QUINSTREET, INC Form 4

October 28, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sennett Marjorie T.

2. Issuer Name and Ticker or Trading Symbol

QUINSTREET, INC [QNST]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

950 TOWER LANE, 6TH FLOOR

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 10/26/2015

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

below)

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

A

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

FOSTER CITY, CA 94404

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) anv (Month/Day/Year)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Common Stock

10/26/2015

Code V Amount (D) 10,000

(1)

(Instr. 3 and 4) Price \$0

(A)

A

35,000 D

Transaction(s)

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)

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	and 5) (A) (D	D) Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 5.8	10/26/2015		A	25,000	(2)	10/25/2022	Common Stock	25,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sennett Marjorie T.
950 TOWER LANE, 6TH FLOOR X
FOSTER CITY, CA 94404

Signatures

By: Gregory Wong For: Marjorie T.
Sennett

10/28/2015

Date

**Signature of Reporting Person

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 that are issuable pursuant to a Restricted Stock Unit (RSU) award. The vesting commencement date of the RSU award is November 10, 2015 and it vests daily over one year.
- Represents shares of common stock subject to a stock option award. The vesting commencement date of the stock option award is

 (2) October 26, 2015 and it vests monthly in equal installments over a period of one year. The initial vest date is November 26, 2015 and the final vest date is October 26, 2016.

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.

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