FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

vasnington,	D.C. 20549	

UIVID APP	ROVAL
OMB Number:	3235-0287
Estimated average b	ourden

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

hours per response: 0.5

Name and Address of Reporting Person*     Wong Gregory				2. Issuer Name and Ticker or Trading Symbol QUINSTREET, INC [ QNST ]								Check	ationship of Reporti k all applicable) Director		10% Ow		wner		
(Last) 950 TOV	(Fi VER LANE	rst) (I E, 6TH FLOOR	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 11/10/2020							X	Officer (give title below)		Other (sp below)			
	R CITY CA		94404 \		4. If Amendment, Date of Original Filed (Month/Day/Year)								. Indiv ine) X	Form Form	dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(51		Zip)	n Doriva	tivo S		ritios Aco	uirod	Die	nosod of	or Bo	nofic	ially	Own	od				
1. Title of Security (Instr. 3) 2. Transa Date			2. Transac	tion 2A. Deemed Execution Date,		quired, Disposed of,  3. Transaction Code (Instr. 8)  4. Securities Disposed O 5)			s Acquire	d (A) o	A) or 5. Amo 5. Amo 5. Securi Benefi Owned		ount of ties cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount	(A) or (D)	Price			ed ction(s) 3 and 4)			(Instr. 4)	
Common Stock 11/1			11/10/2	2020			F <sup>(1)</sup>		1,091	D	\$17	.06	25	1,927		D			
Common Stock 11/10/2			2020		F <sup>(1)</sup>		1,240	D	\$17	250		50,687		D					
Common Stock 11/10/2				2020			F <sup>(1)</sup>		1,240	D	\$17	7.06 24		49,447		D			
Common Stock 11/10/2				:020			F <sup>(1)</sup>		1,240	D	\$17	.06 24		48,207		D			
Common Stock 11/10/2				2020			F <sup>(1)</sup>		1,240	D	\$17	'.06 24		46,967		D			
		Tai					ies Acqu varrants,							Owne	d				
1. Title of Derivative Security (Instr. 3)	e of 2. 3. Transaction 3A. Deemed 4. Execution Date Execution Date, if any Code		4. Transac Code (I	ction	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Exercion Da	isable and			8. P Deri Sec	8. Price of Derivative Security Instr. 5) Securities Beneficial Owned Following Reported Transactic (Instr. 4)		ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			

## **Explanation of Responses:**

1. Exempt transaction pursuant to Section 16b-3 for payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished to the Issuer by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did not sell or otherwise dispose of any of the shares in this Form 4 for any reason other than to cover required taxes.

(D)

(A)

Date

Exercisable

**Gregory Wong** 

Title

Date

11/12/2020

\*\* Signature of Reporting Person Date

or Number

Shares

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).

Code

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.