TechTarget Inc Form SC 13G/A February 14, 2011

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)*

TechTarget, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

87874R100

(CUSIP Number)

December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of

^{*}The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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CUSIP No: 87874R100 Page 2 of 18 1 NAME OF REPORTING PERSON SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Polaris Venture Partners III, L.P. ("PVP III") 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware NUMBER OF 5 **SOLE VOTING POWER SHARES** 200,440 shares, except that (i) Polaris Venture **BENEFICIALLY** Management Co. III, L.L.C. ("PVM III"), the general partner of PVP III, may be deemed to have sole power OWNED BY EACH REPORTING to vote these shares, and (ii) Jonathan A. Flint ("Flint"), **PERSON** a managing member of PVM III, may be deemed to WITH have shared power to vote these shares, Terrance G. McGuire ("McGuire"), a managing member of PVM III, may be deemed to have shared power to vote these shares, and Alan G. Spoon ("Spoon"), a managing member of PVM III, may be deemed to have shared power to vote these shares. 6 SHARED VOTING POWER See response to row 5 7 SOLE DISPOSITIVE POWER 200,440 shares, except that (i) PVM III, the general partner of PVP III, may be deemed to have sole power to dispose of these shares, and (ii) Flint, a managing member of PVM III, may be deemed to have shared power to dispose of these shares, McGuire, a managing member of PVM III, may be deemed to have shared power to dispose of these shares, and Spoon, a managing member of PVM III, may be deemed to have shared power to dispose of these shares. 8 SHARED DISPOSITIVE POWER See response to row 7 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 200,440 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) 10 EXCLUDES CERTAIN SHARES* o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

12

0.47%

TYPE OF REPORTING PERSON*

PN

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1	NAME OF REPORTING PERSON SS OR I.R.S. IDENTIFICATION NO. OF ABO Polaris Venture Partners Entrepreneurs' Fund II				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) o (b) x				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware	COLE VOTING POWER			
	NUMBER OF 5	SOLE VOTING POWER	1		
D	SHARES SENEFICIALLY	51,941 shares, except that (i) PVM III, the go			
	BY EACH REPORTING	partner of PVP Entrepreneurs III, may be dechave sole power to vote these shares, and (ii)			
OWNLD	PERSON	managing member of PVM III, may be deem			
	WITH	have shared power to vote these shares, McC			
		managing member of PVM III, may be deem			
		have shared power to vote these shares, and			
		managing member of PVM III, may be deem	ned to		
		have shared power to vote these shares.			
	6	SHARED VOTING POWER			
	_	See response to row 5			
	7	SOLE DISPOSITIVE POWER			
		51,941 shares, except that (i) PVM III, the go			
		partner of PVP Entrepreneurs III, may be dechave sole power to dispose of these shares, a			
		Flint, a managing member of PVM III, may			
		deemed to have shared power to dispose of t			
		shares, McGuire, a managing member of PV			
		may be deemed to have shared power to disp			
		these shares, and Spoon, a managing membe			
		III, may be deemed to have shared power to	dispose		
		of these shares.			
	8	SHARED DISPOSITIVE POWER			
0		See response to row 7			
9	AGGREGATE AMOUNT BENEFICIALLY O	OWNED BY EACH	£1 041		
10	REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT	NT IN DOW (0)	51,941		
10	EXCLUDES CERTAIN SHARES* o	VI IIV KOW (9)			
11	PERCENT OF CLASS REPRESENTED BY A	MOUNT IN ROW 9			
	0.12%				
12	TYPE OF REPORTING PERSON*		PN		

