800 NEEDHAM, MA 02494	X	X	X	X

## Signatures

Rick Olin,  
Attorney-in-Fact  
Date: 02/18/2009

\*\*Signature of Reporting Person

## 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) Reflects aggregate reporting of multiple open market transactions. Each of the aggregated sales was for a price per share of \$12.06. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
  - (2) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$12.00 to \$12.08 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
  - (3) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$12.10 to \$12.65 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
  - (4) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$12.87 to \$13.11 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
  - (5) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$12.05 to \$12.15 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a

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security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.

- (6) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$11.50 to \$12.21 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (7) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$12.00 to \$12.02 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (8) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$12.00 to \$12.25 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (9) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$11.39 to \$11.50 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (10) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$10.95 to \$11.05 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (11) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$10.60 to \$10.61 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (12) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$10.00 to \$10.07 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (13) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$10.00 to \$10.16 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (14) Mr. Marino disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.