

QUINSTREET, INC
Reported by
BROOKS PETER

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/31/17 for the Period Ending 07/27/17

Address	950 TOWER LANE, 6TH FLOOR FOSTER CITY, CA 94404
Telephone	650-578-7700
CIK	0001117297
Symbol	QNST
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Advertising & Marketing
Sector	Consumer Cyclical
Fiscal Year	06/30

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Brooks Peter			QUINSTREET, INC [QNST]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
950 TOWER LANE, 6TH FLOOR			7/27/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
FOSTER CITY, CA 94404						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	7/27/2017		A		14000 (1)	A	\$0.0	140803	D	
Common Stock	7/27/2017		A		14880 (2)	A	\$0.0	155683	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$4.01	7/27/2017		A		14000		(3)	7/26/2024	Common Stock	14000	\$0.0	14000	D	

Explanation of Responses:

- Represents shares of common stock that are issuable pursuant to a Restricted Stock Unit (RSU) award. The vesting commencement date of the RSU award is August 10, 2017 and it vests 25% after one year and quarterly thereafter in equal installments over a period of 3 years. The initial vest date will be August 10, 2018 and the final vest date will be August 10, 2021.
- Represents shares of common stock that are issuable pursuant to a RSU award. 100% of the RSUs vest on August 10, 2018.
- 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.

Reporting Owners

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

Signatures

By: **Gregory Wong For: Peter Brooks**

7/31/2017

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.