QUINSTREET, INC

Form 5

August 12, 2016

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number:

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

January 31, Expires: 2005 Estimated average

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

Transactions

30(h) of the Investment Company Act of 1940

Reported

1. Name and Address of Reporting Person * Valenti Douglas			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	QUINSTREET, INC [QNST] 3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)				
050 TOWER	I ANE 6T	THELOOD	(Month/Day/Year) 06/30/2016	X DirectorX 10% OwnerX Officer (give title Other (specify below)				
950 TOWER LANE, 6TH FLOOR				Chief Executive Officer				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting				

FOSTER CITY, CAÂ 94404

(State)

(7in)

(City)

X Form Filed by One Reporting Person _ Form Filed by More than One Reporting Person

(check applicable line)

(City)	(State)	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 on (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at end of Issuer's	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	07/24/2015	Â	G	8,124	D	\$0	219,431	D	Â	
Common Stock	08/10/2015	Â	G	25,921	D	\$0	201,893	D	Â	
Common Stock	08/25/2015	Â	G	651	D	\$0	205,025	D	Â	
Common Stock	11/10/2015	Â	G	10,159	D	\$0	188,745	D	Â	

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Common Stock	02/10/2016	Â	G	9,151	D	\$0	172,463	D	Â
Common Stock	05/10/2016	Â	G	9,151	D	\$0	156,182	D	Â
Common Stock	07/24/2015	Â	G	8,124	A	\$0	3,146,040	I	by Trust
Common Stock	08/10/2015	Â	G	25,921	A	\$0	3,171,961	I	by Trust
Common Stock	08/25/2015	Â	G	651	A	\$0	3,172,612	I	by Trust
Common Stock	11/10/2015	Â	G	10,159	A	\$0	3,182,771	I	by Trust
Common Stock	02/10/2016	Â	G	9,151	A	\$0	3,207,672	I	by Trust
Common Stock	05/10/2016	Â	G	9,151	A	\$0	3,234,698	I	by Trust
Common Stock	Â	Â	Â	Â	Â	Â	2,046,034	I	by Partnership
Common Stock	Â	Â	Â	Â	Â	Â	6,903	I	by Son (1)

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/		Underl	ving	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•	1011)	Securit		(Instr. 5)	Se
(IIIsti. 3)			(Month Day Tear)	(Ilisti. 0)						(111311. 5)	
	Derivative				Securities			(mstr.	3 and 4)		В
	Security				Acquired						О
					(A) or						Eı
					Disposed						Is
					of (D)						Fi
					(Instr. 3,						(I
					4, and 5)						(-
					1, and 3)						
									Amount		
						_			or		
						Date	Expiration Date		Number		
						Exercisable			of		
					(A) (D)						
					(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

2 Reporting Owners

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Director 10% Owner Officer Other

Valenti Douglas 950 TOWER LANE, 6TH FLOOR Â X Â X Â Chief Executive Officer Â FOSTER CITY, CAÂ 94404

Signatures

By: Martin J. Collins For: Douglas Valenti 08/12/2016

**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) 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. 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.

Signatures 3