

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

**QuinStreet, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**77-0512121**  
(I.R.S. Employer  
Identification No.)

**950 Tower Lane, 6th Floor**  
**Foster City, CA 94404**  
**(650) 578-7700**  
(Address of Principal Executive Offices)

**2010 Equity Incentive Plan**  
**2010 Non-Employee Directors' Stock Award Plan**  
(Full Titles of the Plan(s))

**Douglas Valenti**  
**Chief Executive Officer and Chairman**  
**950 Tower Lane, 6th Floor**  
**Foster City, CA 94404**  
(Name and Address of Agent for Service)

**(650) 578-7700**  
(Telephone Number, Including Area Code, of Agent for Service)

*With a copy to:*

**Alan F. Denenberg, Esq.**  
**Davis Polk & Wardwell LLP**  
**1600 El Camino Real**  
**Menlo Park, CA 94025**  
**(650) 752-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer  (Do not check if a smaller reporting company)Smaller reporting company **CALCULATION OF REGISTRATION FEE**

| Title of Securities to be Registered                 | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee (3) |
|------------------------------------------------------|-----------------------------|-----------------------------------------------|-----------------------------------------------|--------------------------------|
| <b>2010 Equity Incentive Plan</b>                    |                             |                                               |                                               |                                |
| Common Stock, par value \$0.001 per share            | 2,201,295 shares            | \$4.62                                        | \$10,169,982.90                               | \$1,309.89                     |
| <b>2010 Non-Employee Directors' Stock Award Plan</b> |                             |                                               |                                               |                                |
| Common Stock, par value \$0.001 per share            | 454,608 shares              | \$4.62                                        | \$2,100,288.96                                | \$270.52                       |

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|              |                  |        |                 |            |
|--------------|------------------|--------|-----------------|------------|
| <b>Total</b> | 2,655,903 shares | \$4.62 | \$12,270,271.86 | \$1,580.41 |
|--------------|------------------|--------|-----------------|------------|

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- (1) This Registration Statement covers shares being added to the QuinStreet, Inc. 2010 Equity Incentive Plan and 2010 Non-Employee Directors' Stock Award Plan, in each case in accordance with the terms of the applicable plan. This Registration Statement shall also cover any additional shares of common stock which become issuable under the QuinStreet, Inc. 2010 Equity Incentive Plan and 2010 Non-Employee Directors' Stock Award Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Registrant's common stock.
  - (2) Calculated under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices per share of the Registrant's Common Stock on September 5, 2014 as reported by the NASDAQ Global Market.
  - (3) Rounded up to the nearest penny.
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**INCORPORATION BY REFERENCE OF CONTENTS OF  
REGISTRATION STATEMENT ON FORM S-8**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective. The Registrant previously registered shares of its common stock for issuance under the 2010 Equity Incentive Plan and the 2010 Non-Employee Directors' Stock Award Plan under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on March 17, 2010 (File No. 333-165534), and registered additional shares of its common stock for issuance under such plans under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on July 27, 2010 (File No. 333-168332), on August 12, 2011 (File No. 333-176272), on August 23, 2012 (File No. 333-183517) and on August 20, 2013 (File No. 333-190735). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

**Item 8. Exhibits**

The Index of Exhibits filed herewith and appearing immediately after the signature page to this registration statement is incorporated by reference in this Item 8.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Foster City, State of California, on the 12<sup>th</sup> day of September, 2014.

**QuinStreet, Inc.**

By: /s/ Douglas Valenti

Name: Douglas Valenti

Title: *Chief Executive Officer and Chairman*

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Douglas Valenti and Gregory Wong, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming that each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons and in the capacities and on the dates indicated.

| <u>Signature</u>                                | <u>Title</u>                                                                                                              | <u>Date</u>        |
|-------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|--------------------|
| <u>/s/ Douglas Valenti</u><br>Douglas Valenti   | Chief Executive Officer<br>(Principal Executive Officer) and<br>Chairman                                                  | September 12, 2014 |
| <u>/s/ Gregory Wong</u><br>Gregory Wong         | Chief Financial Officer and<br>Senior Vice President<br>(Principal Financial Officer and<br>Principal Accounting Officer) | September 12, 2014 |
| <u>/s/ William Bradley</u><br>William Bradley   | Director                                                                                                                  | September 12, 2014 |
| <u>/s/ Robin Josephs</u><br>Robin Josephs       | Director                                                                                                                  | September 12, 2014 |
| <u>/s/ John G. McDonald</u><br>John G. McDonald | Director                                                                                                                  | September 12, 2014 |
| <u>/s/ Gregory Sands</u><br>Gregory Sands       | Director                                                                                                                  | September 12, 2014 |
| <u>/s/ James Simons</u><br>James Simons         | Director                                                                                                                  | September 12, 2014 |
| <u>/s/ Dana Stalder</u><br>Dana Stalder         | Director                                                                                                                  | September 12, 2014 |

