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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 31, 2012

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _________ to _________

Commission File No. 001-34628

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, 6th Floor **Foster City, California** **(Address of principal executive offices)**	**94404** **(Zip Code)**

650-578-7700
Registrant's telephone number, including area code

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Number of shares of common stock outstanding as of January 31, 2013: 42,795,215

Table of Contents

QUINSTREET, INC.
INDEX

Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

QUINSTREET, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)
(Unaudited)

	December 31, 2012	June 30, 2012
Assets		
Current assets		
Cash and cash equivalents	$ 68,323	$ 68,531
Marketable securities	39,445	36,736
Accounts receivable, net	41,196	52,830
Deferred tax assets	7,662	7,665
Prepaid expenses and other assets	12,389	7,774
Total current assets	169,015	173,536
Property and equipment, net	8,012	8,755
Goodwill	150,432	243,049
Other intangible assets, net	61,726	72,444
Deferred tax assets, noncurrent	37,363	8,446
Other assets, noncurrent	824	930
Total assets	$ 427,372	$507,160
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$ 18,506	22,870
Accrued liabilities	24,864	29,462
Deferred revenue	1,955	2,553
Debt	14,624	15,429
Total current liabilities	59,949	70,314
Debt, noncurrent	85,037	92,167
Other liabilities, noncurrent	6,822	6,322
Total liabilities	151,808	168,803
Commitments and contingencies (See Note 8)		
Stockholders' equity		
Common stock: $0.001 par value; 100,000,000 shares authorized; 42,788,671 and 43,350,831 shares issued, and 42,788,671 and 43,222,031 shares outstanding at December 31, 2012 and June 30, 2012, respectively	43	43
Additional paid-in capital	220,345	220,552
Treasury stock, at cost (0 and 128,800 shares at December 31, 2012 and June 30, 2012)	—	(1,178)
Accumulated other comprehensive loss	(1,575)	(1,439)
Retained earnings	56,751	120,379
Total stockholders' equity	275,564	338,357
Total liabilities and stockholders' equity	$ 427,372	$507,160

See notes to condensed consolidated financial statements

QUINSTREET, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)
(Unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2012	2011	2012	2011
Net revenue	$ 71,751	$90,523	$150,377	$191,747
Cost of revenue (1)	61,712	68,396	126,902	144,144
Gross profit	10,039	22,127	23,475	47,603
Operating expenses: (1)				
Product development	4,504	5,102	9,397	11,176
Sales and marketing	3,496	3,686	7,187	7,720
General and administrative	4,019	4,847	7,945	10,064
Impairment of goodwill	92,350	—	92,350	—
Operating (loss) income	(94,330)	8,492	(93,404)	18,643
Interest income	28	36	56	74
Interest expense	(1,354)	(1,115)	(2,366)	(2,198)
Other income (expense), net	(4)	(93)	42	(124)
(Loss) income before income taxes	(95,660)	7,320	(95,672)	16,395
Benefit (provision) for taxes	32,169	(2,887)	32,044	(6,468)
Net (loss) income	$(63,491)	$ 4,433	$ (63,628)	$ 9,927
Net (loss) income per share:				
Basic	$ (1.48)	$ 0.09	$ (1.49)	$ 0.21
Diluted	$ (1.48)	$ 0.09	$ (1.49)	$ 0.20
Weighted average shares used in computing net (loss) income per share				
Basic	42,777	47,054	42,795	47,266
Diluted	42,777	47,937	42,795	48,442

(1) Cost of revenue and operating expenses include stock-based compensation expense as follows:

Cost of revenue	$ 963	$ 1,197	$ 1,886	$ 2,376
Product development	698	682	1,391	1,342
Sales and marketing	858	841	1,623	1,620
General and administrative	510	801	899	1,557

See notes to condensed consolidated financial statements

QUINSTREET, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
(In thousands)
(Unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2012	2011	2012	2011
Net (loss) income	$(63,491)	$4,433	$(63,628)	$9,927
Other comprehensive (loss) income				
Unrealized (loss) gain on investments	(12)	—	(8)	4
Foreign currency translation adjustment	(160)	3	93	28
Interest rate swap				
Change in unrealized gains	185	—	(213)	—
Less: reclassification adjustment for loss (gain) included in net income	138	—	(8)	—
Net change	323	—	(221)	—
Other comprehensive (loss) income	151	3	(136)	32
Comprehensive (loss) income	$(63,340)	$4,436	$(63,764)	$9,959

