

QUINSTREET, INC
Form 4
July 27, 2015

FORM 4

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

OMB APPROVAL

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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 *
Valenti Douglas

(Last) (First) (Middle)
950 TOWER LANE, 6TH FLOOR
(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QUINSTREET, INC [QNST]

3. Date of Earliest Transaction (Month/Day/Year)
07/23/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/23/2015 | | A | (A) or (D) V Amount Price 51,324 (1) | \$ 0 247,097 | D | |
| Common Stock | 07/24/2015 | | F(2) | 4,707 | \$ 6.18 242,390 | D | |
| Common Stock | 07/25/2015 | | A | 23,400 (3) | \$ 0 265,790 | D | |
| Common Stock | | | | | 2,046,034 | I | by Partnership |
| Common Stock | | | | | 6,903 | I | by Son (4) |

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Common Stock 3,123,081 I by Trust

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

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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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Performance Shares | \$ 0 | 07/25/2015 | | A | 84,000 | (5) (5) | | Common Stock | 84,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Valenti Douglas 950 TOWER LANE, 6TH FLOOR FOSTER CITY, CA 94404 | X | X | Chief Executive Officer | |

Signatures

By: Gregory Wong For: Douglas Valenti 07/27/2015

**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).
 (1) Represents shares of common stock issuable pursuant to Restricted Stock Units (RSUs), previously granted on August 6, 2014, and earned from performance ("earned RSUs") based on the achievement of certain performance metrics during the fiscal year ended June 30, 2015, as determined on July 23, 2015. 25% of the earned RSUs vest on July 24, 2015, and the remaining earned RSUs 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

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

(3) Represents shares of common stock that are issuable pursuant to a RSU award. 100% of the RSUs vest on August 10, 2016.

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

(5) Represents shares of common stock that are issuable pursuant to a performance RSU award with a grant date of July 25, 2015. Subject to the achievement of a target stock price (the "performance condition") prior to the expiration date of August 10, 2019, 25% of the RSUs vest on August 10, 2016, and the remaining RSUs vest quarterly thereafter over a period of 3 years, but in no event will vesting occur earlier than the date the performance condition is met.

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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