FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPR	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

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1. Name and Address of Reporting Person*						2. Issuer Name <b>and</b> Ticker or Trading Symbol QUINSTREET, INC [ QNST ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
BRADLEY WILLIAM W				-	X Directo									or		10% Ov	vner		
(Last) (First) (Middle) 950 TOWER LANE, 6TH FLOOR						3. Date of Earliest Transaction (Month/Day/Year) 11/11/2014								Officer below)	(give title		Other (s below)	specify	
330 101	VERLAND	z, om recor			-														
(Street)	Street)					4. If Amendment, Date of Original Filed (Month/Day/Year)							Lin	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person					
FOSTER	R CITY C	A	94404												filed by Mo		n One Repo		
(City)	(S	tate)	(Zip)											F 6130	11				
		Tab	le I - Non	-Deriv	ative	Sec	uritie	s Ac	quired, D	ispose	ed o	f, or Be	neficial	ly Owned	t				
1. Title of Security (Instr. 3)  2. Transar Date (Month/D.					Execution Date,			Code (Ins	on Disp				Benefici Owned I	es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
									Code	Amo	ount	(A) or (D)		Reporte Transac (Instr. 3	ction(s)			(Instr. 4)	
	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 Da if any (Month/Day/Y	Date,	Code (Ins		5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr.: and 5)	tive ties ed sed	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 derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e Cos Fally Dog (I	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisable	Expirati Date	ion	Title	Amount or Number of Shares						
Non- Qualified Stock Option (right to	\$4.33	11/11/2014			A		9,970		(1)	11/10/20	021	Common Stock	9,970	(2)	9,970		D		

## **Explanation of Responses:**

- 1. The shares of common stock subject to this option are fully vested and exercisable.
- 2. Mr. Bradley elected to receive options in lieu of cash compensation as consideration for his service as a member of QuinStreet, Inc.'s (the "Company") board of directors and as chairman of the Company's Nominating and Corporate Governance Committee for the quarter ended September 30, 2014. The number of options granted was determined by dividing the cash compensation otherwise payable with respect to the quarter by the Black-Scholes value of a single option calculated as of the date of grant. The election is available to independent directors, is made annually and applies to the entire fiscal year.

By: Martin J. Collins For: William Bradley

11/13/2014

\*\* Signature of Reporting Person

Date

 $Reminder: Report \ on \ a \ separate \ line \ for \ each \ class \ of \ securities \ beneficially \ owned \ directly \ or \ indirectly.$ 

- $^{\star}$  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.