

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

QuinStreet, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

77-0512121
(I.R.S. Employer
Identification No.)

950 Tower Lane, Suite 600
Foster City, CA 94404
(650) 578-7700
(Address of Principal Executive Offices)

2010 Equity Incentive Plan
2010 Non-Employee Directors' Stock Award Plan
(Full Titles of the Plan(s))

Douglas Valenti
Chief Executive Officer and Chairman
950 Tower Lane, Suite 600
Foster City, CA 94404
(Name and Address of Agent for Service)

(650) 578-7700
(Telephone Number, Including Area Code, of Agent for Service)

With a copy to:

Alan F. Denenberg, Esq.
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA 94025
(650) 752-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (3)
2010 Equity Incentive Plan Common Stock, par value \$0.001 per share	2,161,101 shares	\$8.37	\$18,088,415.37	\$2,072.94
2010 Non-Employee Directors' Stock Award Plan Common Stock, par value \$0.001 per share	350,000 shares	\$8.37	\$ 2,929,500.00	\$ 335.73
Total	2,511,101 shares	\$8.37	\$21,017,915.37	\$2,408.67

- (1) This Registration Statement covers shares being added to the QuinStreet, Inc. 2010 Equity Incentive Plan and 2010 Non-Employee Directors' Stock Award Plan, in each case in accordance with the terms of the applicable plan. This Registration Statement shall also cover any additional shares of common stock which become issuable under the QuinStreet, Inc. 2010 Equity Incentive Plan and 2010 Non-Employee Directors' Stock Award Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Registrant's common stock.
- (2) Calculated under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices per share of the Registrant's Common Stock on August 22, 2012 as reported by the NASDAQ Global Market.
- (3) Rounded up to the nearest penny.

**INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENT ON FORM S-8**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective. The Registrant previously registered shares of its common stock for issuance under the 2010 Equity Incentive Plan and the 2010 Non-Employee Directors' Stock Award Plan under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on March 17, 2010 (File No. 333-165534), and registered additional shares of its common stock for issuance under such plans under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on July 27, 2010 (File No. 333-168332) and on August 8, 2011 (File No. 333-176272). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

PART II

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
5.1*	Opinion of Davis Polk & Wardwell LLP
23.1*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm
23.2*	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included in the signature pages hereof)
99.1(1)	QuinStreet, Inc. 2010 Equity Incentive Plan
99.2(2)	Forms of Option Agreement and Option Grant Notice under 2010 Equity Incentive Plan (for nonexecutive officer employees)
99.3(3)	Forms of Option Agreement and Option Grant Notice under 2010 Equity Incentive Plan (for executive officers)
99.4(4)	Forms of Senior Management Restricted Stock Unit (RSU) Grant Notice and Agreement under 2010 Equity Incentive Plan (for executive officers)
99.5(5)	Forms of Restricted Stock Unit (RSU) Grant Notice and Agreement under 2010 Equity Incentive Plan (for non-executive officer employees)
99.6(6)	QuinStreet, Inc. 2010 Non-Employee Directors' Stock Award Plan
99.7(7)	Forms of Option Agreement and Option Grant Notice for Initial Grants under the 2010 Non-Employee Directors' Stock Award Plan
99.8(8)	Forms of Option Agreement and Option Grant Notice for Annual Grants under the 2010 Non-Employee Directors' Stock Award Plan

* Filed herewith

- (1) Incorporated by reference to Exhibit 99.9 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.
- (2) Incorporated by reference to Exhibit 99.10 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.
- (3) Incorporated by reference to Exhibit 99.11 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.
- (4) Incorporated by reference to Exhibit 10.8 to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2012 filed on August 23, 2012.
- (5) Incorporated by reference to Exhibit 10.9 to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2012 filed on August 23, 2012.
- (6) Incorporated by reference to Exhibit 99.12 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.
- (7) Incorporated by reference to Exhibit 99.13 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.
- (8) Incorporated by reference to Exhibit 99.14 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Foster City, State of California, on the 22nd day of August, 2012.

QuinStreet, Inc.

By: /s/ Douglas Valenti
Name: Douglas Valenti
Title: *Chief Executive Officer and Chairman*

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Douglas Valenti and Kenneth Hahn, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming that each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas Valenti</u> Douglas Valenti	Chief Executive Officer (Principal Executive Officer) and Chairman	August 22, 2012
<u>/s/ Kenneth Hahn</u> Kenneth Hahn	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 22, 2012
<u>/s/ William Bradley</u> William Bradley	Director	August 22, 2012
<u>/s/ John G. McDonald</u> John G. McDonald	Director	August 22, 2012
<u>/s/ Gregory Sands</u> Gregory Sands	Director	August 22, 2012
<u>/s/ James Simons</u> James Simons	Director	August 22, 2012
<u>/s/ Glenn Solomon</u> Glenn Solomon	Director	August 22, 2012
<u>/s/ Dana Stalder</u> Dana Stalder	Director	August 22, 2012
<u>/s/ Bronwyn Syiek</u> Bronwyn Syiek	Director	August 22, 2012

Exhibit Index

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New York
Menlo Park
Washington DC
London
Paris

Madrid
Tokyo
Beijing
Hong Kong



Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA 94025

650 752 2000 tel
650 752 3600 fax

August 23, 2012

QuinStreet, Inc.
950 Tower Lane, Suite 600
Foster City, California 94404

Ladies and Gentlemen:

QuinStreet, Inc., a Delaware corporation (the "Company"), is filing with the Securities and Exchange Commission a Registration Statement on Form S-8 (the "Registration Statement") for the purpose of registering under the Securities Act of 1933, as amended (the "Securities Act"), the offer and sale of an aggregate of 2,511,101 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), consisting of 2,161,101 shares issuable pursuant to the 2010 Equity Incentive Plan (the "EIP") and 350,000 shares issuable pursuant to the 2010 Non-Employee Directors' Stock Award Plan (together with the EIP, the "Plans"), as described in the Registration Statement.

We, as your counsel, have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents and corporate records and such matters of fact and law that we have deemed necessary for the purpose of rendering the opinion expressed herein. Based on the foregoing, we are of the opinion that the Shares, when duly issued and delivered in accordance with the terms and conditions of the Plans, will be validly issued, fully paid and non-assessable.

We are members of the Bars of the States of New York and California and the foregoing opinion is limited to the federal laws of the United States and the General Corporation Law of the State of Delaware and the reported judicial decisions thereunder.

We hereby consent to the filing of this opinion as an Exhibit to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated August 23, 2012, relating to the consolidated financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in QuinStreet's Annual Report on Form 10-K for the year ended June 30, 2012.

/s/ PricewaterhouseCoopers

San Jose, California

August 23, 2012