Siegel Kenneth M Form 3 March 01, 2012

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 *

A Siegel Kenneth M

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

02/27/2012

4. Relationship of Reporting

OUINSTREET, INC (ONST)

(Check all applicable)

General Counsel

5. If Amendment, Date Original

Filed(Month/Day/Year)

950 TOWER LANE, 6TH **FLOOR**

(Street)

Director

_X__ Officer

Person(s) to Issuer

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

(give title below) (specify below) Person

Form filed by More than One

Reporting Person

FOSTER CITY, CAÂ 94404

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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

(Instr. 4)

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and **Expiration Date**

(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

Price of

5. Conversion Ownership or Exercise Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Date Exercisable

Expiration Date

Title Amount or Number of

Shares

Derivative Security

4.

Direct (D) or Indirect

(I)

(Instr. 5)

Non-Qualified Stock Option (right to buy) $\hat{A} \stackrel{(1)}{=} 01/23/2019 \stackrel{Common}{Stock} 250,000 \$ 9.81$ D \hat{A}

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Siegel Kenneth M 950 TOWER LANE, 6TH FLOOR Â Â General Counsel Â FOSTER CITY, CAÂ 94404

Signatures

Kenneth M. Siegel 03/01/2012

**Signature of Date Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

The shares 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, which is the date of grant, and the remainder of the shares underlying the option vest in equal monthly installments over the remaining 36 months thereafter.

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.

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