SANDS GREGORY P

Form 4 April 30, 2018

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or 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

burden hours per response... 0.5

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SANDS GREGORY P			2. Issuer Name and Ticker or Trading Symbol QUINSTREET, INC [QNST]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(eneen an appneaete)			
950 TOWER LANE, 6TH FLOOR			(Month/Day/Year) 04/26/2018	X Director 10% Owner Officer (give title below) Other (specify below)			
(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			
FOSTER CITY, CA 94404				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative So	ecuriti	ies Acqu	iired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4)	osed c	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/26/2018		M	139,643 (1)	A	\$ 3.52 (1)	217,314	D	
Common Stock							6,785	I	by Managed Account
Common Stock							14,912	I	by Son (3)
Common Stock							224,761	I	by Trust (4)

## Edgar Filing: SANDS GREGORY P - Form 4

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. Transactic 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 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)	\$ 2.7	04/26/2018		M		18,979	<u>(5)</u>	11/13/2023	Common Stock	18,9
Non-Qualified Stock Option (right to buy)	\$ 2.99	04/26/2018		M		15,889	<u>(5)</u>	02/11/2023	Common Stock	15,8
Non-Qualified Stock Option (right to buy)	\$ 3.14	04/26/2018		M		18,028	<u>(5)</u>	08/23/2023	Common Stock	18,0
Non-Qualified Stock Option (right to buy)	\$ 3.16	04/26/2018		M		14,552	<u>(5)</u>	05/12/2023	Common Stock	14,5
Non-Qualified Stock Option (right to buy)	\$ 3.21	04/26/2018		M		14,139	<u>(5)</u>	02/12/2024	Common Stock	14,1
Non-Qualified Stock Option (right to buy)	\$ 3.67	04/26/2018		M		1,486	<u>(5)</u>	06/01/2023	Common Stock	1,4
Non-Qualified Stock Option (right to buy)	\$ 3.76	04/26/2018		M		11,872	<u>(5)</u>	05/11/2024	Common Stock	11,8
Non-Qualified Stock Option (right to buy)	\$ 4.31	04/26/2018		M		25,000	(5)	10/28/2021	Common Stock	25,0
Non-Qualified Stock Option (right to buy)	\$ 4.33	04/26/2018		M		9,826	(5)	11/10/2021	Common Stock	9,8

Non-Qualified Stock Option

(right to buy)

\$ 4.55 04/26/2018

M 9,872

(5) 09/16/2021

Common Stock

**Reporting Owners** 

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANDS GREGORY P 950 TOWER LANE, 6TH FLOOR X FOSTER CITY, CA 94404

**Signatures** 

By: Gregory Wong For: Gregory Sands

04/30/2018

\*\*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) Mr. Sands exercised 139,643 options to purchase common stock at exercise prices between \$2.70 to \$4.55.
- (2) Shares held by a charitable remainder unitrust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.
- (3) Shares held by children of the reporting person. The reporting person disclaims beneficial ownership in these shares.
- (4) Shares held by trust of which reporting person is a trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.
- (5) The shares of common stock subject to this option are fully vested and exercisable.

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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