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1		IG PERSON ICATION NO. OF ABOV s Founders' Fund III, LP (
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) o (b) x				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware	_			
	NUMBER OF	5	SOLE VOTING POWER		
	SHARES		31,629 shares, except that (i) PVM III, the ge		
	ENEFICIALLY	1	partner of PVP Founders III, may be deemed		
OWNEDI	BY EACH REPORTING PERSON	ſ	sole power to vote these shares, and (ii) Flint managing member of PVM III, may be deem		
	WITH		have shared power to vote these shares, McG		
	WIIII		managing member of PVM III, may be deem		
			have shared power to vote these shares, and S		
			managing member of PVM III, may be deem	_	
			have shared power to vote these shares.		
		6	SHARED VOTING POWER		
			See response to row 5		
		7	SOLE DISPOSITIVE POWER		
			31,629 shares, except that (i) PVM III, the ge		
			partner of PVP Founders III, may be deemed		
			sole power to dispose of these shares, and (ii)		
			managing member of PVM III, may be deem		
			have shared power to dispose of these shares. McGuire, a managing member of PVM III, n		
			deemed to have shared power to dispose of the	-	
			shares, and Spoon, a managing member of P		
			may be deemed to have shared power to disp		
			these shares.		
		8	SHARED DISPOSITIVE POWER		
			See response to row 7		
9	AGGREGATE AMOU	NT BENEFICIALLY OW	NED BY EACH		
	REPORTING PERSON			31,629	
10		AGGREGATE AMOUNT	TIN ROW (9)		
1.1	EXCLUDES CERTAIN		MOLINIE IN DOMES		
11		REPRESENTED BY AM	IOUNT IN ROW 9		
12	0.07%	C DED CON*		DNI	
12	TYPE OF REPORTING	J FEKSUN"		PN	

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SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Polaris Venture Management Co. III, L.L.C. ("PVM III")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

NAME OF REPORTING PERSON

1

	(a) o (b) x			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLA	CE OF ORGANIZATION	1	
	Delaware			
	NUMBER OF	5	SOLE VOTING POWER	
	SHARES		284,010 shares, of which 200,440 shares are direc	tly
	BENEFICIALLY		owned by PVP III, 51,941 shares are directly own	ed
OWNED	BY EACH REPORTING		by PVP Entrepreneurs III, and 31,629 shares are	
	PERSON		directly owned by PVP Founders III, except that	
	WITH		Flint, a managing member of PVM III (which is	
			general partner of PVP III, PVP Entrepreneurs III,	,
			and PVP Founders III and may be deemed to have	•
			sole power to vote these shares), may be deemed t	iO
			have shared power to vote these shares, McGuire,	a
			managing member of PVM III, may be deemed to	,
			have shared power to vote these shares, and Spoor	
			managing member of PVM III, may be deemed to	,
			have shared power to vote these shares.	
		6	SHARED VOTING POWER	
			See response to row 5	
		7	SOLE DISPOSITIVE POWER	
			284,010 shares, of which 200,440 shares are direc	-
			owned by PVP III, 51,941 shares are directly own	ed
			by PVP Entrepreneurs III, and 31,629 shares are	
			directly owned by PVP Founders III, except that	
			Flint, a managing member of PVM III (which is	
			general partner of PVP III, PVP Entrepreneurs III.	
			and PVP Founders III and may be deemed to have	
			sole power to vote these shares), may be deemed t	.0
			have shared power to dispose of these shares,	
			McGuire, a managing member of PVM III, may b	e
			deemed to have shared power to dispose of these	TT
			shares, and Spoon, a managing member of PVM I	
			may be deemed to have shared power to dispose of these shares.	11
		8	SHARED DISPOSITIVE POWER	
		0	See response to row 7	
9	AGGREGATE AMOUN	NT BENEFICIALLY OW	*	
-	REPORTING PERSON	DENERION LEET OW.	284,	.010
10		GGREGATE AMOUNT		
-	EXCLUDES CERTAIN			
11		REPRESENTED BY AM	OUNT IN ROW 9	

