

Valenti Douglas  
Form 4  
November 14, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(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)

11/10/2018

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/10/2018                              |                                                             | F <sup>(1)</sup>                     | 2,603 D \$ 17                                                              | 260,297 <sup>(2)</sup>                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/10/2018                              |                                                             | M                                    | 5,250<br><sup>(3)</sup> A \$ 0                                             | 265,547                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/10/2018                              |                                                             | F <sup>(1)</sup>                     | 6,198 D \$ 17                                                              | 259,349                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/10/2018                              |                                                             | F <sup>(1)</sup>                     | 3,099 D \$ 17                                                              | 256,250                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 6,903                                                                                                              | I                                                                    | by Son <sup>(4)</sup>                                             |

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Common Stock 3,991,318 I by Trust

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.**

SEC 1474  
(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 (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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Performance Shares                         | \$ 0 <sup>(5)</sup>                                    | 11/10/2018                           |                                                    | M                              | 5,250                                                                          | <sup>(5)</sup> <sup>(5)</sup>                            | Common Stock                                                  | 5,250                         |

## Reporting Owners

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

## Signatures

By: Gregory Wong For: Douglas Valenti 11/14/2018

\*\*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).

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 (1) 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.

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- (2) Reflects shares transferred to The Valenti Living Trust from the reporting person's direct holdings.
- (3) Represents shares of common stock earned pursuant to the performance RSU award granted on July 25, 2015 resulting from the achievement of the target stock price on November 24, 2017.
- (4) Shares held by Mr. Valenti's children.

- 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
- (5) 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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