

HOAG JAY C
Form 4
May 24, 2010

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 *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2010

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)

May be part of 13(d) group

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/20/2010		P	A	\$ 117,034	12,267,901	I TCV V, L.P. (1)
Common Stock	05/20/2010		P	A	\$ 2,266	233,373	I TCV Member Fund, L.P. (2)
Common Stock	05/21/2010		P	A	\$ 22,857	12,290,758	I TCV V, L.P. (1)
Common Stock	05/21/2010		P	A	\$ 443	233,816	I TCV Member Fund, L.P. (2)

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Common Stock	05/24/2010	P	118,898	A	\$ 5.799	12,409,656	I	TCV V, L.P. (1)
Common Stock	05/24/2010	P	2,302	A	\$ 5.799	236,118	I	TCV Member Fund, L.P. (2)
Common Stock						21,666 (3)	I	TCV Management 2004, L.L.C. (4)

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)

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. 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
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X		May be part of 13(d) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(d) group
		X		May be part of 13(d) group

DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of 13(d) group
GRIFFITH WILLIAM C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of 13(d) group
TECHNOLOGY CROSSOVER MANAGEMENT V LLC C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of 13(d) group
TCV V LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of 13(d) group
TCV MEMBER FUND L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of 13(d) group

Signatures

Frederic D. Fenton Authorized signatory for Jay C. Hoag <u> </u> Signature of Reporting Person	05/24/2010 Date
Frederic D. Fenton Authorized signatory for Richard H. Kimball <u> </u> Signature of Reporting Person	05/24/2010 Date
Frederic D. Fenton Authorized signatory for John L. Drew <u> </u> Signature of Reporting Person	05/24/2010 Date
Frederic D. Fenton Authorized signatory for Jon Q. Reynolds, Jr. <u> </u> Signature of Reporting Person	05/24/2010 Date
Frederic D. Fenton Authorized signatory for William J.G. Griffith IV <u> </u> Signature of Reporting Person	05/24/2010 Date
Frederic D. Fenton Authorized signatory for Technology Crossover Management V, L.L.C. <u> </u> Signature of Reporting Person	05/24/2010 Date
Frederic D. Fenton Authorized signatory for TCV V, L.P. <u> </u> Signature of Reporting Person	05/24/2010 Date
Frederic D. Fenton Authorized signatory for TCV V Member Fund, L.P.	05/24/2010

__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).

These shares are directly held by TCV V, L.P. Each of Jay C. Hoag , Richard H. Kimball , John L. Drew, Jon Q. Reynolds, Jr., and William J.G. Griffith IV (collectively the "TCM Members") are Class A Members of Technology Crossover Management V, L.L.C.

(1) ("TCM V") which is the general partner of TCV V, L.P. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV V, L.P. but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

These shares are directly held by TCV Member Fund, L.P. Each of the TCM Members are (i) Class A Members of TCM V which is a

(2) general partner of TCV Member Fund, L.P. and (ii) limited partners of TCV Member Fund, L.P. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV Member Fund, L.P. but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

Includes 8,792 shares that were previously held by Hoag, but were transferred to TCV Management 2004, L.L.C. ("TCM 2004") on

(3) February 2, 2010, and are now held directly by TCM 2004. These shares were inadvertently omitted from the Form 4 filed by the Reporting Persons on May 18, 2010.

These shares are directly held by TCM 2004. The TCM Members are members of TCM 2004 but the TCM Members disclaim beneficial

(4) ownership of such shares 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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