0.67%

12 TYPE OF REPORTING PERSON* OO

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NAME OF REPORTING PERSON SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Polaris Venture Partners IV, L.P. ("PVP IV")					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	$(a) o \qquad (b) x$				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
	NUMBER OF 5	SOLE VOTING POWER			
	SHARES	3,014,764 shares, except that (i) Polaris Venture			
	BENEFICIALLY	Management Co. IV, L.L.C. ("PVM IV"), the general			
OWNED	BY EACH REPORTING	partner of PVP IV, may be deemed to have sole			
	PERSON	power to vote these shares, and (ii) Flint, a managing			
	WITH	member of PVM IV, may be deemed to have shared			
		power to vote these shares, McGuire, a managing			
		member of PVM IV, may be deemed to have shared			
		power to vote these shares, and Spoon, a managing			
		member of PVM IV, may be deemed to have shared			
		power to vote these shares.			
	6	SHARED VOTING POWER			
	7	See response to row 5			
	7	SOLE DISPOSITIVE POWER			
		3,014,764 shares, except that (i) PVM IV, the general			
		partner of PVP IV, may be deemed to have sole			
		power to dispose of these shares, and (ii) Flint, a			
		managing member of PVM IV, may be deemed to			
		have shared power to dispose of these shares, McGuire, a managing member of PVM IV, may be			
		deemed to have shared power to dispose of these			
		shares, and Spoon, a managing member of PVM IV,			
		may be deemed to have shared power to dispose of			
		these shares.			
	8	SHARED DISPOSITIVE POWER			
	O .	See response to row 7			
9	AGGREGATE AMOUNT BENEFICIALL	*			
	REPORTING PERSON				
	3,014,764				
10	CHECK BOX IF THE AGGREGATE AM	OUNT IN ROW (9)			
-	EXCLUDES CERTAIN SHARES* o				
11	PERCENT OF CLASS REPRESENTED B	Y AMOUNT IN ROW 9			
	7.07%				
12	TYPE OF REPORTING PERSON*	PN			

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1		CATION NO. OF ABOV	E PERSON L.P. ("PVP Entrepreneurs IV")		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) o (b) x				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware	_			
	NUMBER OF	5	SOLE VOTING POWER		
D	SHARES		54,561 shares, except that (i) PVM IV, the ge		
	ENEFICIALLY BY EACH REPORTING		partner of PVP Entrepreneurs IV, may be dec		
OWNED	PERSON		have sole power to vote these shares, and (ii) managing member of PVM IV, may be deem		
	WITH		have shared power to vote these shares, McG		
	***************************************		managing member of PVM IV, may be deem	-	
			have shared power to vote these shares, and S		
			managing member of PVM IV, may be deem	ied to	
			have shared power to vote these shares.		
		6	SHARED VOTING POWER		
			See response to row 5		
		7	SOLE DISPOSITIVE POWER		
			54,561 shares, except that (i) PVM IV, the ge		
			partner of PVP Entrepreneurs IV, may be dec		
			have sole power to dispose of these shares, a Flint, a managing member of PVM IV, may		
			deemed to have shared power to dispose of the		
			shares, McGuire, a managing member of PV		
			may be deemed to have shared power to disp		
			these shares, and Spoon, a managing membe		
			PVM IV, may be deemed to have shared pov	ver to	
			dispose of these shares.		
		8	SHARED DISPOSITIVE POWER		
			See response to row 7		
9		NT BENEFICIALLY OW	NED BY EACH	54561	
10	REPORTING PERSON	AGGREGATE AMOUNT	IN DOW (0)	54,561	
10	EXCLUDES CERTAIN		11 KO W (3)		
11		REPRESENTED BY AM	OUNT IN ROW 9		
	0.13%				
12	TYPE OF REPORTING	PERSON*		PN	

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SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