Table of Contents

QUINSTREET, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Six Months Ended December 31, 2012	Six Months Ended December 31, 2011
Cash Flows from Operating Activities		
Net (loss) income	$(63,628)	$ 9,927
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	18,458	14,625
Impairment of goodwill	92,350	—
Provision for sales returns and doubtful accounts receivable	(468)	(32)
Stock-based compensation	5,799	6,895
Excess tax benefits from stock-based compensation	(50)	(97)
Other non-cash adjustments, net	608	875
Changes in assets and liabilities, net of effects of acquisitions:		
Accounts receivable	12,191	412
Prepaid expenses and other assets	(4,615)	1,668
Other assets, noncurrent	107	(6)
Deferred taxes	(28,914)	—
Accounts payable	(4,295)	552
Accrued liabilities	(5,650)	(10,287)
Deferred revenue	(598)	(493)
Other liabilities, noncurrent	344	906
Net cash provided by operating activities	21,639	24,945
Cash Flows from Investing Activities		
Capital expenditures	(821)	(1,384)
Business acquisitions, net of notes payable and cash acquired	—	(31,203)
Other intangibles	(2,500)	—
Internal software development costs	(1,257)	(1,082)
Purchases of marketable securities	(28,431)	(22,686)
Proceeds from sales and maturities of marketable securities	25,093	18,035
Other investing activities	15	30
Net cash used in investing activities	(7,901)	(38,290)
Cash Flows from Financing Activities		
Proceeds from exercise of common stock options	269	2,187
Proceeds from bank debt	—	5,884
Principal payments on bank debt	(2,500)	(2,625)
Payment of bank loan upfront fees	—	(1,370)
Principal payments on acquisition-related notes payable	(5,472)	(1,771)
Excess tax benefits from stock-based compensation	50	97
Withholding taxes related to restricted stock net share settlement	(148)	(262)
Repurchases of common stock	(6,157)	(15,556)
Net cash used in financing activities	(13,958)	(13,416)
Effect of exchange rate changes on cash and cash equivalents	12	28
Net decrease in cash and cash equivalents	(208)	(26,733)
Cash and cash equivalents at beginning of period	68,531	132,290
Cash and cash equivalents at end of period	$ 68,323	$105,557
Supplemental Disclosure of Cash Flow Information		
Cash paid for interest	2,257	1,855
Cash paid for taxes	1,776	4,941
Supplemental Disclosure of Noncash Investing and Financing Activities		
Notes payable issued in connection with business acquisitions	—	3,167
Retirement of treasury stock	6,157	—
Short term payables	2,500	—

See notes to condensed consolidated financial statements

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. The Company

QuinStreet, Inc. (the "Company") is an online vertical marketing and media company. The Company was incorporated in California in April 1999 and reincorporated in Delaware in December 2009. The Company provides vertically oriented customer acquisition programs for its clients. The Company also provides hosted solutions for direct selling companies. The corporate headquarters are located in Foster City, California, with additional offices throughout the United States, Brazil and India.

2. Summary of Significant Accounting Policies

Basis of Presentation

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its subsidiaries. Intercompany balances and transactions have been eliminated in consolidation.

Unaudited Interim Financial Information

The accompanying condensed consolidated financial statements and the notes to the condensed consolidated financial statements as of December 31, 2012 and for the three and six months ended December 31, 2012 and 2011 are unaudited. These unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and applicable rules and regulations of the Securities and Exchange Commission ("SEC") regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2012, as filed with the SEC on August 23, 2012. The condensed consolidated balance sheet at June 30, 2012 included herein was derived from the audited financial statements as of that date, but does not include all disclosures, including notes, required by GAAP.

The unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and, in the opinion of management, include all adjustments (consisting only of normal recurring adjustments) necessary for the fair statement of the Company's condensed consolidated balance sheet at December 31, 2012, its condensed consolidated statements of operations for the three and six months ended December 31, 2012 and 2011, its condensed consolidated statements of comprehensive (loss) income for the three and six months ended December 31, 2012 and 2011, and its condensed consolidated statements of cash flows for the six months ended December 31, 2012 and 2011. The results of operations for the six months ended December 31, 2012 are not necessarily indicative of the results to be expected for the fiscal year ending June 30, 2013, or any other future period.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. On an ongoing basis, management evaluates these estimates, judgments and assumptions, including those related to revenue recognition, stock-based compensation, goodwill, intangible assets, long-lived assets, contingencies, and income taxes. The Company bases these estimates on historical and anticipated results and trends and on various other assumptions that the Company believes are reasonable under the circumstances, including assumptions as to future events. These estimates form the basis for making judgments about the carrying values of assets and liabilities and recorded revenue and expenses that are not readily apparent from other sources. Actual results could differ from those estimates, and such differences could affect the results of operations reported in future periods.

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Accounting Policies

The significant accounting policies are described in Note 2 to the condensed consolidated financial statements included in the Annual Report on Form 10-K for the fiscal year ended June 30, 2012. There have been no significant changes in the accounting policies subsequent to June 30, 2012.

Concentrations of Credit Risk

No client accounted for 10% or more of net revenue for the three or six months ended December 31, 2012 or for the same period in fiscal year 2012. No client accounted for 10% or more of net accounts receivable as of December 31, 2012 or June 30, 2012.

Fair Value of Financial Instruments

The Company's financial instruments consist principally of cash equivalents, marketable securities, accounts receivable, accounts payable, acquisition-related promissory notes, an interest rate swap, short term payables, and a term loan. The fair value of the Company's cash equivalents is determined based on quoted prices in active markets for identical assets for its money market funds; and quoted prices for similar instruments in active markets for its U.S municipal securities and certificates of deposits that mature within 90 days. The recorded values of the Company's accounts receivable and accounts payable approximate their current fair values due to the relatively short-term nature of these accounts. The fair values of acquisition-related promissory notes and short term payables approximate their recorded amounts as the interest rates on similar financing arrangements available to the Company at December 31, 2012 approximate the interest rates implied when these acquisition-related promissory notes and short term payables were originally issued and recorded. The fair value of the interest rate swap is based upon fair value quotes from the issuing bank and the Company assesses the quotes for reasonableness by comparing them to the present values of expected cash flows. The present value approach is based on observable market interest rate curves that are commensurate with the terms of the interest rate swaps. The carrying value represents the fair value of the swaps, as adjusted for any non-performance risk associated with the Company at December 31, 2012. The Company believes that the fair value of the term loan approximates its recorded amount at December 31, 2012 as the interest rate on the term loan is variable and is based on market interest rates and after consideration of default and credit risk.

