

QUINSTREET, INC
Form 4
October 03, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Syiek Bronwyn

(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)
10/01/2013

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)
President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 10/01/2013 | | M | | 14,133 A \$ 4.6 | 127,389 | D |
| Common Stock | 10/01/2013 | | S ⁽¹⁾ | | 14,133 D \$ 9.4422 | 113,256 | D |
| Common Stock | 10/01/2013 | | M | | 15,000 A \$ 4.6 | 128,256 | D |
| Common Stock | 10/01/2013 | | S ⁽¹⁾ | | 15,000 D \$ 9.4213 | 113,256 | D |
| | 10/02/2013 | | M | | 10,478 A \$ 4.6 | 123,734 | D |

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Common
Stock

| | | | | | | | |
|-----------------|------------|------------------|----------------------|---|--------------|---------|---|
| Common Stock | 10/02/2013 | S ⁽¹⁾ | 10,478 <u>(2)</u> | D | \$ 9,4514 | 113,256 | D |
|-----------------|------------|------------------|----------------------|---|--------------|---------|---|

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

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SEC 1474
(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 4.6 | 10/01/2013 | | M | 15,000 | <u>(6)</u> 11/18/2013 | Common Stock | 15,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 4.6 | 10/01/2013 | | M | 14,133 | <u>(6)</u> 11/18/2013 | Common Stock | 14,133 | |
| Non-Qualified Stock Option (right to buy) | \$ 4.6 | 10/02/2013 | | M | 10,478 | <u>(6)</u> 11/18/2013 | Common Stock | 10,478 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Syiek Bronwyn 950 TOWER LANE, 6TH FLOOR FOSTER CITY, CA 94404 | | | President | |

Signatures

By: Kenneth Hahn For: Bronwyn
Syiek

10/03/2013

__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) A portion of the proceeds from the sale were used to pay the exercise price of stock options, pursuant to a broker-assisted cashless exercise, and applicable withholding taxes.
- (2) These shares were sold pursuant to Ms. Syiek's 10b5-1 Plan established on August 1, 2012.
- (3) The shares were sold at prices between \$9.43 and \$9.45. 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.
- (4) The shares were sold at prices between \$9.32 and \$9.43. 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.
- (5) The shares were sold at prices between \$9.35 and \$9.48. 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.
- (6) The shares of common stock subject to this option are 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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