NAME OF REPORTING PERSON

		ement Co. IV, L.L.C. ("P	
2 3	CHECK THE APPROP (a) o (b) x SEC USE ONLY	RIATE BOX IF A MEM	IBER OF A GROUP*
4		ACE OF ORGANIZATIO)N
т	Delaware	ich of oronivizatio	71
	NUMBER OF	5	SOLE VOTING POWER
	SHARES	J	3,069,325 shares, of which 3,014,764 shares are
F	BENEFICIALLY		directly owned by PVP IV, and 54,561 are directly
	BY EACH REPORTING	•	owned by PVP Entrepreneurs IV, except that Flint, a
OWINED	PERSON		managing member of PVM IV (which is general
	WITH		partner of PVP IV and PVP Entrepreneurs IV and
	***************************************		may be deemed to have sole power to vote these
			shares), may be deemed to have shared power to vote
			these shares, McGuire, a managing member of PVM
			IV, may be deemed to have shared power to vote
			these shares, and Spoon, a managing member of
			PVM IV, may be deemed to have shared power to
			vote these shares.
		6	SHARED VOTING POWER
			See response to row 5
		7	SOLE DISPOSITIVE POWER
			3,069,325 shares, of which 3,014,764 shares are
			directly owned by PVP IV, and 54,561 are directly
			owned by PVP Entrepreneurs IV, except that Flint, a
			managing member of PVM IV (which is general
			partner of PVP IV and PVP Entrepreneurs IV and
			may be deemed to have sole power to vote these
			shares), may be deemed to have shared power to
			dispose of these shares, McGuire, a managing
			member of PVM IV, may be deemed to have shared
			power to dispose of these shares, and Spoon, a
			managing member of PVM IV, may be deemed to
			have shared power to dispose of these shares.
		8	SHARED DISPOSITIVE POWER
			See response to row 7
9	AGGREGATE AMOU	NT BENEFICIALLY OV	•
	REPORTING PERSON		
	3,069,325		
10	* *	AGGREGATE AMOUN	T IN ROW (9)
-	EXCLUDES CERTAIN		
11		REPRESENTED BY AN	MOUNT IN ROW 9
	7.20%	· · ·	
12	TYPE OF REPORTING	G PERSON*	00
			4.0

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1 NAME OF REPORTING PERSON SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Alan G. Spoon 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) x

SEC USE ONLY 3

CITIZENSHIP OR PLACE OF ORGANIZATION 4

USA

NUMBER OF SHARES 5 BENEFICIALLY

OWNED BY EACH REPORTING

PERSON WITH

SOLE VOTING POWER

3,360,358 shares, of which (i) Spoon owns 7,023 directly (of which 4,523 are shares of common stock and 2,500 are options to purchase shares of common stock), and (ii) 200,440 shares are directly owned by PVP III, 51,941 are directly owned by PVP Entrepreneurs III, 31,629 shares are directly owned by PVP Founders III, 3,014,764 shares are directly owned by PVP IV, and 54,561 shares are directly owned by PVP Entrepreneurs IV, except that, PVM III, as the general partner of PVP III, PVP Entrepreneurs III and PVP Founders III, may be deemed to have sole power to vote PVP III's shares, PVP Entrepreneurs III's shares, and PVP Founders III's shares (collectively, the "Fund III Shares"), and PVM IV, as general partner of PVP IV and PVP Entrepreneurs IV, may be deemed to have sole power to vote the PVP IV shares and PVP Entrepreneurs IV shares (collectively the "Fund IV Shares"), Flint, as a managing member of PVM III and PVM IV, may be deemed to have shared power to vote the Fund III Shares and the Fund IV Shares, and McGuire, as a managing member of PVM III and PVM IV, may be deemed to have shared power to vote the Fund III Shares and the Fund IV Shares.

