

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

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>SANDS GREGORY P</u> _____ (Last) (First) (Middle) <u>950 TOWER LANE, 6TH 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>04/26/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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⁾

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
Non-Qualified Stock Option (right to buy)	\$2.7	04/26/2018		M		18,979		(5)	11/13/2023	Common Stock	18,979	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$2.99	04/26/2018		M		15,889		(5)	02/11/2023	Common Stock	15,889	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$3.14	04/26/2018		M		18,028		(5)	08/23/2023	Common Stock	18,028	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$3.16	04/26/2018		M		14,552		(5)	05/12/2023	Common Stock	14,552	\$0.0	0	D	

**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				
Non-Qualified Stock Option (right to buy)	\$3.21	04/26/2018		M			14,139	(S)	02/12/2024	Common Stock	14,139	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$3.67	04/26/2018		M			1,486	(S)	06/01/2023	Common Stock	1,486	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$3.76	04/26/2018		M			11,872	(S)	05/11/2024	Common Stock	11,872	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$4.31	04/26/2018		M			25,000	(S)	10/28/2021	Common Stock	25,000	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$4.33	04/26/2018		M			9,826	(S)	11/10/2021	Common Stock	9,826	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$4.55	04/26/2018		M			9,872	(S)	09/16/2021	Common Stock	9,872	\$0.0	0	D	

Explanation of Responses:

- Mr. Sands exercised 139,643 options to purchase common stock at exercise prices between \$2.70 to \$4.55.
- Shares held by a charitable remainder unitrust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.
- Shares held by children of the reporting person. The reporting person disclaims beneficial ownership in these shares.
- Shares held by trust of which reporting person is a trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.
- The shares of common stock subject to this option are fully vested and exercisable.

By: Gregory Wong For: 04/30/2018
Gregory Sands

** 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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