Instruction 1(b).

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C. 20549
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	STATEMENT OF CHANGES IN BENEFICIAL	<b>OWNERSHIP</b>
to Section 16. Form 4 or Form 5		
obligations may continue. See		

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Wong Gregory					2. Issuer Name and Ticker or Trading Symbol QUINSTREET, INC [ QNST ]									(Ched	ck all app	onship of Reportin Il applicable) Director Officer (give title		son(s) to Is 10% Ov Other (s	vner	
(Last) 950 TOV		(First	) (M 6TH FLOOR	viiddle)		3. Date of Earliest Transaction (Month/Da 08/10/2020									X	belov	<i>I</i> )	FO	below)	ъреспу 
(Street) FOSTER (City)		CA (State		4404 		4. If A	Amend	ment,	Date o	f Origina	al File	d (Month/Day	y/Year)	1	6. Individual or Joint/Group Filing (Check Applicatione)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(- 9)					n-Deriva	tive S	Secu	rities	Acq	uired.	Dis	posed of	or E	Benef	iciall	v Own	ed			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)			4 and Secur Benef Owne		unt of ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount	(A) (D)	or Pr	ice	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)		
Common Stock			08/10/2020				F <sup>(1)</sup>		2,162	D \$1		13.42	288,943			D				
Common	mon Stock 08/10			08/10/2	2020			F <sup>(1)</sup>		3,458	D	\$	13.42	28	5,485	D				
Common	mon Stock 08/10/				2020				F <sup>(1)</sup>		865	D	\$	13.42	12 284,620			D		
Common	Stock				08/10/2	2020	020			F <sup>(1)</sup>		865	D	\$	13.42	283,755			D	
Common	Common Stock			08/10/2020				F <sup>(1)</sup>		3,286	D	\$	\$13.42		280,469		D			
Common	Common Stock			08/10/2020					F <sup>(1)</sup>		865	D	\$	13.42	279,604			D		
	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  Security  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)			on Date, Transacti Code (Ins					6. Date Exercisabl Expiration Date (Month/Day/Year)		ite	e Amount of		De Se (In	Derivative Security Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction((Instr. 4)	y G	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
		v			(A)	(D)	Date Exercisable		Expiration Date	Title	Amou or Numb of Share	er								

## **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.

**Gregory Wong** 

08/12/2020

\*\* 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.