

TechTarget Inc
Form DEFA14A
May 02, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

TechTarget, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

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- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Stockholder Meeting Notice

Important Notice Regarding the Availability of Proxy Materials for the TechTarget, Inc. Annual Stockholders Meeting to be Held on June 24, 2011

Under new Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Company's proxy statement and annual report on form 10-K are available at: www.envisionreports.com/TTGT

Easy Online Access A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to www.envisionreports.com/TTGT to view the materials.

Step 2: Click on **Cast Your Vote or Request Materials**.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before **June 14, 2011** to facilitate timely delivery. You will not otherwise receive a paper or e-mail copy of the proxy materials.

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Stockholder Meeting Notice

TechTarget, Inc.'s Annual Meeting of Stockholders will be held on June 24, 2011 at 275 Grove Street, Newton, MA 02466, at 10:00 a.m. Eastern Time. Directions to TechTarget, Inc.'s annual meeting are available in the proxy statement which can be viewed at www.envisionreports.com/TTGT.

The proposals to be voted on at the meeting are listed below along with the Board of Directors recommendation.

The Board of Directors recommends that you vote **FOR** the election of the nominees, **FOR** Proposals 2 and 4 and every **3 YEARS** on Proposal 3.

1. To elect two Class I directors to serve for a three-year term expiring at the 2014 Annual Meeting of Stockholders.
Nominees: 01 - Jay Hoag 02 - Roger Marino
2. To ratify the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2011.
3. Say When on Pay - An advisory vote on the approval of the frequency of shareholder votes on executive compensation.
4. Say on Pay - An advisory vote on the approval of executive compensation.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Here's how to order a copy of the proxy statement, annual report to stockholders and form of proxy and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

Internet Go to www.envisionreports.com/TTGT. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a paper or email copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

Telephone Call us free of charge at 1-866-641-4276 using a touch-tone phone and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

Email Send email to investorvote@computershare.com with Proxy Materials TechTarget in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting

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materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by June 14, 2011.

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