

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Simons James R.</u>  (Last) (First) (Middle) 950 TOWER LANE, 6TH FLOOR  (Street) FOSTER CITY CA 94404  (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>12/15/2017</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	12/15/2017		S <sup>(1)</sup>		1,462	D	\$8.6999 <sup>(2)</sup>	76,209 <sup>(3)(4)</sup>	D	
Common Stock	12/15/2017		S <sup>(1)</sup>		1,604	D	\$8.6999 <sup>(2)</sup>	69,240	I	SPVC Affiliates Fund <sup>(5)</sup>
Common Stock	12/15/2017		S <sup>(1)</sup>		74,434	D	\$8.6999 <sup>(2)</sup>	3,173,144	I	SPVC V, LLC <sup>(6)</sup>
Common Stock	12/18/2017		S <sup>(1)</sup>		1,216	D	\$8.5941 <sup>(7)</sup>	74,993 <sup>(3)(4)</sup>	D	
Common Stock	12/18/2017		S <sup>(1)</sup>		1,334	D	\$8.5941 <sup>(7)</sup>	67,906	I	SPVC Affiliates Fund <sup>(5)</sup>
Common Stock	12/18/2017		S <sup>(1)</sup>		61,950	D	\$8.5941 <sup>(7)</sup>	3,111,194	I	SPVC V, LLC <sup>(6)</sup>
Common Stock	12/19/2017		S <sup>(1)</sup>		1,655	D	\$8.6063 <sup>(8)</sup>	73,338 <sup>(3)(4)</sup>	D	
Common Stock	12/19/2017		S <sup>(1)</sup>		1,815	D	\$8.6063 <sup>(8)</sup>	66,091	I	SPVC Affiliates Fund <sup>(5)</sup>
Common Stock	12/19/2017		S <sup>(1)</sup>		84,246	D	\$8.6063 <sup>(8)</sup>	3,026,948	I	SPVC V, LLC <sup>(6)</sup>
Common Stock								34,841	I	By Trust <sup>(9)</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)	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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. These shares were sold under a pre-arranged sales instruction pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

