

Mackley Scott  
 Form 3  
 February 10, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Mackley Scott		(Month/Day/Year)	QUINSTREET, INC [QNST]	
(Last)	(First)	(Middle)	02/10/2010	
C/O QUINSTREET, INC., Â 1051 EAST HILLSDALE BLVD., 8TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
FOSTER CITY, Â CA Â 94404			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Executive Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	42,707	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	06/27/2010	Common Stock	8,334	\$ 0.59	D	Â
Stock Option (Right to Buy)	Â (1)	03/14/2011	Common Stock	6,667	\$ 0.59	D	Â
Stock Option (Right to Buy)	Â (1)	04/03/2012	Common Stock	42,292	\$ 0.59	D	Â
Stock Option (Right to Buy)	Â (1)	07/21/2013	Common Stock	100,000	\$ 2	D	Â
Stock Option (Right to Buy)	Â (1)	07/27/2014	Common Stock	120,000	\$ 4.6	D	Â
Stock Option (Right to Buy)	Â (1)	05/19/2015	Common Stock	80,000	\$ 6.38	D	Â
Stock Option (Right to Buy)	Â (1)	09/22/2015	Common Stock	100,000	\$ 7.74	D	Â
Stock Option (Right to Buy)	Â (1)	05/16/2016	Common Stock	50,000	\$ 9.01	D	Â
Stock Option (Right to Buy)	Â (1)	05/30/2014	Common Stock	50,000	\$ 10.28	D	Â
Stock Option (Right to Buy)	Â (1)	07/24/2015	Common Stock	75,000	\$ 10.28	D	Â
Stock Option (Right to Buy)	Â (1)	08/06/2016	Common Stock	100,000	\$ 9.01	D	Â
Stock Option (Right to Buy)	Â (1)	11/17/2016	Common Stock	50,000	\$ 19	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mackley Scott C/O QUINSTREET, INC. 1051 EAST HILLSDALE BLVD., 8TH FLOOR FOSTER CITY, CA 94404	Â	Â	Â Executive Vice President	Â

## Signatures

/s/ Daniel E. Caul,  
Attorney-in-fact

02/10/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The shares subject to the option vest and become exercisable at a rate of 25% of the shares underlying the option vest on the first (1) anniversary of the date of the vesting commencement date, which is the date of grant, and the remainder of the shares underlying the option vest in equal monthly installments over the remaining 36 months thereafter.

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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