

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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

1. Name and Address of Reporting Person* <u>Wong Gregory</u> (Last) (First) (Middle) 950 TOWER LANE, 6TH FLOOR (Street) FOSTER CA 94404 CITY (State) (Zip) (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/28/2013	3. Issuer Name and Ticker or Trading Symbol <u>QUINSTREET, INC [QNST]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Principal Accounting Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	30,000 ⁽¹⁾	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Incentive Stock Option (right to buy)	(2)	08/06/2016	Common Stock	5,000	9.01	D
Incentive Stock Option (right to buy)	(3)	04/24/2015	Common Stock	20,000	10.28	D
Incentive Stock Option (right to buy)	(4)	08/03/2018	Common Stock	22,802	11.67	D
Non-Qualified Stock Option (right to buy)	(5)	01/27/2020	Common Stock	20,000	5.79	D
Non-Qualified Stock Option (right to buy)	(6)	07/26/2019	Common Stock	30,000	9.64	D
Non-Qualified Stock Option (right to buy)	(4)	08/03/2018	Common Stock	2,198	11.67	D

Explanation of Responses:

1. Represents shares of common stock that are issuable pursuant to two Restricted Stock Unit (RSU) awards. The first RSU award of 15,000 shares vests to 25% of the shares on August 10, 2013 and the remaining 75% of the shares vest in twelve equal quarterly installments thereafter. The second RSU award of 15,000 shares vest to 25% of the shares on February 10, 2014 and the remaining 75% of the shares vest in twelve equal quarterly installments thereafter.
2. The shares of common stock subject to the option vest and become exercisable at a rate of 25% of the shares underlying the option on the first anniversary of the vesting commencement date, August 7, 2009, and the remainder of the shares underlying the option vest in equal monthly installments over 36 months thereafter.
3. The shares of common stock subject to this option are fully vested and exercisable.
4. The ISO and NQ option grants sharing the grant date of August 4, 2011 are combined, and the shares of common stock subject to the options vest and become exercisable at a rate of 25% of the shares underlying the options on the first anniversary of the vesting commencement date, August 4, 2011 and the remainder of the shares underlying the options vest in equal monthly installments over 36 months thereafter.
5. The shares of common stock subject to the option vest and become exercisable at a rate of 25% of the shares underlying the option on the first anniversary of the vesting commencement date, January 28, 2013, and the remainder of the shares underlying the option vest in equal monthly installments over 36 months thereafter.
6. The shares of common stock subject to the option vest and become exercisable at a rate of 25% of the shares underlying the option on the first anniversary of the vesting commencement date, July 27, 2012, and the remainder of the shares underlying the option vest in equal monthly installments over 36 months thereafter.

By: Margaretta Smith For: 01/30/2013
Gregory Wong

** 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 5 (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.

POWER OF ATTORNEY

For Section 16 Compliance

Know all by these presents that the undersigned hereby constitutes and appoints each of Margaretta Smith, Kenneth Hahn, and Jolie Van Kampen as the undersigned's true and lawful attorneys-in-fact, each with the authority to act independently, to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of QuinStreet, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form, and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be ' executed as of this 28th day of January 2013.

Signature Gregory Wong
Print Name Gregory Wong