## Exhibit Index

| <u>Exhibit Number</u> | <u>Description</u>                                                                                                                                            |
|-----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5.1*                  | Opinion of Davis Polk & Wardwell LLP                                                                                                                          |
| 23.1*                 | Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm                                                                          |
| 23.2*                 | Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)                                                                                                |
| 24.1*                 | Power of Attorney (included in the signature pages hereof)                                                                                                    |
| 99.1(1)               | QuinStreet, Inc. 2010 Equity Incentive Plan                                                                                                                   |
| 99.2(2)               | Forms of Option Agreement and Option Grant Notice under 2010 Equity Incentive Plan (for nonexecutive officer employees)                                       |
| 99.3(3)               | Forms of Option Agreement and Option Grant Notice under 2010 Equity Incentive Plan (for executive officers)                                                   |
| 99.4(4)               | Forms of Senior Management Restricted Stock Unit (RSU) Grant Notice and Agreement under 2010 Equity Incentive Plan (for executive officers)                   |
| 99.5(5)               | Forms of Restricted Stock Unit (RSU) Grant Notice and Agreement under 2010 Equity Incentive Plan (for non-executive officer employees)                        |
| 99.6(6)               | QuinStreet, Inc. 2010 Non-Employee Directors' Stock Award Plan                                                                                                |
| 99.7(7)               | Forms of Option Agreement and Option Grant Notice for Initial Grants under the 2010 Non-Employee Directors' Stock Award Plan                                  |
| 99.8(8)               | Forms of Option Agreement and Option Grant Notice for Annual Grants under the 2010 Non-Employee Directors' Stock Award Plan                                   |
| 99.9(9)               | Form of Restricted Stock Unit (RSU) Agreement under the 2010 Non-Employee Directors' Stock Award Plan                                                         |
| 99.9(10)              | Forms of Senior Management Performance-Based Restricted Stock Unit (RSU) Grant Notice and Agreement under 2010 Equity Incentive Plan (for executive officers) |

\* Filed herewith

- (1) Incorporated by reference to Exhibit 99.9 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.
- (2) Incorporated by reference to Exhibit 99.10 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.
- (3) Incorporated by reference to Exhibit 99.11 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.
- (4) Incorporated by reference to Exhibit 10.8 to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2012 filed on August 23, 2012.
- (5) Incorporated by reference to Exhibit 10.9 to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2012 filed on August 23, 2012.
- (6) Incorporated by reference to Exhibit 99.12 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.
- (7) Incorporated by reference to Exhibit 99.13 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.

- (8) Incorporated by reference to Exhibit 99.14 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.
- (9) Incorporated by reference to Exhibit 10.10 to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2013 filed on August 20, 2013.
- (10) Incorporated by reference to Exhibit 10.27 to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2014 filed on September 12, 2014.



New York  
Menlo Park  
Washington DC  
São Paulo  
London

Paris  
Madrid  
Tokyo  
Beijing  
Hong Kong



Davis Polk & Wardwell LLP  
1600 El Camino Real  
Menlo Park, CA 94025

650 752 2000 tel  
650 752 2111 fax

September 12, 2014

QuinStreet, Inc.  
950 Tower Lane, 6th Floor  
Foster City, California 94404

Ladies and Gentlemen:

QuinStreet, Inc., a Delaware corporation (the “Company”), is filing with the Securities and Exchange Commission a Registration Statement on Form S-8 (the “Registration Statement”) for the purpose of registering under the Securities Act of 1933, as amended (the “Securities Act”), the offer and sale of an aggregate of 2,655,903 shares of the Company’s common stock, par value \$0.001 per share (the “Shares”), consisting of 2,201,295 shares issuable pursuant to the 2010 Equity Incentive Plan (the “EIP”) and 454,608 shares issuable pursuant to the 2010 Non-Employee Directors’ Stock Award Plan (together with the EIP, the “Plans”), as described in the Registration Statement.

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Based on the foregoing, we advise you that, in our opinion, when the Shares have been issued and delivered against payment therefor in accordance with the terms of the Plans, the Shares will be validly issued, fully paid and non-assessable.

We are members of the Bars of the States of New York and California and the foregoing opinion is limited to the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated September 12, 2014, relating to the consolidated financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in QuinStreet, Inc.'s Annual Report on Form 10-K for the year ended June 30, 2014.

/s/ PricewaterhouseCoopers LLP

San Jose, California  
September 12, 2014