

QUINSTREET, INC
 Form 3
 August 02, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Brooks Peter | | (Month/Day/Year) | QUINSTREET, INC [QNST] | |
| (Last) | (First) | (Middle) | 07/25/2013 | |
| 950 TOWER LANE, 6TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| FOSTER CITY, Â CA Â 94404 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 62,500 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | | | or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|----------------------------|--------|----------|----------------------------|---|
| Incentive Stock Option (right to buy) | Â (2) | 08/06/2016 | Common Stock | 22,210 | \$ 9.01 | D | Â |
| Incentive Stock Option (right to buy) | Â (3) | 11/30/2016 | Common Stock | 19,815 | \$ 9.4 | D | Â |
| Incentive Stock Option (right to buy) | Â (3) | 05/30/2014 | Common Stock | 7,755 | \$ 10.28 | D | Â |
| Incentive Stock Option (right to buy) | Â (3) | 07/24/2015 | Common Stock | 6,700 | \$ 10.28 | D | Â |
| Incentive Stock Option (right to buy) | Â (4) | 08/03/2018 | Common Stock | 16,536 | \$ 11.67 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 08/06/2016 | Common Stock | 27,790 | \$ 9.01 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 11/30/2016 | Common Stock | 185 | \$ 9.4 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 07/24/2020 | Common Stock | 75,000 | \$ 9.55 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (6) | 07/26/2019 | Common Stock | 50,000 | \$ 9.64 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 05/30/2014 | Common Stock | 5,245 | \$ 10.28 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 07/24/2015 | Common Stock | 8,300 | \$ 10.28 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 08/03/2018 | Common Stock | 18,464 | \$ 11.67 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (7) | 11/16/2016 | Common Stock | 20,000 | \$ 19 | D | Â |

Reporting Owners

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

Signatures

By: Margaretta Smith For: Peter Brooks
08/02/2013

**Signature of Reporting Person

Date

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).

Represents shares of common stock that are issuable pursuant to two Restricted Stock Unit (RSU) awards. The vesting commencement date of the first RSU award of 25,000 shares is August 10, 2012 and it vests 25% after one year and quarterly thereafter in equal installments over a period of 3 years so that the initial vest date will be August 10, 2013 and the final vest date will be August 10, 2016.

(1) The vesting commencement date of the second RSU award of 37,500 shares is August 10, 2013 and it vests 25% after one year and quarterly thereafter in equal installments over a period of 3 years so that the initial vest date will be August 10, 2014 and the final vest date will be August 10, 2017.

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, August 7, 2009 and the remainder of the shares underlying the options vest in equal monthly installments over 36 months thereafter. The initial vest date is August 7, 2010 and the final vest date is August 7, 2013.

(2) The shares of common stock subject to the option are fully vested and became exercisable at a rate of 25% of the shares underlying the option on the first anniversary of the grant date and then monthly thereafter over 36 months.

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, August 4, 2011 and the remainder of the shares underlying the options vest in equal monthly installments over 36 months thereafter. The initial vest date is August 4, 2012 and the final vest date is August 4, 2015.

(3) 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.

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, 2012, 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, 2013 and the final vest date is July 27, 2016.

(4) 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, November 17, 2009, and the remainder of the shares underlying the option vest in equal monthly installments over 36 months thereafter. The initial vest date is November 17, 2010 and the final vest date is November 17, 2013.

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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