Recent Accounting Pronouncements

In September 2011, the FASB issued an update to the accounting standard for goodwill and intangibles. The revised standard allows entities to use a qualitative approach to test goodwill for impairment. It permits an entity to first perform a qualitative assessment to determine whether it is more-likely-than-not that the fair value of a reporting unit is less than its carrying value. If it is concluded that this is the case, it is necessary to perform the currently prescribed two-step goodwill impairment test. The Company adopted this updated accounting standard during the second quarter of fiscal 2013 as a result of its market capitalization sustaining a significant decline subsequent to the quarterly period ended December 31, 2012 The Company determined that it was more-likely-than-not that the fair value of one of its reporting units was less than the carrying amount. As a result, the two-step impairment test related to goodwill was performed as of December 31, 2012. For additional information about the two-step impairment test related to goodwill, refer to Note 6 to the condensed consolidated financial statements.

Table of Contents

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

3. Net (Loss) Income Attributable to Common Stockholders and Net (Loss) Income per Share

Basic net (loss) income per share is computed by dividing net (loss) income by the weighted average number of shares of common stock outstanding during the period. Diluted net (loss) income per share is computed by using the weighted-average number of shares of common stock outstanding, including potential dilutive shares of common stock assuming the dilutive effect of outstanding stock options and restricted stock units using the treasury stock method.

The following table presents the calculation of basic and diluted net (loss) income per share:

	Three Months Ended December 31,		Six Months Ended December 31,	
	2012	2011	2012	2011
	(In thousands, except per share data)		(In thousands, except per share data)	
Numerator:				
Basic and Diluted:				
Net (loss) income	$ (63,491)	$ 4,433	$ (63,628)	$ 9,927
Denominator:				
Basic:				
Weighted average shares of common stock used in computing basic net (loss) income per share	42,777	47,054	42,795	47,266
Diluted:				
Weighted average shares of common stock used in computing basic net (loss) income per share	42,777	47,054	42,795	47,266
Weighted average effect of dilutive securities:				
Stock options	—	883	—	1,158
Restricted stock units	—	—	—	18
Weighted average shares of common stock used in computing diluted net (loss) income per share	42,777	47,937	42,795	48,442
Net (loss) income per share:				
Basic	$ (1.48)	$ 0.09	$ (1,49)	$ 0.21
Diluted (2)	$ (1.48)	$ 0.09	$ (1.49)	$ 0.20
Securities excluded from weighted average shares used in computing diluted net (loss) income per share because the effect would have been anti-dilutive: (1)	10,505	7,891	8,902	6,176

(1) These weighted shares relate to anti-dilutive stock options and restricted stock units as calculated using the treasury stock method and could be dilutive in the future.

(2) Diluted EPS does not reflect any potential common stock relating to stock options or restricted stock units due to operating loss. The assumed issuance of any additional shares would be antidiluted.

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

4. Fair Value Measurements and Marketable Securities

Fair value is defined as the price that would be received on sale of an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date. The FASB has established a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under the guidance for fair value measurement are described below:

Level 1 — Inputs are unadjusted quoted prices in active markets for identical assets or liabilities. Pricing inputs are based upon quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. The valuations are based on quoted prices of the underlying security that are readily and regularly available in an active market, and accordingly, a significant degree of judgment is not required. As of December 31, 2012, the Company used Level 1 assumptions for its money market funds.

Level 2 — Pricing inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities. As of December 31, 2012, the Company used Level 2 assumptions for its U.S. municipal securities, certificates of deposits, acquisition-related promissory notes, short term payables, term loan, and interest rate swap.

Level 3 — Pricing inputs are generally unobservable for the assets or liabilities and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require management's judgment or estimation of assumptions that market participants would use in pricing the assets or liabilities. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques. As of December 31, 2012, the Company did not have any Level 3 financial assets or liabilities.

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The Company's financial instruments as of December 31, 2012 and June 30, 2012 were categorized as follows in the fair value hierarchy (in thousands):

	Fair Value Measurements as of December 31, 2012 Using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total
Assets:			
U.S. municipal securities	$ —	$ 27,985	$ 27,985
Certificates of deposit	—	14,960	14,960
Money market funds	20,963	—	20,963
	$ 20,963	$ 42,945	$ 63,908
Liabilities:			
Acquisition-related promissory notes	$ —	$ 6,534	$ 6,534
Term loan	—	93,127	93,127
Interest rate swap	—	1,351	1,351
Short term payable	—	2,441	2,441
	$ —	$ 103,453	$ 103,453

	Fair Value Measurements as of June 30, 2012 Using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total
Assets:			
U.S. municipal securities	$ —	$ 30,861	$ 30,861
Certificates of deposit	—	11,470	11,470
Money market funds	21,458	—	21,458
	$ 21,458	$ 42,331	$ 63,789
Liabilities:			
Acquisition-related promissory notes	$ —	$ 12,215	$ 12,215
Term loan	—	95,381	95,381
Interest rate swap	—	1,138	1,138
	$ —	$ 108,734	$ 108,734

Marketable Securities

All liquid investments with maturities of three months or less at the date of purchase are classified as cash equivalents. Investments with maturities greater than three months at the date of purchase are classified as marketable securities. The Company's marketable securities have been classified and accounted for as available-for-sale. Management determines the appropriate classification of its investments at the time of purchase and reevaluates the available-for-sale designation as of each balance sheet date. Available-for-sale securities are carried at fair value, with unrealized gains and losses, net of tax, reported as a component of stockholders' equity.

