FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

| OMB APPF | ROVAL | | | | | |
|--------------------------|-----------|--|--|--|--|--|
| OMB Number: | 3235-0362 | | | | | |
| Estimated average burden | | | | | | |

| Form 3 Holdings Reported. | | | | OWILLION | | | | | | | | hou | hours per response: 1.0 | | | | |
|---|---|--|---|---|---|----------|---------------|--|---------------------|---|--|----------------------|---|---|---|--|-----------------------------------|
| Form 4 | Transactions | Reported. | Filed | d pursuant to S or Section 3 | | | | | | | | | | | | | |
| 1. Name and Address of Reporting Person* PAULDINE DAVID J | | 2. Issuer Name and Ticker or Trading Symbol QUINSTREET, INC [QNST] | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title Other (specify below) | | | | | | | | | |
| (Last) (First) (Middle) 950 TOWER LANE, 6TH FLOOR | | | | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 06/30/2020 | | | | | | | | | | | | | |
| (Street) FOSTER (City) | R CITY CA | | 4404 Zip) | 4. If Amend | ment, | , Date d | of Orig | jinal File | d (Month/ | Day/Ye | ear) | Line) | Form | i filed by C | one Re | porting Pe | |
| | | Table | I - Non-Deriva | ative Secu | ritie | s Acc | quire | d, Dis | posed | of, or | Benef | ficial | ly Own | ed | | | |
| Date | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code (Instr. | | | | | 5. Amour Securitie Beneficia Owned a | | es Owne ally Form | | ership : Direct | 7. Nature o ndirect Beneficial Ownership | | |
| | | | | | | | Amour | | (A) or (D) Price | | Issuer's Fisca Year (Instr. 3 4) | | Fiscal | l Indirect (I) | | (Instr. 4) | |
| Common Stock | | | 11/11/2019 | | G | | + | 7,733 | | D | \$0.0 | | 6,578 | | D | | |
| Common Stock | | 11/11/2019 | | G | | i | 7, | 733 | Α | \$0.0 | | 90,404 | | I | | oy Trust | |
| | | Tal | ble II - Derivat (e.g., pu | ive Securi uts, calls, v | | | | | | | | | Owne | d | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | Date (Month/Day/Year) if | 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) | | Expir | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | Am Sec Und Der Sec | 7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Numb derivativ Securitie Beneficia Owned Followin Reported Transact (Instr. 4) | re es ally g d | 10. Ownersh Form: Direct (D or Indire (I) (Instr. | Beneficial Ownershi ct (Instr. 4) |
| | | | | | (A) | (D) | Date Exerc | cisable | Expiratio Date | n Titl | Amou or Numb of Share | er | | | | | |

Explanation of Responses:

By: Gregory Wong For: David Pauldine

d <u>08/07/2020</u>

** 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.

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.