As filed with the Securities and Exchange Commission on November 20, 2026

Registration No. 333-_____

UNITED STATES
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	**77-0512121**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

950 Tower Lane, 12th Floor
Foster City, CA 94404
(650) 578-7700
(Address of Principal Executive Offices, Including Zip Code)

QuinStreet, Inc. 2021 Employee Stock Purchase Plan
(Full title of the plan)

Douglas Valenti
Chairman of the Board and Chief Executive Officer
950 Tower Lane, 12th Floor
Foster City, CA 94404
(650) 578-7700
(Name, address and telephone number, including area code, of agent for service)

With a copy to:

Alan F. Denenberg, Esq.
Davis Polk & Wardwell LLP
900 Middlefield Road
Redwood City, CA 94063
(650) 752-2000

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this "Registration Statement") is filed pursuant to General Instruction E of Form S-8 to register an additional 2,164,999 shares of common stock, par value $0.001 per share ("Shares"), of QuinStreet, Inc. (the "Company" or the "Registrant"), which may become issuable to eligible recipients under the QuinStreet, Inc. 2021 Employee Stock Purchase Plan, as amended by that certain Amendment No. 1, dated as of July 29, 2026 and approved by the Company's stockholders on October 29, 2026 (the "Plan"). In accordance with instructional note to Part I of Form S-8 as promulgated by the Securities and Exchange Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

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

The contents of the Registration Statement on Form S-8 (File No. 333-260769), filed with the Securities and Exchange Commission, relating to the Plan, are incorporated herein by reference.

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of QuinStreet, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1, as amended (File No. 333-163228), filed with the Securities and Exchange Commission on December 22, 2009)
4.2	By-Laws of QuinStreet, Inc. (incorporated by reference to Exhibit 3.4 to the Company's Registration Statement on Form S-1, as amended (File No. 333-163228), filed with the Securities and Exchange Commission on December 22, 2009)
4.3	Form of QuinStreet, Inc.'s Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1, as amended (File No. 333-163228), filed with the Securities and Exchange Commission on January 14, 2010)
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*	Powers of Attorney (included in signature pages hereof)
99.1	QuinStreet, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.1 of the Company's Form S-8 (File No. 333-260769), filed with the Securities and Exchange Commission on November 4, 2021)
99.2	QuinStreet, Inc. 2021 Employee Stock Purchase Plan Amendment No. 1 (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the Securities and Exchange Commission on November 3, 2026)
107.1*	Filing Fee Table

* Filed herewith

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 20th day of November 2026.

QuinStreet, Inc.

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Douglas Valenti and Gregory Wong, and each of them, the true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective 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, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, 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 in the capacities and on the dates indicated.

Signature	**Title**	**Date**
/s/ Douglas Valenti Douglas Valenti	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	November 20, 2026
/s/ Gregory Wong Gregory Wong	Chief Financial Officer (Principal Financial and Accounting Officer)	November 20, 2026
/s/ Matthew Glickman Matthew Glickman	Director	November 20, 2026
/s/ Stuart Huizinga Stuart Huizinga	Director	November 20, 2026
/s/ David Pauldine David Pauldine	Director	November 20, 2026
/s/ Andrew Sheehan Andrew Sheehan	Director	November 20, 2026
/s/ James Simons James Simons	Director	November 20, 2026
/s/ Hillary Smith Hillary Smith	Director	November 20, 2026

Davis Polk

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
davispolk.com

November 20, 2026

QuinStreet, Inc.
950 Tower Lane, 12th Floor
Foster City, CA 94404

EXHIBITS 5.1 AND 23.2

OPINION OF DAVIS POLK & WARDWELL LLP

Ladies and Gentlemen:

We have acted as counsel for QuinStreet, Inc., a Delaware corporation (the "**Company**"), in connection with the preparation and filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "**Securities Act**"), relating to 2,164,999 shares of the Company's common stock, par value $0.001 per share (the "**Shares**"), issuable pursuant to the QuinStreet, Inc. 2021 Employee Stock Purchase Plan, as amended by that certain Amendment No. 1, dated as of July 29, 2026 and approved by the Company's stockholders on October 29, 2026 (the "**Plan**"). As such counsel, we have made such legal and factual examination and inquiries as we have deemed necessary or appropriate for purposes of this opinion and have made such additional assumptions as are set forth below. This opinion is furnished pursuant to the requirements of Item 601(b)(5) of Regulation S-K.

We, as your counsel, have examined originals or copies of such documents and such matters of fact and law as we have deemed necessary for the purposes of rendering the opinion expressed herein.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Upon the basis of the foregoing, we are of the opinion that the Shares issuable pursuant to the Plan have been duly authorized and, when and to the extent issued pursuant to the Plan upon receipt by the Company of adequate consideration for the Shares specified therein, will be validly issued, fully paid and non-assessable.

This opinion is given as of the date hereof. We assume no obligation to update or supplement this opinion to reflect any facts or circumstances which may hereafter come to our attention or any changes in laws which may hereafter occur.

We are members of the Bar of the State of New York and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware. The opinion is strictly limited to the matters stated herein and no other or more extensive opinion is intended, implied or to be inferred beyond the matters expressly stated herein.

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

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of QuinStreet, Inc. of our report dated August 26, 2026 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in QuinStreet, Inc.'s Annual Report on Form 10-K for the year ended June 30, 2026.

/s/ PricewaterhouseCoopers LLP
San Jose, California
November 20, 2026

CALCULATION OF FILING FEE TABLES

S-8

QUINSTREET, INC.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value $0.001 per share	(1)	Other	2,164,999	$ 18.66	$ 40,398,881.34	0.0000870	$ 3,514.70
					Total Offering Amounts:	$ 40,398,881.34		$ 3,514.70
					Total Fee Offsets:			$ 0.00
					Net Fee Due:			$ 3,514.70

Offering Note(s)

(1) (a) This Registration Statement shall be deemed to cover shares of common stock, $0.001 par value per share ("Shares"), of QuinStreet, Inc. (the "Registrant") (i) which may become issuable to eligible recipients under the QuinStreet, Inc. 2021 Employee Stock Purchase Plan, as amended by that certain Amendment No. 1, dated as of July 29, 2026 and approved by the Company's stockholders on October 29, 2026 (the "Plan") and (ii) pursuant to Rule 416(a) under the Securities and Exchange Act of 1933, as amended (the "Securities Act"), any additional Shares that may become issuable under the Plan by reason of any stock dividend, stock split or other similar transaction.

(b) Calculated under Rule 457(c) and 457(h) of the Securities Act on the basis of the average of the high and low selling price per Shares on November 18, 2026 as reported by the Nasdaq Global Market.

(c) Amounts are rounded up to the nearest penny.

(d) The Registrant does not have any fee offsets.