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The following table summarizes unrealized gains and losses related to available-for-sale securities held by the Company as of December 31, 2012 and June 30, 2012 (in thousands):

	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. municipal securities	$ 27,988	$ —	3	$ 27,985
Certificates of deposit	14,965	—	5	14,960
Money market funds	20,963	—	—	20,963
	$ 63,916	$ —	$ 8	$ 63,908

	As of June 30, 2012			
	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. municipal securities	$ 30,851	$ 10	$ —	$ 30,861
Certificates of deposit	11,480	—	10	11,470
Money market funds	21,458	—	—	21,458
	$ 63,789	$ 10	$ 10	$ 63,789

The Company did not realize any gains or losses from sales of its securities in the periods presented. As of December 31, 2012 and June 30, 2012, the Company did not hold securities that had maturity dates greater than one year.

5. Acquisitions

Acquisitions in Fiscal Year 2013

The Company did not complete any acquisitions during the six months ended December 31, 2012.

Acquisitions in Fiscal Year 2012

In fiscal year 2012, the Company acquired certain assets of Ziff Davis Enterprise from Enterprise Media Group, Inc., a New York-based online media and marketing company in the business-to-business technology market, to broaden its registered user database and brand name in the business-to-business technology market. Additionally, the Company acquired 100% of the outstanding equity interests of NarrowCast Group, LLC, or ITBE, to broaden its registered user database and media access in the business-to-business technology market. The Company also acquired the operations of eleven online publishing businesses. The Company recorded $4.6 million in earn-out payments related to a prior period acquisition as an addition to goodwill.

The total purchase prices recorded were as follows (in thousands):

	Ziff Davis	ITBE	Other	Total
Cash	$17,270	$23,961	$14,620	$55,851
Fair value of debt (net of imputed interest)	—	—	9,696	$ 9,696
	$17,270	$23,961	$24,316	$65,547

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The acquisitions were accounted for as business combinations. The Company allocated the purchase price to tangible assets acquired, liabilities assumed and identifiable intangible assets acquired based on their estimated fair values. The excess of the purchase price over the aggregate fair value was recorded as goodwill. The goodwill is deductible for tax purposes. The following table summarizes the allocation of the purchase price and the estimated useful lives of the identifiable intangible assets acquired as of the date of the acquisitions (in thousands):

	Ziff Davis	ITBE	Other	Total	Estimated Useful Life
Tangible assets acquired	$ —	$ 3,597	$ —	$ 3,597	
Liabilities assumed	(255)	(1,868)	—	(2,123)	
Customer/publisher/advertiser relationships	4,120	3,230	435	7,785	3-5 years
Content	500	420	4,541	5,461	2-5 years
Website/trade/domain names	4,630	2,220	1,250	8,100	4-8 years
Registered user database	6,320	4,220	—	10,540	3 years
Acquired technology and other	—	—	560	560	4-5 years
Noncompete agreements	—	100	87	187	1-3.5 years
Goodwill	1,955	12,042	17,443	31,440	Indefinite
	$17,270	$23,961	$24,316	$65,547	

Pro Forma Financial Information

The unaudited pro forma financial information in the table below summarizes the combined results of operations for the Company and other companies that were acquired since the beginning of fiscal year 2012. The pro forma financial information includes the business combination accounting effects resulting from these acquisitions, including amortization charges from acquired intangible assets and the related tax effects as though the acquisitions were effected as of the beginning of fiscal year 2012. The unaudited pro forma financial information as presented below is for informational purposes only and is not indicative of the results of operations that would have been achieved if the acquisitions had taken place at the beginning of fiscal year 2012.

	Three Months Ended December 31, (In thousands)		Six Months Ended December 31, (In thousands)	
	2012	2011	2012	2011
Net revenue	$ 73,319	$92,041	$151,945	$197,399
Net income	(63,355)	2,642	(64,742)	7,320
Basic net income per share	$ (1.53)	$ 0.06	$ (1.51)	$ 0.15
Diluted net income per share	$ (1.53)	$ 0.06	$ (1.51)	$ 0.15

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

6. Intangible Assets, Net and Goodwill

Intangible assets, net balances, excluding goodwill, consisted of the following:

	December 31, 2012			June 30, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer/publisher/advertiser relationships	$ 37,049	$ (26,237)	$10,812	$ 37,045	$ (23,017)	$14,028
Content	62,095	(38,933)	23,162	62,076	(34,430)	27,646
Website/trade/domain names	31,622	(15,202)	16,420	31,615	(12,815)	18,800
Acquired technology and others	36,411	(25,079)	11,332	31,477	(19,507)	11,970
	$167,177	$(105,451)	$61,726	$162,213	$ (89,769)	$72,444

Amortization of intangible assets was $8.8 million and $15.7 million in the three and six months ended December 31, 2012, respectively, and $6.2 million and $11.9 million in the three and six months ended December 31, 2011, respectively.

The Company licensed certain patents for $4.9 million during the three months ended December 31, 2012, and these patents are recorded in other intangible assets, net on the condensed consolidated balance sheet. Based on the Company's analysis, using a relief from royalty method, the Company determined that a portion of the license fee for these patents represents the cumulative cost relating to prior years. As such, the Company recorded $2.4 million as a charge to cost of revenue during the three months ended December 31, 2012. The remaining amount will be amortized over the remaining life of the patents, and $0.1 million was amortized during the three months ended December 31, 2012.

