

QUINSTREET, INC  
Form 4  
June 06, 2016

**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 \*  
SANDS GREGORY P

(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)  
06/02/2016

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|--|
|  |                                    |                                      |  |                                |   |  |  |

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| Derivative Security                       |         |            | (A) or (D)<br>(Instr. 3, 4, and 5) |       | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|---|---------|------------|------------------------------------|-------|------------------|-----------------|--------------|----------------------------|
|   |         |            | Code                               | V     |                  |                 |              |                            |
| Non-Qualified Stock Option (right to buy) | \$ 3.67 | 06/02/2016 | A                                  | 1,486 | <u>(1)</u>       | 06/01/2023      | Common Stock | 1,486                      |

## Reporting Owners

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

## Signatures

By: Gregory Wong For: Gregory Sands  
Date: 06/06/2016

\_\_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 this option are fully vested and exercisable.

Mr. Sands elected to receive options in lieu of cash compensation as consideration for his service as a member of QuinStreet, Inc.'s (the "Company") board of directors and a member of the Company's Nominating and Corporate Governance Committee ("N&G Committee") and Compensation Committee for the quarter ended March 31, 2016. These options represent additional compensation approved by the Company's Compensation Committee on June 2, 2016 in consideration of Mr. Sands' service as acting co-chairperson of the N&G Committee during the quarter ended March 31, 2016, and are in addition to those previously reported on the Reporting Person's Form 4 filed on May 17, 2016. The number of options granted was determined by dividing the cash compensation otherwise payable with respect to the quarter by the Black-Scholes value of a single option calculated as of the date of grant. The election is available to independent directors, is made annually and applies to the entire fiscal year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.