FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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

JANUS GREGORT I						QUINSTREET, INC [QNST]								(Check all applicable) X Director 10% Owner					
(Last) (First) (Middle) 950 TOWER LANE, 6TH FLOOR						3. Date of Earliest Transaction (Month/Day/Year) 04/26/2018								Officer (give title Other (specify below) below)					
(Street) FOSTER CITY CA 94404					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)																			
4 7:4151	O		ole I - No	on-Deri 2. Transa		_			quirec	l, Di	1			lly Owned				Natura of	
1. Title of Security (Instr. 3)				Date (Month/Day/		ar) E	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr. 8)				. 3, 4 and	5) Securitie Beneficia Owned F Reported	5. Amount of Securities Beneficially Owned Following Reported		Direct In Indirect B str. 4) O	Nature of direct eneficial wnership nstr. 4)	
									Code	v	Amount	(A) or (D)	Price	Transact (Instr. 3 a					
Common	Stock			04/26/2018		3			M		139,643	(1) A	\$3.52	(1) 217	,314		D		
Common Stock														6,7	785			y ¶anaged Account ⁽²⁾	
Common Stock														14,	912		I b	y Son ⁽³⁾	
Common	Common Stock													224	,761		I b	y Trust ⁽⁴⁾	
			Table II								osed of,			y Owned					
1. Title of Derivative Security (Instr. 3)	erivative Conversion Date Execution or Exercise (Month/Day/Year) if any		ned n Date,	4. Transa	ransaction of Ode (Instr.) See Ac (A) Dis		umber vative urities uired	mber 6. Date I Expiration (Month/I ities red sed (Instr.		isable and te	Die Securities) 7. Title and Amoun of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	Security Securiti		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amount or Number of Shares						
Non- Qualified Stock Option (right to buy)	\$2.7	04/26/2018			M			18,979	(5)		11/13/2023	Common Stock	18,979	\$0.0	0		D		
Non- Qualified Stock Option (right to buy)	\$2.99	04/26/2018			M			15,889	(5)		02/11/2023	Common Stock	15,889	\$0.0	0		D		
Non- Qualified Stock Option (right to buy)	\$3.14	04/26/2018			M			18,028	(5)		08/23/2023	Common Stock	18,028	\$0.0	0		D		
Non- Qualified Stock Option (right to buy)	\$3.16	04/26/2018			M			14,552	(5)		05/12/2023	Common Stock	14,552	\$0.0	0		D		
Non- Qualified Stock Option (right to buy)	\$3.21	04/26/2018			M			14,139	(5)		02/12/2024	Common Stock	14,139	\$0.0	0		D		
Non- Qualified Stock Option (right to buy)	\$3.67	04/26/2018			M			1,486	(5)		06/01/2023	Common Stock	1,486	\$0.0	0		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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr.)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$3.76	04/26/2018		М			11,872	(5)	05/11/2024	Common Stock	11,872	\$0.0	0	D	
Non- Qualified Stock Option (right to buy)	\$4.31	04/26/2018		М			25,000	(5)	10/28/2021	Common Stock	25,000	\$0.0	0	D	
Non- Qualified Stock Option (right to buy)	\$4.33	04/26/2018		М			9,826	(5)	11/10/2021	Common Stock	9,826	\$0.0	0	D	
Non- Qualified Stock Option (right to buy)	\$4.55	04/26/2018		М			9,872	(5)	09/16/2021	Common Stock	9,872	\$0.0	0	D	

Explanation of Responses:

- $1.\ Mr.\ Sands\ exercised\ 139{,}643\ options\ to\ purchase\ common\ stock\ at\ exercise\ prices\ between\ \$2.70\ to\ \$4.55.$
- 2. Shares held by a charitable remainder unitrust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein
- 3. Shares held by children of the reporting person. The reporting person disclaims beneficial ownership in these shares.
- 4. Shares held by trust of which reporting person is a trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.
- 5. The shares of common stock subject to this option are fully vested and exercisable.

By: Gregory Wong For: Gregory Sands

04/30/2018

** 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.