

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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



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

OMB APPROVAL

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1. Name and Address of Reporting Person* <u>Simons James R.</u>			2. Issuer Name and Ticker or Trading Symbol <u>QUINSTREET, INC [QNST]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>950 TOWER LANE, 6TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>FOSTER CITY CA 94404</u>								
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	10/31/2018		M ⁽¹⁾		21,780 ⁽¹⁾	A	\$11.26	43,401 ⁽²⁾⁽³⁾	D	
Common Stock	10/31/2018		s ⁽¹⁾		21,780	D	\$15.1667 ⁽⁴⁾	21,621 ⁽²⁾⁽³⁾	D	
Common Stock	11/02/2018		M ⁽⁵⁾		25,000 ⁽⁵⁾	A	\$6.9	46,621 ⁽²⁾⁽³⁾	D	
Common Stock	11/02/2018		M ⁽⁵⁾		25,000 ⁽⁵⁾	A	\$9.24	71,621 ⁽²⁾⁽³⁾	D	
Common Stock	11/02/2018		M ⁽⁵⁾		25,000 ⁽⁵⁾	A	\$4.31	96,621 ⁽²⁾⁽³⁾	D	
Common Stock	11/02/2018		M ⁽⁵⁾		25,000 ⁽⁵⁾	A	\$5.8	121,621 ⁽²⁾⁽³⁾	D	
Common Stock	11/02/2018		s ⁽⁵⁾		100,000	D	\$17.0737 ⁽⁶⁾	21,621 ⁽²⁾⁽³⁾	D	
Common Stock	11/02/2018		s		872	D	\$17.0737 ⁽⁶⁾	0	I	SPVC Affiliates Fund ⁽⁷⁾
Common Stock	11/02/2018		s		18	D	\$17.0737 ⁽⁶⁾	0	I	SPVC V, LLC ⁽⁸⁾
Common Stock								34,841	I	By Trust ⁽⁹⁾

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

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. Transaction 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 (Month/Day/Year)		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: 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				
Nonstatutory Stock Option (right to buy)	\$11.26	10/31/2018		M ⁽¹⁾			21,780 ⁽¹⁾	(10)	11/02/2018	Common Stock	21,780 ⁽¹⁾	\$0	0	D	
Nonstatutory Stock Option (right to buy)	\$6.9	11/02/2018		M ⁽⁵⁾			25,000 ⁽⁵⁾	(10)	10/25/2019	Common Stock	25,000 ⁽⁵⁾	\$0	0	D	
Nonstatutory Stock Option (right to buy)	\$9.24	11/02/2018		M ⁽⁵⁾			25,000 ⁽⁵⁾	(10)	10/27/2020	Common Stock	25,000 ⁽⁵⁾	\$0	0	D	
Nonstatutory Stock Option (right to buy)	\$4.31	11/02/2018		M ⁽⁵⁾			25,000 ⁽⁵⁾	(10)	10/28/2021	Common Stock	25,000 ⁽⁵⁾	\$0	0	D	
Nonstatutory Stock Option (right to buy)	\$5.8	11/02/2018		M ⁽⁵⁾			25,000 ⁽⁵⁾	(10)	10/25/2022	Common Stock	25,000 ⁽⁵⁾	\$0	0	D	

Explanation of Responses:

- Represents an option that was exercised and the purchased shares were sold by the reporting person, for the sole benefit of SPVC V, LLC pursuant to the letter agreement with SPVC V, LLC, under a pre-arranged sales plan pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- Includes 7,733 shares of common stock that are issuable pursuant to a Restricted Stock Unit (RSU) award. The vesting commencement date of the RSU award is November 10, 2018 and it vests daily over one year. These shares are beneficially owned by the reporting person and are not subject to the letter agreement with SPVC V, LLC where the reporting person holds securities for the sole benefit of SPVC V, LLC.

3. Includes 13,888 shares of common stock that are issuable pursuant to a RSU award. The vesting commencement date of the RSU award is November 10, 2017 and it vests daily over one year. This RSU award is held by the reporting person for the sole benefit of SPVC V, LLC pursuant to a letter agreement with SPVC V, LLC.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.47, inclusive. The reporting person undertakes to provide to QuinStreet, Inc., any security holder of QuinStreet, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.
5. Represents an option that was exercised and the purchased shares were sold by the reporting person for the sole benefit of SPVC V, LLC pursuant to the letter agreement with SPVC V, LLC.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.77 to \$17.45, inclusive. The reporting person undertakes to provide to QuinStreet, Inc., any security holder of QuinStreet, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (6) to this Form 4.
7. Represents securities held directly by SPVC Affiliates Fund I, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to three individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person disclaims beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
8. Represents securities held directly by SPVC V, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to three individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person disclaims beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
9. Represents securities held directly by the James Rexroad Simons Trust, which the reporting person is the trustee. The reporting person disclaims beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
10. This option is fully vested and exercisable.

/s/Steven Schwen, attorney-in-
fact 11/02/2018

** 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.

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