

Valenti Douglas
Form 5
August 13, 2018

FORM 5

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).
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

OMB APPROVAL

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

(Last) (First) (Middle)

950 TOWER LANE, 6TH FLOOR

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
06/30/2018

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 Reporting

(check applicable line)

FOSTER CITY, CA 94404

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(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 (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	10/26/2017	Â	G ⁽¹⁾	Amount (2) (3) 2,046,034	(A) or (D) Price D \$ 0 0	I	by Partnership
Common Stock	10/26/2017	Â	G	613,810 (4)	A \$ 0 3,923,601 (5)	I	by Trust
Common Stock	Â	Â	Â	Â	Â Â 280,063	D	Â
Common Stock	Â	Â	Â	Â	Â Â 6,903	I	by Son ⁽⁶⁾

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

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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 D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

By: Gregory Wong For: Douglas
Valenti 08/13/2018

__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).
- (1) This transaction represents a transfer of shares that were beneficially owned by the reporting person for the purposes of estate planning and not a sale of securities.
Reflects 613,810 shares transferred to The Valenti Living Trust from DJ & TL Valenti Investments, LP, which was reflected in holdings appearing in previous Form 4 filings beginning as of February 21, 2018. The 613,810 transfer has no impact on the aggregate number of shares beneficially owned by the reporting person.
- (3) Also reflects 1,432,224 shares transferred to trusts of which the reporting person's now adult children are the beneficiaries.
- (4) This 613,810 share transfer was reflected in holdings appearing in previous Form 4 filings beginning as of February 21, 2018. This 613,810 transfer has no impact on the aggregate number of shares beneficially owned by the reporting person.
- (5) Reflects 119,927 shares transferred to The Valenti Living Trust from the reporting person's direct holdings.
- (6) Shares held by Mr. Valenti's children.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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