

Valenti Douglas  
Form 4  
June 15, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Valenti Douglas

(Last) (First) (Middle)

950 TOWER LANE, 6TH FLOOR

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
QUINSTREET, INC [QNST]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/13/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 06/13/2018                              |                                                             | M                                    | 12,501 A                                                                | \$ 3.63 292,564                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       | 06/13/2018                              |                                                             | S                                    | 12,501<br>(1) D                                                         | \$ 13.7309 280,063<br>(2)                                                                                          | D                                                                       |                                                                   |
| Common<br>Stock                       | 06/13/2018                              |                                                             | M                                    | 13,750 A                                                                | \$ 9.55 293,813                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       | 06/13/2018                              |                                                             | S                                    | 13,750<br>(1) D                                                         | \$ 13.731 280,063<br>(3)                                                                                           | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 1,432,224                                                                                                          | I                                                                       | by<br>Partnership                                                 |

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|                 |           |   |                       |
|-----------------|-----------|---|-----------------------|
| Common<br>Stock | 6,903     | I | by Son <sup>(4)</sup> |
| Common<br>Stock | 3,923,601 | I | by Trust              |

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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 3.63                                                            | 06/13/2018                              |                                                             | M                                    |                                                                                                              | 12,501                                                         |     | <u>(5)</u>                                                     | 07/28/2023         | Common<br>Stock | 12,501                              |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 9.55                                                            | 06/13/2018                              |                                                             | M                                    |                                                                                                              | 13,750                                                         |     | <u>(6)</u>                                                     | 07/24/2020         | Common<br>Stock | 13,750                              |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |                         |       |
|-----------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                       | Director      | 10% Owner | Officer                 | Other |
| Valenti Douglas<br>950 TOWER LANE, 6TH FLOOR<br>FOSTER CITY, CA 94404 | X             |           | Chief Executive Officer |       |

## Signatures

By: Gregory Wong For: Douglas Valenti 06/15/2018

\_\_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).

(1) These shares were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2017 (the "Options Plan"). The Options Plan was implemented to meet long-term estate planning and diversification objectives of the reporting person, and extend over an approximately two year period. The shares sold represent less than 1% of the shares beneficially owned by the reporting person as of December 31, 2017.

(2) The shares were sold at prices between \$13.60 and \$13.98. The reporting person will provide upon request to the SEC, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each price.

(3) The shares were sold at prices between \$13.60 and \$13.99. The reporting person will provide upon request to the SEC, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each price.

(4) Shares held by Mr. Valenti's children.

(5) The option vested and became exercisable at a rate of 25% of the option on the first anniversary of the vesting commencement date, July 29, 2016, and the remainder of the option vest in equal monthly installments over 36 months thereafter. The initial vest date was July 29, 2017 and the final vest date is July 29, 2020.

(6) The option vested and became exercisable at a rate of 25% of the option on the first anniversary of the vesting commencement date, July 25, 2013, and the remainder of the option vested in equal monthly installments over 36 months thereafter. The initial vest date was July 25, 2014 and the final vest date was July 25, 2017.

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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