## Edgar Filing: QUINSTREET, INC - Form 4

QUINSTREE	ET, INC												
Form 4													
May 12, 2014	4												
FORM	14										PPROVAL		
	UNITE	D STATES				ND EXC D.C. 205		NGE (	COMMISSION	OMB Number:	3235-0287		
Check thi if no long subject to Section 14 Form 4 or	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: January 31 2009 Estimated average burden hours per response 0.5					
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 1	7(a) of the		ility Ho	ldi	ng Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40	n			
(Print or Type R	Responses)												
Brooks Peter Syn				2. Issuer Name <b>and</b> Ticker or Trading Symbol QUINSTREET, INC [QNST]					5. Relationship of Reporting Person(s) to Issuer				
			-	. Date of Earliest Transaction					(Check all applicable)				
, <i>,</i> ,	R LANE, 6TH	· · · ·	(Month/Da 05/10/20	ay/Year)	u	isuction			Director X Officer (give below) Senio		o Owner er (specify tt		
				Amendment, Date Original Month/Day/Year)					<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>				
FOSTER CI	TY, CA 94404	4							Form filed by M Person	Nore than One Re	porting		
(City)	(State)	(Zip)	Table	e I - Non-	De	rivative S	Securi	ties Acc	quired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any	med on Date, if Day/Year)	Code	tior	4. Securit (A) or Di (D) (Instr. 3, -	sposed	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	05/10/2014			F <u>(1)</u>		671	D	\$ 5.41	53,429	D			

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

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 Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **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: Martin J. Collins For: Peter Brooks	05/12	2/2014						

\*\*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).

Exempt transaction pursuant to Section 16b-3 for payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in

(1) this Form 4 were relinquished to the Issuer by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did not sell or otherwise dispose of any of the shares in this Form 4 for any reason other than to cover required taxes.

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.