

Valenti Douglas
Form 4
December 14, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Valenti Douglas

(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)
12/12/2018

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)
Chief Executive Officer

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 or Price | | |
| Common Stock | 12/12/2018 | | M | | 12,501 A \$ 3.63 | 268,751 | D |
| Common Stock | 12/12/2018 | | S | | 12,501 (1) D 16.16 (2) | 256,250 | D |
| Common Stock | 12/12/2018 | | M | | 13,750 A \$ 9.55 | 270,000 | D |
| Common Stock | 12/12/2018 | | S | | 13,750 (1) D 16.15 (2) | 256,250 | D |
| | 12/12/2018 | | M | | 6,249 A \$ 4.01 | 262,499 | D |

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Common
Stock

| | | | | | | | | |
|-----------------|------------|---|---------------------|---|---------------------------|-----------|---|-------------------|
| Common Stock | 12/12/2018 | S | <u>6,249</u> (1) | D | \$ <u>16.15</u> (2) | 256,250 | D | |
| Common Stock | | | | | | 6,903 | I | by Son <u>(3)</u> |
| Common Stock | | | | | | 3,991,318 | I | by Trust |

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 |
| Non-Qualified Stock Option (right to buy) | \$ 3.63 | 12/12/2018 | | M | 12,501 | <u>(4)</u> | 07/28/2023 | Common Stock | 12,501 |
| Non-Qualified Stock Option (right to buy) | \$ 4.01 | 12/12/2018 | | M | 6,249 | <u>(5)</u> | 07/26/2024 | Common Stock | 6,249 |
| Non-Qualified Stock Option (right to buy) | \$ 9.55 | 12/12/2018 | | M | 13,750 | <u>(6)</u> | 07/24/2020 | Common Stock | 13,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Valenti Douglas 950 TOWER LANE, 6TH FLOOR | X | | Chief Executive Officer | |

FOSTER CITY, CA 94404

Signatures

By: Gregory Wong For: Douglas
Valenti

12/14/2018

__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).

These shares were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2017 (the "Options Plan"). The Options Plan, along with a separate Rule 10b5-1 trading plan adopted by the Valenti Living Trust pursuant to instructions

- (1) given to the trustee on November 30, 2017 (the "Trust Plan"), were implemented to meet long-term estate planning and diversification objectives of The Valenti Living Trust and the reporting person, and extend over an approximately two year period. The shares sold represent approximately 1% of the shares beneficially owned by the reporting person as of December 31, 2017.
- (2) The shares were sold at prices between \$15.85 and \$16.41. 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.
- (3) Shares held by Mr. Valenti's children.

The shares of common stock subject to the option vest and 25% of the shares underlying the option become exercisable on the first anniversary of the vesting commencement date, July 29, 2016, and the remainder of the shares underlying the option vest in equal monthly installments over 36 months thereafter. The initial vest date is July 29, 2017 and the final vest date is July 29, 2020.

- (5) The shares of common stock subject to the option vest and become exercisable at a rate of 25% of the shares underlying the option on the first anniversary of the vesting commencement date, July 27, 2017, and the remainder of the shares underlying the option vest in equal monthly installments over 36 months thereafter. The initial vest date is July 27, 2018 and the final vest date is July 27, 2021.

- (6) The shares of common stock subject to the option vest and become exercisable at a rate of 25% of the shares underlying the option on the first anniversary of the vesting commencement date, July 25, 2013, and the remainder of the shares underlying the option vest in equal monthly installments over 36 months thereafter. The initial vest date is July 25, 2014 and the final vest date is July 25, 2017.

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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