

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 VENTURES</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	54,547	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 2,682,168	(1)	D	
Series B Preferred Stock	(2)	(2)	Common 772,828	(2)	D	

1. Name and Address of Reporting Person\*  
SUTTER HILL VENTURES  
 (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, qnstshv1.TXT, qnstdes1.TXT, qnstdla1.TXT, qnstglb1.TXT, qnstgps1.TXT, qnstjcg1.TXT, qnstjnw1.TXT, qnstjwb1.TXT, qnstmls1.TXT, qnsttc1.TXT, qnstwhy1.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.**