

Valenti Douglas
Form 4
March 15, 2019

FORM 4

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

OMB APPROVAL

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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 *
Valenti Douglas

(Last) (First) (Middle)

950 TOWER LANE, 6TH FLOOR

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QUINSTREET, INC [QNST]

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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

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	(A) or (D)	Price
Common Stock	03/13/2019		M		13,750	A	\$ 9.55
Common Stock	03/13/2019		S		13,750 (1)	D	\$ 13.0568 (2)
Common Stock	03/13/2019		M		6,249	A	\$ 4.01
Common Stock	03/13/2019		S		6,249 (1)	D	\$ 13.057 (2)
Common Stock	03/13/2019		M		12,501	A	\$ 3.63

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Common Stock	03/13/2019	S	<u>12,501</u> ⁽¹⁾	D	\$ <u>13.0546</u> ⁽²⁾	237,500	D	
Common Stock						6,903	I	by Son ⁽³⁾
Common Stock						4,006,691	I	by Trust

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 3.63	03/13/2019		M	12,501	⁽⁴⁾ 07/28/2023	Common Stock 12,500
Non-Qualified Stock Option (right to buy)	\$ 4.01	03/13/2019		M	6,249	⁽⁵⁾ 07/26/2024	Common Stock 6,249
Non-Qualified Stock Option (right to buy)	\$ 9.55	03/13/2019		M	13,750	⁽⁶⁾ 07/24/2020	Common Stock 13,750

Reporting Owners

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

Signatures

By: Gregory Wong For: Douglas
Valenti

03/15/2019

__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) These shares were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2017 (the "Options Plan"). The Options Plan was implemented to meet long-term estate planning and diversification objectives of the reporting person, and extend over an approximately two year period. The shares sold represent less than 1% of the shares beneficially owned by the reporting person as of December 31, 2018.

(2) The shares were sold at prices between \$12.95 and \$13.16. The reporting person will provide upon request to the SEC, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each price.

(3) Shares held by Mr. Valenti's children.

(4) The option vested and became exercisable at a rate of 25% of the option on the first anniversary of the vesting commencement date, July 29, 2016, and the remainder of the option vest in equal monthly installments over 36 months thereafter. The initial vest date was July 29, 2017 and the final vest date is July 29, 2020.

(5) The option vested and became exercisable at a rate of 25% of the option on the first anniversary of the vesting commencement date, July 27, 2017, and the remainder of the option vest in equal monthly installments over 36 months thereafter. The initial vest date was July 27, 2018 and the final vest date is July 27, 2021.

(6) The option vested and became exercisable at a rate of 25% of the option on the first anniversary of the vesting commencement date, July 25, 2013, and the remainder of the option vested in equal monthly installments over 36 months thereafter. The initial vest date was July 25, 2014 and the final vest date was July 25, 2017.

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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