

TechTarget Inc
 Form 5/A
 April 10, 2008

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 *
 Peskowitz Edwin

(Last) (First) (Middle)

C/O UNITED COMMUNICATIONS GROUP, 111300 ROCKVILLE PIKE, SUITE 1100

(Street)

ROCKVILLE, MD 20852

(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)
 12/31/2007

4. If Amendment, Date Original Filed (Month/Day/Year)
 02/01/2008

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock, par value \$0.001 | 12/31/2007 | Â | G | 569,246 D | \$ 0 0 | I | Edwin Peskowitz 2005 GRAT ⁽¹⁾ |
| Common Stock, par | 12/31/2007 | Â | G | 140,994 D | \$ 0 0 | I | Edwin Peskowitz |

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| | | | | | | | | | |
|--|------------|---|---|-----------|---|------|------------------------|---|---|
| value \$0.001 | | | | | | | | | 2005 GRAT ⁽²⁾ |
| Common Stock, par value \$0.001 | 12/31/2007 | Â | G | 1,624,085 | D | \$ 0 | 0 | I | Edwin Peskovitz 2005 GRAT ⁽³⁾ |
| Common Stock, par value \$0.001 | 12/31/2007 | Â | G | 308,742 | D | \$ 0 | 176,483 | I | Edwin Peskovitz 2006 GRAT ⁽⁴⁾ |
| Common Stock, par value \$0.001 | 12/31/2007 | Â | G | 569,246 | A | \$ 0 | 877,988 | I | Edwin Peskovitz 2007 GRAT ⁽¹⁾ |
| Common Stock, par value \$0.001 | 12/31/2007 | Â | G | 140,994 | A | \$ 0 | 140,994 ⁽⁵⁾ | I | Peskovitz 2005 Family Trust ⁽²⁾ |
| Common Stock, par value \$0.001 | 12/31/2007 | Â | G | 1,624,085 | A | \$ 0 | 1,624,085 | I | Peskovitz 2005 Family Trust - Non-GST ⁽³⁾ |
| Common Stock, par value \$0.001 | 12/31/2007 | Â | G | 308,742 | A | \$ 0 | 877,988 | I | Edwin Peskovitz 2007 GRAT ⁽⁴⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Peskowitz Edwin C/O UNITED COMMUNICATIONS GROUP 111300 ROCKVILLE PIKE, SUITE 1100 ROCKVILLE, MD 20852 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Rick Olin,
Attorney-in-Fact

04/10/2008

 **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).

(1) This transaction reflects the transfer of these 569,246 shares from the Edwin Peskowitz 2005 Grantor Retained Annuity Trust to the Edwin Peskowitz 2007 Grantor Retained Annuity Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(2) This transaction reflects the transfer of these 140,994 shares from the Edwin Peskowitz 2005 Grantor Retained Annuity Trust to the Peskowitz Family Trust - GST. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(3) This transaction reflects the transfer of these 1,624,085 shares from the Edwin Peskowitz 2005 Grantor Retained Annuity Trust to the Peskowitz 2005 Family Trust - Non-GST. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(4) This transaction reflects the transfer of these 308,742 shares from the Edwin Peskowitz 2006 Grantor Retained Annuity Trust to the Edwin Peskowitz 2007 Grantor Retained Annuity Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(5) This amendment is filed to correct a typographical error on the Form 5 filed on February 1, 2008 which incorrectly stated the amount of securities held in the Peskowitz 2005 Family Trust as "1,409,994" however the correct number of shares held in the Peskowitz 2005 Family Trust is 140,994.

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.