SHARED VOTING POWER

See response to row 5

SOLE DISPOSITIVE POWER

3,360,358 shares, of which (i) Spoon owns 7,023 directly (of which 4,523 are shares of common stock and 2,500 are options to purchase shares of common stock), and (ii) 200,440 shares are directly owned by PVP III, 51,941 are directly owned by PVP Entrepreneurs III, 31,629 shares are directly owned by PVP Founders III, 3,014,764 shares are directly owned by PVP IV, and 54,561 shares are directly owned by PVP Entrepreneurs IV, except that, PVM III, as the general partner of PVP III, PVP Entrepreneurs III and PVP Founders III, may be

6

7

deemed to have sole power to dispose of the Fund III Shares, and PVM IV, as general partner of PVP IV and PVP Entrepreneurs IV, may be deemed to have sole power to dispose of Fund IV Shares, Flint, as a managing member of PVM III and PVM IV, may be deemed to have shared power to dispose of the Fund III Shares and the Fund IV Shares, and McGuire, as a managing member of PVM III and PVM IV, may be deemed to have shared power to dispose of the Fund III Shares and the Fund IV Shares.

SHARED DISPOSITIVE POWER

See response to row 7

	See response to row /	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	
	REPORTING PERSON	3,360,358
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)	
	EXCLUDES CERTAIN SHARES* o	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	7.88%	
12	TYPE OF REPORTING PERSON*	IN

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NAME OF REPORTING PERSON
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Terrance G. McGuire

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) o (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES 5

BENEFICIALLY

OWNED BY EACH REPORTING

PERSON WITH

SOLE VOTING POWER

3,353,335 shares, of which 200,440 shares are directly owned by PVP III, 51,941 are directly owned by PVP Entrepreneurs III, 31,629 shares are directly owned by PVP Founders III, 3,014,764 shares are directly owned by PVP IV, and 54,561 shares are directly owned by PVP Entrepreneurs IV, except that, PVM III, as the general partner of PVP III, PVP Entrepreneurs III and PVP Founders III, may be deemed to have sole power to vote the Fund III Shares, and PVM IV, as general partner of PVP IV and PVP Entrepreneurs IV, may be deemed to have sole power to vote the Fund IV Shares, Flint, as a managing member of PVM III and PVM IV, may be deemed to have shared power to vote the Fund III Shares and the Fund IV Shares, and Spoon, as a managing member of PVM III and PVM IV, may be deemed to have shared power to vote the Fund III Shares and the Fund IV Shares.

SHARED VOTING POWER

See response to row 5

SOLE DISPOSITIVE POWER

3,353,335 shares, of which 200,440 shares are directly owned by PVP III, 51,941 are directly owned by PVP Entrepreneurs III, 31,629 shares are directly owned by PVP Founders III, 3,014,764 shares are directly owned by PVP IV, and 54,561 shares are directly owned by PVP Entrepreneurs IV, except that, PVM III, as the general partner of PVP III, PVP Entrepreneurs III and PVP Founders III, may be deemed to have sole power to dispose of the Fund III Shares, and PVM IV, as general partner of PVP IV and PVP Entrepreneurs IV, may be deemed to have sole power to dispose of the Fund IV Shares, Flint, as a managing member of PVM III and PVM IV, may be deemed to have shared power to dispose of the Fund III Shares and the Fund IV Shares, and Spoon, as a managing member of PVM III and PVM IV, may be deemed to have shared power to dispose of the

	8	Fund III Shares and the Fund IV Share SHARED DISPOSITIVE POWER See response to row 7	s.
9	AGGREGATE AMOUNT BENEFICIALLY OW	NED BY EACH	
	REPORTING PERSON		3,353,335
10	CHECK BOX IF THE AGGREGATE AMOUNT	IN ROW (9)	
	EXCLUDES CERTAIN SHARES* o		
11	PERCENT OF CLASS REPRESENTED BY AM	OUNT IN ROW 9	
	7.86%		
12	TYPE OF REPORTING PERSON*		IN

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NAME OF REPORTING PERSON
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Jonathan A. Flint
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) o (b) x
SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4 CITIZENSHIP OR PLACE OF ORGANIZATION USA

