

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 2, 2023 (October 27, 2023)**

**QUINSTREET, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware  
(State or other jurisdiction  
of incorporation)**

**001-34628  
(Commission  
File Number)**

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

**950 Tower Lane, 6th Floor  
Foster City, CA 94404  
(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (650) 578-7700**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.001 per share	QNST	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

QuinStreet, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders on October 27, 2023. Of the 54,729,587 shares of the Company’s common stock outstanding as of September 5, 2023 (the record date), 51,432,513 shares, or 94.0%, were present or represented by proxy at the meeting. Four proposals were considered at the meeting.

Proposal One. The stockholders elected the Company’s three Class II nominees to the Company’s Board of Directors for a three-year term expiring on the date of the 2026 annual meeting of stockholders or until their respective successors have been duly elected and qualified. The table below presents the results of the election:

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Asmau Ahmed	47,381,744	500,447	3,550,322
Matthew Glickman	46,907,260	974,931	3,550,322
Hillary Smith	45,571,611	2,310,580	3,550,322

Proposal Two. The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2024. The table below presents the voting results on this proposal:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
50,739,113	691,755	1,645

Proposal Three. The stockholders approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Company’s 2023 Proxy Statement. The table below presents the voting results on this proposal:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
46,909,693	968,083	4,415	3,550,322

Proposal Four. The stockholders determined, on a non-binding advisory basis, the every “1 Year” frequency of future stockholder advisory votes regarding compensation awarded to our named executive officers. The table below presents the voting results on this proposal (and the Company will hold advisory votes on executive compensation every 1 year):

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
46,068,957	642	1,792,203	20,389	3,550,322

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**QUINSTREET, INC.**

Dated: November 2, 2023

By:           /s/ Martin J. Collins            
Martin J. Collins  
Chief Legal & Privacy Officer

---