

SANDS GREGORY P
Form 4
April 30, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDS GREGORY P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
950 TOWER LANE, 6TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2018

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

FOSTER CITY, CA 94404

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

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

(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	04/26/2018		M		139,643 (1)	A	\$ 3.52 (1)	217,314	D	
Common Stock								6,785	I	by Managed Account (2)
Common Stock								14,912	I	by Son (3)
Common Stock								224,761	I	by Trust (4)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 2.7	04/26/2018		M	18,979	<u>(5)</u> 11/13/2023	Common Stock	18,979	
Non-Qualified Stock Option (right to buy)	\$ 2.99	04/26/2018		M	15,889	<u>(5)</u> 02/11/2023	Common Stock	15,889	
Non-Qualified Stock Option (right to buy)	\$ 3.14	04/26/2018		M	18,028	<u>(5)</u> 08/23/2023	Common Stock	18,028	
Non-Qualified Stock Option (right to buy)	\$ 3.16	04/26/2018		M	14,552	<u>(5)</u> 05/12/2023	Common Stock	14,552	
Non-Qualified Stock Option (right to buy)	\$ 3.21	04/26/2018		M	14,139	<u>(5)</u> 02/12/2024	Common Stock	14,139	
Non-Qualified Stock Option (right to buy)	\$ 3.67	04/26/2018		M	1,486	<u>(5)</u> 06/01/2023	Common Stock	1,486	
Non-Qualified Stock Option (right to buy)	\$ 3.76	04/26/2018		M	11,872	<u>(5)</u> 05/11/2024	Common Stock	11,872	
Non-Qualified Stock Option (right to buy)	\$ 4.31	04/26/2018		M	25,000	<u>(5)</u> 10/28/2021	Common Stock	25,000	
Non-Qualified Stock Option (right to buy)	\$ 4.33	04/26/2018		M	9,826	<u>(5)</u> 11/10/2021	Common Stock	9,826	