NUMBER OF SHARES 5
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

SOLE VOTING POWER

3,353,335 shares, of which 200,440 shares are directly owned by PVP III, 51,941 are directly owned by PVP Entrepreneurs III, 31,629 shares are directly owned by PVP Founders III, 3,014,764 shares are directly owned by PVP IV, and 54,561 shares are directly owned by PVP Entrepreneurs IV, except that, PVM III, as the general partner of PVP III, PVP Entrepreneurs III and PVP Founders III, may be deemed to have sole power to vote the Fund III Shares, and PVM IV, as general partner of PVP IV and PVP Entrepreneurs IV, may be deemed to have sole power to vote the Fund IV Shares, McGuire, as a managing member of PVM III and PVM IV, may be deemed to have shared power to vote the Fund III Shares and the Fund IV Shares, and Spoon, as a managing member of PVM III and PVM IV, may be deemed to have shared power to vote the Fund III Shares and the Fund IV Shares.

SHARED VOTING POWER

See response to row 5

SOLE DISPOSITIVE POWER

3,353,335 shares, of which 200,440 shares are directly owned by PVP III, 51,941 are directly owned by PVP Entrepreneurs III, 31,629 shares are directly owned by PVP Founders III, 3,014,764 shares are directly owned by PVP IV, and 54,561 shares are directly owned by PVP Entrepreneurs IV, except that, PVM III, as the general partner of PVP III, PVP Entrepreneurs III and PVP Founders III, may be deemed to have sole power to dispose of the Fund III Shares, and PVM IV, as general partner of PVP IV and PVP Entrepreneurs IV, may be deemed to have sole power to dispose of the Fund IV Shares, McGuire, as a managing member of PVM III and PVM IV, may be deemed to have shared power to dispose of the Fund III Shares and the Fund IV Shares, and Spoon, as a managing member of PVM III and PVM IV, may be deemed to have shared

	8	power to dispose of the Fund III Share IV Shares. SHARED DISPOSITIVE POWER	es and the F	und
	O			
		See response to row 7		
9	AGGREGATE AMOUNT BENEFICIALLY OW	NED BY EACH		
	REPORTING PERSON		3,353,335	
10	CHECK BOX IF THE AGGREGATE AMOUNT	IN ROW (9)		
	EXCLUDES CERTAIN SHARES* o			
11	PERCENT OF CLASS REPRESENTED BY AM	OUNT IN ROW 9		
	7.86%			
12	TYPE OF REPORTING PERSON*			IN

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ITEM 1(A). NAME OF ISSUER

TechTarget, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

117 Kendrick Street, Suite 800 Needham, MA 02494, United States

ITEM 2(A). NAME OF PERSONS FILING

PVP III, PVP Entrepreneurs III, PVP Founders III, PVM III, PVP IV, PVP Entrepreneurs IV, PVM IV, Flint, McGuire, and Spoon. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

Flint, McGuire and Spoon, are the sole managing members of (i) PVM III (the sole general partner of PVP III, PVP Entrepreneurs III and PVP Founders III), and (ii) PVM IV (the sole general partner of PVP IV and PVP Founders IV). To the extent feasible, PVP Entrepreneurs III and PVP Founders III invest alongside PVP III and PVP Entrepreneurs IV invests alongside PVP IV.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

c/o Polaris Venture Partners 1000 Winter Street Waltham, MA 02451

ITEM 2(C). CITIZENSHIP

Flint, McGuire and Spoon are United States citizens. PVP III, PVP Entrepreneurs III, PVP Founders III, PVP IV and PVP Entrepreneurs IV are limited partnerships organized under the laws of the State of Delaware. PVM III and PVM IV are limited liability companies organized under the laws of the State of Delaware.