Future amortization expense for the Company's intangible assets as of December 31, 2012 was as follows (in thousands):

Year Ending June 30,	Amortization
2013 (remaining six months)	$ 11,192
2014	19,539
2015	12,343
2016	8,779
2017	6,060
Thereafter	3,813
	$ 61,726

The change in the carrying amount of goodwill for the Company's Direct Marketing Services (DMS) and Direct Selling Services (DSS) segments, discussed in Note 11, for the six months ended December 31, 2012 was as follows (in thousands):

	DMS	DSS	Total
Balance at June 30, 2012	$241,818	$1,231	$243,049
Additions	—	—	—
Impairment	(92,350)	—	(92,350)
Other	(267)	—	(267)
Balance at December 31, 2012	$149,201	$1,231	$150,432

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

In the six months ended December 31, 2012, there were no additions to goodwill as the Company did not complete any acquisitions during such period. Any change in goodwill amounts resulting from foreign currency translation are presented as “Other” in the above table.

Goodwill is tested for impairment at the reporting unit level on an annual basis and whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. Application of the goodwill impairment test requires judgment, including the identification of reporting units, assigning assets and liabilities to reporting units, assigning goodwill to reporting units, and determining the fair value of each reporting unit. Significant judgments required to estimate the fair value of reporting units include estimating future cash flows and determining appropriate discount rates, growth rates, an appropriate control premium and other assumptions. Changes in these estimates and assumptions could materially affect the determination of fair value for each reporting unit which could trigger impairment.

The Company has determined that DMS and DSS constitute two separate reporting units. The Company performs its annual goodwill impairment review during its fourth fiscal quarter or when indicators of impairment arise. The Company’s public market capitalization sustained a decline after December 31, 2012, to a value below the net book carrying value of the Company’s equity. As a result, the Company determined that this triggered the necessity to conduct an interim goodwill impairment test. The Company first tested the long-lived assets related to the DMS reporting unit as of December 31, 2012 and, based on the undiscounted cash flows, determined that these assets were not impaired.

A two-step process was then required to test goodwill impairment. The first step is to determine if there is an indication of impairment by comparing the estimated fair value to its carrying value including goodwill. Goodwill is considered impaired if the carrying value exceeds the estimated fair value. Upon indication of impairment, a second step is performed to determine the amount of the impairment by comparing the implied fair value of the reporting unit’s goodwill with its carrying value.

To estimate the fair value for step one, the Company utilized a combination of income and market approaches evenly weighted to estimate the fair value of the reporting units. The income approach involves discounting future estimated cash flows. The discount rate used is the value-weighted average of the reporting unit’s estimated cost of equity and debt (“cost of capital”) derived using, both known and estimated, customary market metrics. The Company performed sensitivity tests with respect to growth rates and discount rates used in the income approach. In applying the market approach, valuation multiples are derived from historical and projected operating data of selected peer companies; evaluated and adjusted, if necessary, based on the Company’s strengths and weaknesses relative to the selected peer companies; and applied to the appropriate historical and/or projected operating data to arrive at a fair value.

The Company completed step one of the impairment analysis for each of its reporting units and concluded that as of December 31, 2012, the fair value of its DMS reporting unit was below its carrying value, including goodwill. As such, step two of the impairment test was initiated. The Company was unable to complete the step two analysis prior to filing its condensed consolidated financial statements for the three months ended December 31, 2012, in this quarterly report due to the time consuming nature of such analysis and the complexities of determining the implied fair value of goodwill for the DMS reporting unit, but based on the work performed as of the filing date, the Company recorded an estimated goodwill impairment charge of $92.4 million in the financial statements as of and for the three and six months ended December 31, 2012. Any material difference between this estimate and the final amount determined in the step two evaluation, either positive or negative, will be recorded in the third quarter of fiscal 2013.

7. Debt

Promissory Notes

During the six months ended December 31, 2011, the Company issued a total of $3.3 million in promissory notes for the acquisition of businesses, net of imputed interest amounts of $0.1 million. For these notes, interest was imputed such that the notes carry an interest rate commensurate with that available to the Company in the market for similar debt instruments. The Company recorded accretion of promissory notes of $0.1 million and $0.2 million for the three and six months ended December 31, 2011, respectively. Certain of the promissory notes are secured by the assets acquired in respect to which the notes were issued.

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Credit Facility

In November 2011, the Company entered into the Second Amended and Restated Revolving Credit and Term Loan Agreement ("Second Loan Agreement") with Comerica Bank (the "Bank"), the administrative agent and lead arranger. The Second Loan Agreement consists of a $100.0 million five-year term loan, with annual principal amortization of 5%, 10%, 15%, 20% and 50%, and a $200.0 million five-year revolving credit line. On February 15, 2013, the Company entered into the First Amendment to Credit Agreement and Amendment to Guaranty ("First Amendment") with the Bank to, among other things: (1) amend the definition of adjusted EBITDA, effective as of December 31, 2012, to exclude extraordinary or non-recurring non-cash expenses of losses including, without limitation, goodwill impairments, and any extraordinary or non-recurring cash expenses in an aggregate amount not to exceed $5.0 million for the life of the Second Loan Agreement; and (2) reduce the $200.0 million five-year revolving credit line portion of the facility to $100.0 million, effective as of February 15, 2013.

