QUINSTREET, INC

Form 4

October 28, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Stalder Dana

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

QUINSTREET, INC [QNST]

(Check all applicable)

(First) (Last)

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director Officer (give title below)

10% Owner _ Other (specify

950 TOWER LANE, 6TH FLOOR

10/26/2015

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

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

I

Person

(Street)

(State)

(Zip)

2 Transportion Data 24 Door

Filed(Month/Day/Year)

FOSTER CITY, CA 94404

(City)

Common

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

A Securities Acquired 5 Amount of

1.1111111111111111111111111111111111111	2. Transaction Date	ZA. Deemed	3. 4. Securities Acquired		quirea	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	posed	of	Securities	rrities Form: Direct Indirect	
(Instr. 3)		any	Code (D)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5	5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	A	or	Price	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common Stock	10/26/2015		A	10,000	A	\$0	80,000	D	
STOCK				(1)					

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

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3,900

SEC 1474 (9-02)

by Trust

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. Transaction Code (Instr. 8)	TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (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

Director 10% Owner Officer Other

Stalder Dana
950 TOWER LANE, 6TH FLOOR X

Signatures

FOSTER CITY, CA 94404

By: Gregory Wong For: Dana Stalder 10/28/2015

**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) 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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