

Simons James R.  
Form 4  
November 02, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Simons James R.

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)  
950 TOWER LANE, 6TH FLOOR  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/31/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

FOSTER CITY, CA 94404

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount or Price		
Common Stock	10/31/2018		M <sup>(1)</sup>		21,780 (1)	A	\$ 11.26 43,401 (2) (3) D
Common Stock	10/31/2018		S <sup>(1)</sup>		21,780 (4)	D	\$ 15.1667 21,621 (2) (3) D
Common Stock	11/02/2018		M <sup>(5)</sup>		25,000 (5)	A	\$ 6.9 46,621 (2) (3) D
Common Stock	11/02/2018		M <sup>(5)</sup>		25,000 (5)	A	\$ 9.24 71,621 (2) (3) D
Common Stock	11/02/2018		M <sup>(5)</sup>		25,000 (5)	A	\$ 4.31 96,621 (2) (3) D

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Common Stock	11/02/2018	M <sup>(5)</sup>	25,000 <sup>(5)</sup>	A	\$ 5.8	121,621 <sup>(2)</sup> <u>(3)</u>	D	
Common Stock	11/02/2018	S <sup>(5)</sup>	100,000	D	\$ 17.0737 <u>(6)</u>	21,621 <sup>(2)</sup> <u>(3)</u>	D	
Common Stock	11/02/2018	S	872	D	\$ 17.0737 <u>(6)</u>	0	I	SPVC Affiliates Fund <sup>(7)</sup>
Common Stock	11/02/2018	S	18	D	\$ 17.0737 <u>(6)</u>	0	I	SPVC V, LLC <sup>(8)</sup>
Common Stock						34,841	I	By Trust <sup>(9)</sup>

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

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(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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option (right to buy)	\$ 11.26	10/31/2018		M <sup>(1)</sup>	21,780 <sup>(1)</sup>	<u>(10)</u>	11/02/2018	Common Stock	21,780 <sup>(1)</sup>
Nonstatutory Stock Option (right to buy)	\$ 6.9	11/02/2018		M <sup>(5)</sup>	25,000 <sup>(5)</sup>	<u>(10)</u>	10/25/2019	Common Stock	25,000 <sup>(5)</sup>
Nonstatutory Stock Option (right to buy)	\$ 9.24	11/02/2018		M <sup>(5)</sup>	25,000 <sup>(5)</sup>	<u>(10)</u>	10/27/2020	Common Stock	25,000 <sup>(5)</sup>
Nonstatutory Stock Option (right to buy)	\$ 4.31	11/02/2018		M <sup>(5)</sup>	25,000 <sup>(5)</sup>	<u>(10)</u>	10/28/2021	Common Stock	25,000 <sup>(5)</sup>



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except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (9) Represents securities held directly by the James Rexroad Simons Trust, which the reporting person is the trustee. The reporting person disclaims beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (10) This option is 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.

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