

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>SUTTER HILL ENTREPRENEURS FUND AI LP</u> (Last) (First) (Middle) 755 PAGE MILL ROAD, SUITE A-200 (Street) PALO ALTO CA 94304-1005 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/10/2010	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	643	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				
Series A Preferred Stock	(1)	(1)	Common	31,620	(1)	D
Series B Preferred Stock	(2)	(2)	Common	9,111	(2)	D

1. Name and Address of Reporting Person*
SUTTER HILL ENTREPRENEURS FUND AI LP
 (Last) (First) (Middle)
 755 PAGE MILL ROAD, SUITE A-200
 (Street)
 PALO ALTO CA 94304-1005
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
WHITE JAMES N
 (Last) (First) (Middle)
 755 PAGE MILL ROAD, SUITE A-200
 (Street)
 PALO ALTO CA 94304-1005
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
YOUNGER WILLIAM H JR
 (Last) (First) (Middle)
 755 PAGE MILL ROAD, SUITE A-200
 (Street)

PALO ALTO CA 94304-1005

(City) (State) (Zip)

Explanation of Responses:

1. The issuer's Series A Preferred Stock converts automatically into common stock without consideration on a two-for-one basis immediately upon the completion of the issuer's initial public offering.
2. The issuer's Series B Preferred Stock converts automatically into common stock without consideration on a one-for-one basis immediately upon the completion of the issuer's initial public offering.

Remarks:

qnstats1.TXT, qnstdes1.TXT, qnstdla1.TXT, qnstglb1.TXT, qnstgps1.TXT, qnstjcg1.TXT, qnstjnw1.TXT, qnstjwb1.TXT, qnstmls1.TXT, qnsttc1.TXT, qnstwhy1.TXT, qnstshai1.TXT. Multiple Forms submitted.

Robert Yin, by power of attorney 02/10/2010

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** 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.