QUINSTREET, INC

Form 4

August 27, 2015

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287 January 31, Expires:

**OMB APPROVAL** 

2005 0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Valenti Douglas

2. Issuer Name and Ticker or Trading Symbol

QUINSTREET, INC [QNST]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

\_X\_\_ 10% Owner \_X\_ Director

(Check all applicable)

950 TOWER LANE, 6TH FLOOR

(First)

(Month/Day/Year) 08/25/2015

X\_ Officer (give title \_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check

Chief Executive Officer

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

FOSTER CITY, CA 94404

(City)	(State)	(Zip) 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	08/25/2015		A	4,176 (1)	A	\$0	240,114	D		
Common Stock	08/25/2015		F(2)	393	D	\$ 4.95	239,721	D		
Common Stock							2,046,034	I	by Partnership	
Common Stock							6,903	I	by Son (3)	
Common Stock							3,137,916	I	by Trust	

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

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SEC 1474 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	٩
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securit	ties	(Instr. 5)	]
	Derivative				Securities		(Instr. 3 and 4)			(	
	Security				Acquired					J	
					(A) or	or					J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title N	Number		
									of		
				Code V	(A) (D)				Shares		

Relationships

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Valenti Douglas

950 TOWER LANE, 6TH FLOOR X X Chief Executive Officer FOSTER CITY, CA 94404

**Signatures** 

By: Gregory Wong For: Douglas Valenti 08/27/2015

\*\*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).

Represents additional shares of common stock issuable pursuant to performance-based Restricted Stock Units (PSUs) earned under the Reporting Person's August 6, 2014 PSU grant and determined following the audit of the Issuer's financial statements for the fiscal year

- (1) ended June 30, 2015, based on the achievement of certain performance metrics during such fiscal year. These shares are in addition to those previously reported on the Reporting Person's Form 4 filed on July 27, 2015. 25% of these additional shares vested on August 25, 2015, and the remainder vest quarterly thereafter over a period of 3 years.
- (2) Exempt transaction pursuant to Section 16b-3 for payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished to the Issuer by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did

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not sell or otherwise dispose of any of the shares in this Form 4 for any reason other than to cover required taxes.

(3) Shares held by Mr. Valenti's children.

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