

QUINSTREET, INC  
Form 4  
August 12, 2013

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Smith Margo

(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)  
08/08/2013

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)  
SVP & Chief Legal 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 08/08/2013                           |  | M                              | 20,188 A \$ 6.9   | 20,188  | D  |                                   |
| Common Stock                    | 08/08/2013                           |  | S <sup>(2)</sup>               | 20,188 D \$ 9.4   | 0   | D  |                                   |
| Common Stock                    | 08/09/2013                           |  | M                              | 17,312 A \$ 6.9   | 17,312  | D  |                                   |
| Common Stock                    | 08/09/2013                           |  | S <sup>(2)</sup>               | 17,312 D \$ 9.4   | 0   | D  |                                   |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Employee Stock Option (right to buy) | \$ 6.9   | 08/08/2013                           |  | M                              | 20,188  | <sup>(1)</sup> 10/25/2019                                | Common Stock  | 20,188                     |
| Non-Qualified Employee Stock Option (right to buy) | \$ 6.9   | 08/09/2013                           |  | M                              | 17,312  | <sup>(1)</sup> 10/25/2019                                | Common Stock  | 17,312                     |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Smith Margo<br>950 TOWER LANE, 6TH FLOOR<br>FOSTER CITY, CA 94404 |               |           | SVP &<br>Chief Legal<br>Officer |       |

## Signatures

/s/ Margo Smith 08/12/2013

\_\_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) The shares of common stock subject to the option vest and become exercisable as follows: 15% of the shares underlying the option (37,500 shares) vested on March 31, 2013, 10% of the shares underlying the option shall vest on August 29, 2013, and 1/36th of the remaining shares underlying the option shall vest monthly on the 10th day of each month thereafter such that, subject to certain conditions, the options will be 100% vested on August 10, 2016.

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- (2) A portion of the proceeds from the sale were used to pay the exercise price of stock options, pursuant to a broker-assisted cashless exercise, and applicable withholding taxes.

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