Valenti Douglas Form 4 July 31, 2017

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

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).

(Last)

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Valenti Douglas

Symbol

(Middle)

QUINSTREET, INC [QNST]

07/27/2017

3. Date of Earliest Transaction (Month/Day/Year)

950 TOWER LANE, 6TH FLOOR

(Street)

(First)

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

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

(Check all applicable)

_X__ 10% Owner _X_ Director X_ Officer (give title __ Other (specify below)

Chief Executive Officer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

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

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ies Acc	quired, Disposed	of, or Benefic	cially 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)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	07/27/2017		A	100,000	A	\$0	420,902	D	
Common Stock	07/27/2017		A	54,719 (2)	A	\$0	475,621	D	
Common Stock							2,046,034	I	by Partnership
Common Stock							6,903	I	by Son (3)
Common Stock							3,234,698	I	by Trust

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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Non-Qualified Stock Option (right to buy)	\$ 4.01	07/27/2017		A	100,000	<u>(4)</u>	07/26/2024	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
Valenti Douglas 950 TOWER LANE, 6TH FLOOR FOSTER CITY, CA 94404	X	X	Chief Executive Officer				

Signatures

By: Gregory Wong For: Douglas Valenti 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.
- (3) Shares held by Mr. Valenti's children.
- 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 (4) 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.

Reporting Owners 2

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