

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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

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)
<u>Common Stock</u>	<u>62,500⁽¹⁾</u>	<u>D</u>	

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

Explanation of Responses:

- 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. 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.
- 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.
- 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.
- 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.

By: Margaretta Smith For:08/02/2013

[Peter Brooks](#)

** 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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

For Section 16 Compliance

Know all by these presents that the undersigned hereby constitutes and appoints each of Margaretta Smith, Gregory Wong, Kenneth Hahn, and Jolie Van Kampen as the undersigned's true and lawful attorneys-in-fact, each with the authority to act independently, to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of QuinStreet, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form, and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be ' executed as of this 19th day of July 2013.

Signature Peter Brooks
Print Name Peter Brooks