SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
SMITH HILLARY B	QUINSTREET, INC [QNST]	

1. Name and Address of Reporting Person*

SMITH HILLARY B

(Last) (First) (Middle)

950 TOWER LANE, 12TH FLOOR

(Street)

FOSTER CITY   CA   94404

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

QUINSTREET, INC [QNST]

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X   Director   10% Owner
    Officer (give title   Other (specify
    below)   below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X   Form filed by One Reporting Person
    Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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. 8)		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)	$15.01	02/13/2024		A		2,080		(1)	02/13/2031	Common Stock	2,080	$0.0[2]	2,080	D	

Explanation of Responses:

1. The shares of common stock subject to this option are fully vested and exercisable.

2. Ms. Smith elected to receive options in lieu of cash compensation as consideration for her service as a member of QuinStreet, Inc.'s (the "Company") board of directors and a member of the Company's Compensation Committee for the quarter ended December 31, 2023. 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: Gregory Wong For: Hillary Smith   02/15/2024
** Signature of Reporting Person   Date