QUINSTREET, INC

Form 4

August 28, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Valenti Douglas Issuer Symbol QUINSTREET, INC [QNST] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director X 10% Owner X\_ Officer (give title \_ Other (specify 950 TOWER LANE, 6TH FLOOR 08/26/2014 below) Chief Executive Officer (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 Form filed by More than One Reporting FOSTER CITY, CA 94404 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Ownership (Instr. 8) Owned Direct (D) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price \$ Common P 08/26/2014 8,100 Α 4.659 3,015,531 Ι by Trust Stock (1) \$

Stock	08/27/2014	P	7,600	A	4.685 (2)	3,023,131	I	by Trust
Common Stock	08/28/2014	P	9,300	A	\$ 4.611 (3)	3,032,431	I	by Trust
Common						199,832	D	

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Common Stock	2,046,034	I	by Partnership
Common Stock	6,903	I	by Son (4)

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

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SEC 1474

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	ction (	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code	V (	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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## **Reporting Owners**

Reporting Owner Name / Address	Kciationships						
	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 08/28/2014

\*\*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) The shares were purchased at prices between \$4.59 and \$4.72. 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 purchased at each price.

Reporting Owners 2

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- (2) The shares were purchased at prices between \$4.65 and \$4.71. 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 purchased at each price.
- (3) The shares were purchased at prices between \$4.55 and \$4.70. 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 purchased at each price.
- (4) Shares held by Mr. Valenti's children.

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.