FORM 4

to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
rvasiliigion,	D.C.	20040

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject

OMB APPROVAL								
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Instruction 1(b).			Filed pursuant to Section 16(a) of the Securities Exchange Act	nours per response.			
` ,			or Section 30(h) of the Investment Company Act of 194				
Name and Address of Reporting Person*     Wong <u>Gregory</u>			2. Issuer Name <b>and</b> Ticker or Trading Symbol QUINSTREET, INC [ QNST ]	(Check all applical Director	10% Owner		
(Last) 950 TOWER LA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2024	X Officer (g below)	other (specify below)  CFO		
(Street) FOSTER CITY	CA	94404	4. If Amendment, Date of Original Filed (Month/Day/Yea	Line) X Form file	nt/Group Filing (Check Applicable by One Reporting Person by More than One Reporting		
(City)	(State)	(Zip)	Pule 10h5 1(c) Transaction Indicat	ion			

## Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature Transaction Code (Instr. Form: Direct (D) or Indirect of Indirect Beneficial Date **Execution Date,** Disposed Of (D) (Instr. 3, 4 and Securities (Month/Day/Year) if any Beneficially 5) (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership Reported Transaction(s) (A) or (D) ν Price Code Amount (Instr. 3 and 4) $F^{(1)}$ Common Stock 02/10/2024 1,051 D \$15.36 308,065 D Common Stock 02/10/2024 F<sup>(1)</sup> 715 D \$15.36 307.350 D

F<sup>(1)</sup>

F(1)

F<sup>(1)</sup>

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)			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				

## Explanation of Responses:

Common Stock

Common Stock

Common Stock

1. Exempt transaction pursuant to Section 16b-3 for payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished to the Issuer by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did not sell or otherwise dispose of any of the Shares in this Form 4 for any reason other than to cover required taxes.

**Gregory Wong** 

02/13/2024

\*\* Signature of Reporting Person

\$15.36

\$15.36

\$15.36

305,687

304,636

303,611

D

D

D

D

D

D

1.663

1,051

1,025

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).

02/10/2024

02/10/2024

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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.