Borrowings under the Second Loan Agreement are collateralized by substantially all of the Company's assets. Interest is payable at specified margins above either the Eurodollar Margin or the Prime Rate. The interest rate varies dependent upon the ratio of funded debt to adjusted EBITDA and ranges from Eurodollar Margin + 1.625% to 2.375% or Prime + 1.00% for the revolving credit line and from Eurodollar Margin + 2.00% to 2.75% or Prime + 1.00% for the term loan. Adjusted EBITDA is defined as net (loss) income less provision for taxes, depreciation expense, amortization expense, stock-based compensation expense, interest and other income (expense), acquisition costs for business combinations, extraordinary or non-recurring non-cash expenses of losses including, without limitation, goodwill impairments, and any extraordinary or non-recurring cash expenses in an aggregate amount not to exceed $5.0 million for the life of this Second Loan Agreement. The revolving credit line requires an annual facility fee of 0.375% of the revolving credit line capacity.

To reduce the Company's exposure to rising interest rates under the term loan, in February 2012, the Company entered into an interest rate swap encompassing the principal balances scheduled to be outstanding as of January 1, 2014, and, thereafter, such principal amount totaling $85.0 million in January 2014 and amortizing to $35.0 million in November 2016. The interest rate swap effectively fixes the Eurodollar Margin at 0.97%.

The Second Loan Agreement expires in November 2016. The Second Loan Agreement restricts the Company's ability to raise additional debt financing and pay dividends, and also requires the Company to comply with other nonfinancial covenants. In addition, the Company is required to maintain financial ratios computed as follows:

1. A minimum fixed charge coverage ratio of 1.15:1, calculated as the ratio of: (i) trailing twelve months of adjusted EBITDA to (ii) the sum of capital expenditures, net cash interest expense, cash taxes, cash dividends and trailing twelve months payments of indebtedness. Payment of unsecured indebtedness is excluded to the degree that sufficient unused revolving credit line exists such that the relevant debt payment could be made from the credit facility.

2. A maximum funded debt to adjusted EBITDA ratio of 3:1, calculated as the ratio of: (i) the sum of all obligations owed to lending institutions, the face amount of any letters of credit, indebtedness owed in connection with acquisition-related notes and indebtedness owed in connection with capital lease obligations to (ii) trailing twelve months of adjusted EBITDA.

Pursuant to the terms of the First Amendment, the Company was in compliance with the covenants of the First Amendment as of December 31, 2012. The Company was in compliance with the covenants of the Second Loan Agreement as of June 30, 2012.

Upfront arrangement fees incurred in connection with the Second Loan Agreement totaled $1.5 million and will be deferred and amortized over the remaining term of the arrangement. Upfront arrangement fees incurred in connection with the First Amendment totaled $0.2 million and will be deferred and amortized over the remaining term of the arrangement. The outstanding amount under the term loan at December 31, 2012 and June 30, 2012 was $95.0 million and $97.5 million, respectively. There were no outstanding balances under the revolving credit line at December 31, 2012 or June 30, 2012.

Interest Rate Swap

As discussed above, the Company entered into an interest rate swap to reduce its exposure to the financial impact of changing interest rates under its term loan. The Company does not speculate using derivative instruments. The Company entered into this derivative instrument arrangement solely for the purpose of risk management. The effective date of the swap was April 9, 2012 with a maturity date of November 4, 2016. At December 31, 2012, the Company had approximately $85.0 million of notional amount outstanding under the swap agreement that exchanges a variable interest rate base (Eurodollar margin) for a fixed interest rate of

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

0.97% over the term of the agreement. This interest rate swap is designated as a cash flow hedge of the interest rate risk attributable to forecasted variable interest payments. The effective portion of the fair value gains or losses on this swap are included as a component of accumulated other comprehensive (loss) income on the condensed consolidated balance sheet. Any hedge ineffectiveness will be immediately recognized in earnings in the current period. At December 31, 2012, the fair value of the interest rate swap was $1.4 million and the effective portion of the interest rate swap was $1.4 million.

Debt Maturities

The maturities of the Company's debt as of December 31, 2012 were as follows (in thousands):

Year Ending June 30,	Promissory Notes	Credit Facility
2013 (remaining six months)	$ 2,993	$ 5,000
2014	3,364	12,500
2015	560	17,500
2016	50	20,000
2017	—	40,000
	6,967	95,000
Less: imputed interest and unamortized discounts	(433)	(1,873)
Less: current portion	(5,112)	(9,512)
Noncurrent portion of debt	$ 1,422	$83,615

Letters of Credit

The Company has a $0.4 million letter of credit agreement with a financial institution that is used as collateral for fidelity bonds placed with an insurance company and a $0.5 million letter of credit agreement with a financial institution that is used as collateral for the Company's corporate headquarters' operating lease. The letters of credit automatically renew annually without amendment unless cancelled by the financial institutions within 30 days of the annual expiration date.

8. Commitments and Contingencies

Leases

The Company leases office space and equipment under non-cancelable operating leases with various expiration dates through 2018. Rent expense for the three and six months ended December 31, 2012 was $0.8 million and $1.6 million, respectively, and for the three and six months ended December 31, 2011 was $0.8 million and $1.7 million, respectively. The Company recognizes rent expense on a straight-line basis over the lease period and accrues for rent expense incurred but not paid.

