

QUINSTREET, INC  
Form 8-K  
October 31, 2013

**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 28, 2013**

**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 2013 Annual Meeting of Stockholders on October 28, 2013. Of the 43,246,306 shares of the Company's common stock outstanding as of September 6, 2013 (the record date), 40,828,486 shares, or 94.41%, were present or represented by proxy at the meeting. Three proposals were considered at the meeting.

Proposal One. The stockholders elected the Company's two Class I nominees to the Company's Board of Directors to each serve for a three-year term, each until his 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> |
|--------------|------------|-----------------|-------------------------|
| James Simons | 34,844,938 | 1,939,643       | 4,043,905               |
| Dana Stalder | 34,931,879 | 1,852,702       | 4,043,905               |

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, 2014. The table below presents the voting results on this proposal:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 40,692,392 | 136,094        | 0                  |

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 2013 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> |
|------------|----------------|--------------------|-------------------------|
| 35,407,097 | 1,370,984      | 6,500              | 4,043,905               |

**SIGNATURE**

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

**QUINSTREET, INC.**

Dated: October 31, 2013

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