

MCGUIRE TERRANCE  
Form 4  
December 23, 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)  
12/19/2008

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   |  |                                   |
| Common Stock                    | 12/19/2008                           |  | S                              | 25,830  | D \$ 5  | 3,014,809  | I See Foot note <sup>(1)</sup>    |
| Common Stock                    | 12/19/2008                           |  | S                              | 468   | D \$ 5  | 54,560   | I See Foot note <sup>(2)</sup>    |
| Common Stock                    | 12/19/2008                           |  | S                              | 43  | D \$ 5.25   | 3,014,766  | I See Foot note <sup>(1)</sup>    |
| Common Stock                    | 12/19/2008                           |  | S                              | 1   | D \$ 5.25   | 54,559   | I See Foot note <sup>(2)</sup>    |

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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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<br>C/O POLARIS VENTURE PARTNERS<br>1000 WINTER STREET<br>WALTHAM, MA 02451                                      |               | X         |         |       |
| Flint Jonathan A<br>C/O POLARIS VENTURE PARTNERS<br>1000 WINTER STREET<br>WALTHAM, MA 02451                                  |               | X         |         |       |
| MCGUIRE TERRANCE<br>C/O POLARIS VENTURE PARTNERS<br>1000 WINTER STREET<br>WALTHAM, MA 02451                                  |               | X         |         |       |
| POLARIS VENTURE PARTNERS IV LP<br>C/O POLARIS VENTURE PARTNERS<br>1000 WINTER STREET<br>WALTHAM, MA 02451                    |               | X         |         |       |
| POLARIS VENTURE PARTNERS ENTREPRENEURS FUND IV LP<br>C/O POLARIS VENTURE PARTNERS<br>1000 WINTER STREET<br>WALTHAM, MA 02451 |               | X         |         |       |

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

X

## Signatures

|   |            |
|---|------------|
| /s/ Alan Spoon Alan Spoon   | 12/21/2008 |
| __Signature of Reporting Person   | Date       |
| /s/ Jonathan A. Flint Jonathan A. Flint   | 12/21/2008 |
| __Signature of Reporting Person   | Date       |
| /s/ Terrance G. McGuire Terrance G. McGuire   | 12/21/2008 |
| __Signature of Reporting Person   | Date       |
| /s/ Donald MacKenzie Polaris Venture Management Co. IV, L.L.C. By: Donald MacKenzie<br>Authorized signatory for Polaris Venture Management Co. IV, L.L.C.                         | 12/21/2008 |
| __Signature of Reporting Person   | Date       |
| /s/ Donald MacKenzie Polaris Venture Partners IV, L.P. By: Donald MacKenzie Authorized<br>signatory for Polaris Venture Partners IV, L.P.   | 12/21/2008 |
| __Signature of Reporting Person   | Date       |
| /s/ Donald MacKenzie Polaris Venture Partners Entrepreneurs' Fund IV, L.P. By: Donald<br>MacKenzie Authorized signatory for Polaris Venture Partners Entrepreneurs' Fund IV, L.P. | 12/21/2008 |
| __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, 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.

(1) 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 pecuniary interest therein. Each of Flint, 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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