Collins Martin J Form 4 July 31, 2017

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average burden hours per

0.5

Form 5 obligations may continue. See Instruction

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

SECURITIES

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Collins Martin J Issuer Symbol QUINSTREET, INC [QNST] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 950 TOWER LANE, 6TH FLOOR 07/27/2017 below) SVP & General Counsel (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

FOSTER CITY, CA 94404

(State)

(Zin)

(C:tr.)

(City)	(State) (A	Table	I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if	Date, if Transaction(A) or Disposed o				5. Amount of Securities	6. Ownership Form: Direct	Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(D) (Instr. 3, 4 and 5)		Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	07/27/2017		A	20,000 (1)	A	\$ 0	91,208	D	
Common Stock	07/27/2017		A	19,500 (2)	A	\$0	110,708	D	

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)

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	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 4.01	07/27/2017		A	20,000	(3)	07/26/2024	Common Stock	20,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Collins Martin J 950 TOWER LANE, 6

950 TOWER LANE, 6TH FLOOR FOSTER CITY, CA 94404 **SVP & General Counsel**

Signatures

By: Gregory Wong For: Martin J Collins

07/31/2017

**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).
- Represents shares of common stock that are issuable pursuant to a Restricted Stock Unit (RSU) award. The vesting commencement date (1) of the RSU award is August 10, 2017 and it vests 25% after one year and quarterly thereafter in equal installments over a period of 3 years. The initial vest date will be August 10, 2018 and the final vest date will be August 10, 2021.
- (2) Represents shares of common stock that are issuable pursuant to a RSU award. 100% of the RSUs vest on August 10, 2018.
- The shares of common stock subject to the option vest and become exercisable at a rate of 25% of the shares underlying the option on the (3) first anniversary of the vesting commencement date, July 27, 2017, and the remainder of the shares underlying the option vest in equal monthly installments over 36 months thereafter. The initial vest date is July 27, 2018 and the final vest date is July 27, 2021.

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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