#### Edgar Filing: QUINSTREET, INC - Form 4

QUINSTREE	ET, INC									
Form 4										
July 28, 2015	5									
<b>FORM</b>	4								-	PPROVAL
	UNITED	STATES			ND EXC D.C. 205		IGE (	COMMISSION	OMB Number:	3235-0287
Check this box if no longer subject to STATEMENT OI			F CHANGES IN BENEFICIAL OW					NERSHIP OF	Expires: Estimated a	January 31, 2005 average
Section 10 Form 4 or				SECUR	ITIES				burden hou	rs per
Form 5		suant to Se	ection 16	b(a) of the	e Securiti	es Ex	chang	e Act of 1934,	response	0.5
obligation may conti <i>See</i> Instru 1(b).	Inue. Section 17(a	a) of the P	ublic Uti	ility Hold		pany	Act of	f 1935 or Sectio	n	
(Print or Type R	lesponses)									
1. Name and Address of Reporting Person <u>*</u> Brooks Peter			2. Issuer Name <b>and</b> Ticker or Trading Symbol QUINSTREET, INC [QNST]				3	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (N		-	Earliest Tr		1		(Chec	k all applicable	e)
	R LANE, 6TH FI	, , ,	(Month/Da 07/25/20	ay/Year)	ansaction			Director X Officer (give below) Senio		• Owner er (specify tt
				If Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
FOSTER CI	TY, CA 94404							Form filed by M Person	Nore than One Re	porting
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	any				4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	07/25/2015			A	11,800 (1)	A	\$0	105,553	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)

#### 1. Title of 2. 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Expiration Date Underlying Securities or Exercise Code (Month/Day/Year) (Instr. 3 and 4) Security any Securities (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Amount Date Expiration or Title Exercisable Date Number Code V (A) (D) of Shares Performance Common \$ 0 (2) (2) 07/25/2015 Α 30.000 30.000 Shares Stock

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
Brooks Peter			Senior				
950 TOWER LANE, 6TH FLOOR			Vice				
FOSTER CITY, CA 94404			President				
<b>••</b>							

# Signatures

By: Gregory Wong For: Peter Brooks

\*\*Signature of Reporting Person

Date

07/28/2015

# **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. 100% of the RSUs vest on August 10, 2016.

Represents shares of common stock that are issuable pursuant to a performance RSU award with a grant date of July 25, 2015. Subject to the achievement of a target stock price (the "performance condition") prior to the expiration date of August 10, 2019, 25% of the RSUs

(2) The achievement of a target stock pirce (the "performance condition") piror to the expiration date of August 10, 2019, 25% of the RSOs vest on August 10, 2016, and the remaining RSUs vest quarterly thereafter over a period of 3 years, but in no event will vesting occur earlier than the date the performance condition is met.

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.