Edgar Filing: QUINSTREET, INC - Form 4

Form 4										
October 29, 2 FORM	4 UNITED S	Washington, D.C. 20549							OMB APPROVAL OMB 3235-028 Number:	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed purs S. Filed purs Section 17(a	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						Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type R										
JOSEPHS ROBIN S			2. Issuer Name and Ticker or Trading Symbol QUINSTREET, INC [QNST]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 950 TOWER	(Month/I	3. Date of Earliest Transaction (Month/Day/Year) 10/28/2013				Officer (give title Other (specify below) below)				
			ndment, Date Original th/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
(City)		Zip) Tab	le I - Non-D	erivative S	ecurit	ies Aco	Person uired, Disposed of	f or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securiti on(A) or Dis (D) (Instr. 3, 4	es Acc posed and 5 (A) or	quired of	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	
Common Stock	10/28/2013		Code V A	Amount 10,000 (1)	(D) A	Price \$ 0	25,000	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 9.24	10/28/2013		А	25,000	(2)	10/27/2020	Common Stock	25,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting O when Funite / Fruitess	Director	10% Owner	Officer	Other			
JOSEPHS ROBIN 950 TOWER LANE, 6TH FLOOR FOSTER CITY, CA 94404	Х						
Signatures							
By: Gregory Wong For: Robin Josephs	10/29/2013						
**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) Represents shares of common stock that are issuable pursuant to a Restricted Stock Unit (RSU) award. The RSU award vests quarterly in equal installments over a period of one year beginning on November 10, 2013. The initial vest date will be February 10, 2014.
- (2) The shares of common stock subject to the option vest monthly in equal installments over a period of one year beginning on October 28, 2013. The initial vest date will be November 28, 2013.

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.