

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Solomon Glenn</u> _____ (Last) (First) (Middle) <u>C/O QUINSTREET, INC.</u> <u>1051 EAST HILLSDALE BLVD., 8TH FLOOR</u> _____ (Street) <u>FOSTER CITY CA 94404</u> _____ (City) (State) (Zip)			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)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2010</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					

**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			
<u>Common Stock</u>	<u>02/17/2010</u>		<u>C</u>		<u>1,590,911<sup>(1)</sup></u>	<u>A</u>	<u>(2)</u>	<u>2,666,975</u>	<u>I</u>	<u>See FN<sup>(3)</sup></u>

**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
<u>Series B Convertible Preferred Stock</u>	<u>(2)</u>	<u>02/17/2010</u>		<u>C</u>		<u>1,590,911</u>		<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>1,590,911</u>	<u>\$0.00</u>	<u>0</u>	<u>I</u>	<u>See FN<sup>(5)</sup></u>

**Explanation of Responses:**

- Automatic conversion, in connection with the Issuer's initial public offering, of Series B Preferred Stock at a rate of 1-for-1, resulting in the issuance of 1,590,911 shares of common stock. The shares were issued as follows: 186,571 to Granite Global Ventures II L.P. ("GGV II L.P."), 1,367,105 to Granite Global Ventures III L.P. ("GGV III L.P."), 3,905 to GGV II Entrepreneurs Fund L.P. ("GGV II Entrepreneurs") and 33,330 to GGV III Entrepreneurs Fund L.P. ("GGV III Entrepreneurs" and collectively with GGV II L.P., GGV III L.P. and GGV II Entrepreneurs, the "Funds").
- The Series B Convertible Preferred Stock converted into the Issuer's common stock at a rate of 1-for-1.
- The shares are held as follows: 1,114,187 by GGV II L.P., 1,493,068 by GGV III L.P., 23,319 by GGV II Entrepreneurs and 36,401 by GGV III Entrepreneurs. The Reporting Person is a Managing Director of Granite Global Ventures III L.L.C., the general partner of GGV III L.P. and GGV III Entrepreneurs. The Reporting Person is also a Managing Director of Granite Global Ventures II L.L.C., the general partner of GGV II L.P. and GGV II Entrepreneurs. The Reporting Person has shared voting and investment authority over the shares held by the Funds. The Reporting Person disclaims beneficial ownership of the shares held by the Funds except to the extent of his proportionate pecuniary interest therein.
- The securities are preferred stock of the Issuer and do not have an expiration date. The securities automatically converted into common stock upon the closing of the Issuer's initial public offering.
- The shares were held as follows: 186,571 by GGV II L.P., 1,367,105 by GGV III L.P., 3,905 by GGV II Entrepreneurs and 33,330 by GGV III Entrepreneurs. The Series B Convertible Preferred Stock converted into the Issuer's common stock at a rate of 1-for-1.

**Remarks:**

/s/ Daniel E. Caul, Attorney-in-fact 02/17/2010

\*\* 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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