SEC Form 4

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FORM 4

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

OMB APPROVAL

	NOVAL							
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)	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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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*			2. Issuer Name and Ticker or Trading Symbol <u>QUINSTREET, INC</u> [QNST]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
<u>Valenti Douglas</u>				X	Director	10% Owner					
(Last) 950 TOWER LA	(First) (Middle) ER LANE, 6TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 11/10/2020	X	Officer (give title below) Chief Executive	Other (specify below) Officer					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	g (Check Applicable					
FOSTER CITY	CA	94404		X	Form filed by One Rep	orting Person					
(City)	(State)	(Zip)			Form filed by More that Person	n One Reporting					
	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. Transa Code (8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	11/10/2020		F ⁽¹⁾		2,727	D	\$17.06	402,725	D	
Common Stock	11/10/2020		F ⁽¹⁾		3,099	D	\$17.06	399,626	D	
Common Stock	11/10/2020		F ⁽¹⁾		3,099	D	\$17.06	396,527	D	
Common Stock	11/10/2020		F ⁽¹⁾		3,099	D	\$17.06	393,428	D	
Common Stock	11/10/2020		F ⁽¹⁾		3,099	D	\$17.06	390,329	D	
Common Stock	11/11/2020		S		23,896 ⁽²⁾	D	\$17.04 ⁽³⁾	3,253,105	Ι	by Trust
Common Stock	11/12/2020		S		16,052 ⁽²⁾	D	\$17.05(4)	3,237,053	Ι	by Trust
Common Stock								6,903	Ι	by Son ⁽⁵⁾

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

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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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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:

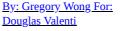
1. Exempt transaction pursuant to Section 16b-3 for payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished 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.

2. These shares were effected pursuant to a Rule 10b5-1 trading plan. The plan was implemented to meet long-term estate planning and diversification objectives of the reporting person, and extend over an approximately five month period. The shares sold represent less than 2% of the shares beneficially owned by the reporting person as of December 31, 2019.

3. The shares were sold at prices between \$16.89 and \$17.25. 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. The shares were sold at prices between \$16.91 and \$17.33. 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.

5. Shares held by Mr. Valenti's children.



** Signature of Reporting Person Date

11/12/2020

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.

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.