

QUINSTREET, INC  
Form 8-K  
October 28, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 26, 2015**

**QUINSTREET, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation)**

**001-34628**  
**(Commission**  
**File Number)**  
**950 Tower Lane, 6<sup>th</sup> Floor**

**77-0512121**  
**(I.R.S. Employer**  
**Identification No.)**

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**Foster City, CA 94404**

**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (650) 578-7700**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

QuinStreet, Inc. (the Company) held its 2015 Annual Meeting of Stockholders on October 26, 2015. Of the 45,006,622 shares of the Company's common stock outstanding as of September 1, 2015 (the record date), 40,505,414 shares, or 90.00%, were present or represented by proxy at the meeting. Three proposals were considered at the meeting.

Proposal One. The stockholders elected the Company's three Class III nominees to the Company's Board of Directors to each serve for a three-year term, each until his or her successor is duly elected and qualified. The table below presents the results of the election:

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
William Bradley	32,897,592	1,427,001	6,180,821
Marjorie T. Sennett	34,082,918	241,675	6,180,821
Douglas Valenti	33,917,420	407,173	6,180,821

Proposal Two. The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2016. The table below presents the voting results on this proposal:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
40,463,446	39,652	2,316

Proposal Three. The stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's 2015 Proxy Statement. The table below presents the voting results on this proposal:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
33,909,957	412,525	2,111	6,180,821

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**QUINSTREET, INC.**

Dated: October 28, 2015

By: /s/ Douglas Valenti  
Douglas Valenti  
Chief Executive Officer