

Cheli Tom  
 Form 3  
 February 10, 2010

**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,  
 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Cheli Tom</p> <p>(Last) (First) (Middle)</p> <p>C/O QUINSTREET,              INC.,Â 1051 EAST              HILLSDALE BLVD., 8TH              FLOOR</p> <p>(Street)</p> <p>FOSTER CITY,Â CAÂ 94404</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/10/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>QUINSTREET, INC [QNST]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other              (give title below) (specify below)              Executive Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	6,990	D	Â

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)**

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	09/25/2012	Common Stock	81,344	\$ 1.5	D	Â
Stock Option (Right to Buy)	Â (1)	07/27/2014	Common Stock	100,000	\$ 4.6	D	Â
Stock Option (Right to Buy)	Â (1)	05/19/2015	Common Stock	80,000	\$ 6.38	D	Â
Stock Option (Right to Buy)	Â (1)	09/22/2015	Common Stock	100,000	\$ 7.74	D	Â
Stock Option (Right to Buy)	Â (1)	05/16/2016	Common Stock	50,000	\$ 9.01	D	Â
Stock Option (Right to Buy)	Â (1)	05/30/2014	Common Stock	50,000	\$ 10.28	D	Â
Stock Option (Right to Buy)	Â (1)	07/24/2015	Common Stock	75,000	\$ 10.28	D	Â
Stock Option (Right to Buy)	Â (1)	08/07/2016	Common Stock	40,000	\$ 9.01	D	Â
Stock Option (Right to Buy)	Â (1)	11/17/2016	Common Stock	50,000	\$ 19	D	Â

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director   10% Owner   Officer   Other

Cheli Tom  
C/O QUINSTREET, INC.  
1051 EAST HILLSDALE BLVD., 8TH FLOOR  
FOSTER CITY, CA 94404

Â   Â   Â Executive Vice President   Â

## Signatures

/s/ Daniel E. Caul,  
Attorney-in-fact

02/10/2010

\*\*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).

The shares subject to the option vest and become exercisable at a rate of 25% of the shares underlying the option vest on the first (1) anniversary of the date 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.

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