ITEM 2(D). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock, \$0.001 par value per share

ITEM 2(E). CUSIP NUMBER

87874R100

ITEM 3. Not Applicable

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ITEM 4. OWNERSHIP

The approximate percentages of Common Stock reported as beneficially owned by the Reporting Persons are based upon 42,652,132 shares of Common Stock outstanding as of October 29, 2010, as reported on TechTarget, Inc.'s Form 10-Q for the quarterly period ended September 30, 2010.

The following information with respect to the ownership of the ordinary shares of the issuer by the Reporting Persons filing this Statement is provided as of December 31, 2010:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of PVP III, PVP Entrepreneurs III, PVP Founders III, PVP IV, and PVP Entrepreneurs IV, and the limited liability company agreements of PVM III and PVM IV, the general and limited partners or members of each such entity, as applicable, may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as applicable.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE 7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2011

POLARIS VENTURE PARTNERS III, L.P.

By: Polaris Venture Management Co. III,

L.L.C.

By: *

Managing Member

POLARIS VENTURE PARTNERS ENTREPRENEURS' FUND

III, L.P.

By: Polaris Venture Management Co. III,

L.L.C.

By: *

Managing Member

POLARIS VENTURE PARTNERS FOUNDERS' FUND III, L.P.

By: Polaris Venture Management Co. III,

L.L.C.

By: *

Managing Member

POLARIS VENTURE MANAGEMENT CO. III, L.L.C.

By: *

Managing Member

POLARIS VENTURE PARTNERS IV, L.P.

By: Polaris Venture Management Co. IV,

L.L.C.

By: *

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		Managing Member			

CUSIP No: 87874R100

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POLARIS VENTURE PARTNERS ENTREPRENEURS' FUND IV, L.P.

By: Polaris Venture Management Co. IV,

L.L.C.

By: *

Managing Member

POLARIS VENTURE MANAGEMENT CO. IV, L.L.C.

By:

Managing Member

JONATHAN A. FLINT

By: *

Jonathan A. Flint

TERRANCE G. MCGUIRE

By: *

Terrance G. McGuire

ALAN G. SPOON

By:

Alan G. Spoon

*By: /s/ John Gannon Name: John Gannon Attorney-in-Fact

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This Schedule 13G was execu	ted pursuant to a Powe	er of Attorney. Note that	t copies of the applicable Powers	of
Attorney are already on file wit	th the appropriate agei	ncies.]		
,				

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EXHIBIT I

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required on Schedule 13G need be filed with respect to ownership by each of the undersigned of shares of Common Stock of TechTarget, Inc.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Date: February 11, 2011

POLARIS VENTURE PARTNERS III, L.P.

By: Polaris Venture Management Co. III,

L.L.C.

By: *

Managing Member

POLARIS VENTURE PARTNERS ENTREPRENEURS' FUND

III, L.P.

By: Polaris Venture Management Co. III,

L.L.C.

By: *

Managing Member

POLARIS VENTURE PARTNERS FOUNDERS' FUND III, L.P.

By: Polaris Venture Management Co. III,

L.L.C.

By: *

Managing Member

POLARIS VENTURE MANAGEMENT CO. III, L.L.C.

By: *

Managing Member

POLARIS VENTURE PARTNERS IV, L.P.

By: Polaris Venture Management Co. IV,

L.L.C.

By:	* Managing Member

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POLARIS VENTURE PARTNERS ENTREPRENEURS' FUND IV, L.P.

By: Polaris Venture Management Co. IV,

L.L.C.

By: *

Managing Member

POLARIS VENTURE MANAGEMENT CO. IV, L.L.C.

By: *

Managing Member

JONATHAN A. FLINT

By: *

Jonathan A. Flint

TERRANCE G. MCGUIRE

By: *

Terrance G. McGuire

ALAN G. SPOON

By:

Alan G. Spoon

*By: /s/ John Gannon Name: John Gannon Attorney-in-Fact

[This Schedule 13G was executed pursuant to a Power of Attorney. Note that copies of the applicable Powers of Attorney are already on file with the appropriate agencies.]