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Future annual minimum lease payments under noncancelable operating leases as of December 31, 2012 were as follows (in thousands):

Year Ending June 30,	Operating Leases
2013 (remaining six months)	$ 3,377
2014	3,186
2015	3,109
2016	2,748
2017	2,792
2018 and thereafter	936
	$16,148

Guarantor Arrangements

The Company has agreements whereby it indemnifies its officers and directors for certain events or occurrences while the officer or director is, or was, serving at the Company's request in such capacity. The term of the indemnification period is for the officer or director's lifetime. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company has a director and officer insurance policy that limits its exposure and enables the Company to recover a portion of any future amounts aw under certain circumstances and subject to deductibles and exclusions. As a result of its insurance policy coverage, the Company believes the estimated fair value of these indemnification agreements is not material. Accordingly, the Company had no liabilities recorded for these agreements as of December 31, 2012 and June 30, 2012.

In the ordinary course of its business, the Company from time to time enters into standard indemnification provisions in its agreements with its clients. Pursuant to these provisions, the Company may be obligated to indemnify its clients for certain losses suffered or incurred, including losses arising from violations of applicable law by the Company or by its third-party website publishers, losses arising from actions or omissions of the Company or its third party publishers, and for third-party claims that a Company product infringed upon any United States patent, copyright or other intellectual property rights. Where applicable, the Company generally limits its liabilities under such indemnities. With respect to its DSS products, the Company also generally reserves the right to resolve intellectual property infringements claims by providing a non-infringing alternative or by obtaining a license on reasonable terms, and failing that, by terminating its relationship with the client and thus terminating the infringing activity. Subject to these limitations, the term of such indemnity provisions is generally coterminous with the corresponding agreements but in some cases survives for a period of time after termination of the agreement.

The potential amount of future payments to defend lawsuits or settle indemnified claims under these indemnification provisions is generally limited and the Company believes the estimated fair value of these indemnity provisions is not material, and accordingly, the Company had no liabilities recorded for these agreements as of December 31, 2012 and June 30, 2012.

Litigation

In November 2012, the Company entered into a confidential Settlement and Release Agreement (SRA) with LendingTree, LLC (Lending Tree), under which the Company and its wholly owned subsidiaries and Lending Tree mutually released the claims against each other and the Company and its wholly owned subsidiaries licensed two of Lending Tree's patents. The Company and Lending Tree filed a Stipulation of Dismissal Without Prejudice with the United States District Court, Western Division of North Carolina, Charlotte Division on November 26, 2012. The court issued an Order of Dismissal Without Prejudice which was filed on January 3, 2013.

In December 2012, Internet Patents Corporation (IPC) filed a patent infringement lawsuit against the Company in the United States District Court for the Northern District of California, seeking a judgment that the Company has infringed a patent held by IPC.

Table of Contents

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

While the Company denies IPC's claims, there can be no assurance that the Company will prevail in this matter, and any adverse ruling may have a significant impact on its business and operating results. In addition, regardless of the outcome of the matter, the Company may incur significant legal fees defending the action until it is resolved. There is a reasonable possibility that a loss exceeding amounts already recognized may be incurred, however, an estimate of the loss or potential range of loss, if any, associated with the litigation cannot be made as of the filing date of this quarterly report.

9. Stock Benefit Plans

Stock Incentive Plans

The Company may grant incentive stock options (ISOs), nonstatutory stock options (NQSOs), restricted stock, restricted stock units, stock appreciation rights, performance-based stock awards and other forms of equity compensation, as well as performance cash awards under its 2010 Equity Incentive Plan (the 2010 Incentive Plan), or NQSOs and restricted stock units to non-employee directors under the 2010 Non-Employee Directors' Stock Award Plan (the Directors' Plan). To date, the Company has issued only ISOs, NQSOs and restricted stock units under the plans.

As of December 31, 2012, 7,066,233 shares were reserved and 4,271,047 shares were available for issuance under the 2010 Incentive Plan, and 1,170,000 shares were reserved and 763,873 shares were available for issuance under the Directors' Plan.

Stock-Based Compensation

The Company estimates the fair value of stock options at the date of grant using the Black-Scholes option-pricing model. Options are granted with an exercise price equal to the fair value of the common stock at the date of grant. The weighted average Black-Scholes model assumptions and the weighted average grant date fair value of employee stock options for the three and six months ended December 31, 2012 and 2011 were as follows:

	Three Months Ended December 31,		Six Months Ended December 31,	
	2012	2011	2012	2011
Expected term (in years)	4.6	4.6	4.6	4.6
Expected volatility	54%	56%	55%	55%
Expected dividend yield	0.0%	0.0%	0.0%	0.0%
Risk-free interest rate	0.8%	0.9%	0.7%	1.1%
Grant date fair value	$ 3.07	$ 5.20	$3.97	$5.32

The fair value of restricted stock units is determined based on the closing price of the Company's common stock on the grant date. Compensation expense is amortized net of estimated forfeitures on a straight-line basis over the requisite service period of the stock-based compensation awards.

10. Stockholders' Equity

Stock Repurchase Program

On November 3, 2011, the Board of Directors authorized a stock repurchase program allowing the Company to repurchase up to $50.0 million of outstanding shares of its common stock. The Company completed its repurchase program of $50.0 million during the first quarter of fiscal year 2013. The Company had repurchased an aggregate of 5,263,484 shares of its common stock at a weighted average price of $9.50 per share. Repurchases under this program took place in the open market and were made under a Rule 10b5-1 plan.

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Retirement of Treasury Stock

For the six months ended, December 31, 2012, the Company retired 638,365 shares of treasury stock. These retired shares are now included in the Company's pool of authorized but unissued shares. The retired treasury stock was recorded using the cost method and had a carrying value of approximately $6.2 million at December 31, 2012. The Company's accounting policy upon the retirement of treasury stock is to deduct its par value from common stock, reduce additional paid-in capital by the amount recorded in additional paid-in capital when the stock was originally issued and deduct any remaining excess of cost from retained earnings.

11. Segment Information

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is its chief executive officer. The Company's chief executive officer reviews financial information presented on a consolidated basis, accompanied by information about operating segments, including net sales and operating (loss) income before depreciation, amortization and stock-based compensation expense.

The Company determined its reportable operating segments to be Direct Marketing Services (DMS), which derives revenue from fees earned through the delivery of qualified leads, clicks and, to a lesser extent, impressions, and Direct Selling Services (DSS), which derives revenue from the sale of direct selling services through a hosted solution. The accounting policies of the two reportable operating segments are the same as those described in Note 2.

The Company evaluates the performance of its operating segments based on operating (loss) income before depreciation, amortization, stock-based compensation expense and impairment of goodwill.

The Company does not allocate most of its assets, nor its depreciation and amortization expense, stock-based compensation expense, interest income, interest expense or income tax expense by segment. Accordingly, the Company does not report such information.

QUINSTREET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Summarized information by segment was as follows (in thousands):

	Three Months Ended December 31, 2012		Six Months Ended December 31, 2012	
	2012	2011	2012	2011
Net revenue by segment:				
DMS	$ 71,514	$90,145	$149,848	$190,986
DSS	237	378	529	761
Total net revenue	71,751	90,523	150,377	191,747
Segment operating income before depreciation, amortization, and stock-based compensation expense:				
DMS	11,085	19,307	22,909	39,685
DSS	143	223	294	478
Total segment operating income before depreciation, amortization, and stock-based compensation expense	11,228	19,530	23,203	40,163
Depreciation and amortization	(10,179)	(7,517)	(18,458)	(14,625)
Stock-based compensation expense	(3,029)	(3,521)	(5,799)	(6,895)
Impairment of goodwill	(92,350)	—	(92,350)	—
Total operating (loss) income	$(94,330)	$ 8,492	$ (93,404)	$ 18,643

The following tables set forth net revenue and long-lived assets by geographic area (in thousands):

	Three Months Ended December 31, 2012		Six Months Ended December 31, 2012	
	2012	2011	2012	2011
Net revenue:				
United States	$71,180	$90,337	$149,089	$191,415
International	571	186	1,288	332
Total net revenue	$71,751	$90,523	$150,377	$191,747

	December 31, 2012	June 30, 2012
Property and equipment, net:		
United States	$ 7,773	$8,493
International	239	262
Total property and equipment, net:	$ 8,012	$8,755

12. Subsequent Event

On February 15, 2013, the Company entered into the First Amendment to Credit Agreement and Amendment to Guaranty (“First Amendment”) with Comerica Bank (the “Bank”), the administrative agent and lead arranger. The First Amendment revised the terms of the Second Amended and Restated Revolving Credit and Term Loan Agreement (“Second Loan Agreement”) between the Company and the Bank to, among other things: (1) amend the definition of adjusted EBITDA, effective as of December 31, 2012, to exclude extraordinary or non-recurring non-cash expenses of losses including, without limitation, goodwill impairments, and any extraordinary or non-recurring cash expenses in an aggregate amount not to exceed $5.0 million for the life of the Second Loan Agreement; and (2) reduce the $200.0 million five-year revolving credit line portion of the facility to $100.0 million, effective as of February 15, 2013.

Refer to Note 7 to the accompanying unaudited condensed consolidated financial statements for additional information.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Securities and Exchange Commission ("SEC").

This Quarterly Report on Form 10-Q contains "forward-looking statements" that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. The statements contained in this Quarterly Report on Form 10-Q that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are often identified by the use of words such as, but not limited to, "anticipate," "believe," "can," "continue," "could," "estimate," "expect," "intend," "may," "will," "plan," "project," "seek," "should," "target," "will," "would," and similar expressions or variations intended to identify forward-looking statements. These statements are based on the beliefs and assumptions of our management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified in "Part II — Item 1A. Risk Factors" below, and those discussed in the sections titled "Special Note Regarding Forward-Looking Statements" and "Risk Factors" included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2012, filed with the SEC. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

Management Overview

QuinStreet is a leader in vertical marketing and media online. We have built a strong set of capabilities to engage Internet visitors with targeted media and to connect our marketing clients with their potential customers online. We focus on serving clients in large, information-intensive industry verticals where relevant, targeted media and offerings help visitors make informed choices, find the products that match their needs, and thus become qualified customer prospects for our clients.

We deliver cost-effective marketing results to our clients most typically in the form of a qualified lead or inquiry, or in the form of a qualified click. Leads or clicks can then convert into a customer or sale for clients at a rate that results in an acceptable marketing cost to them. We are typically paid by clients when we deliver qualified leads or clicks as defined by our agreements with such clients. Because we bear the costs of media, our programs must deliver value to our clients and provide for a media yield, or our ability to generate an acceptable margin on our media costs, that provides a sound financial outcome for us. Our general process is:

- we own or access targeted media;
- we run advertisements or other forms of marketing messages and programs in that media to create visitor responses or clicks through to client offerings;
- we match these responses or clicks to client offerings that meet visitor interests or needs, converting visitors into qualified leads or clicks; and
- we optimize client matches and media yield such that we achieve desired results for clients and a sound financial outcome for us.

Our primary financial objective has been and remains creating revenue growth from sustainable sources, at target levels of profitability. Our primary financial objective is not to maximize profits, but rather to achieve target levels of profitability while investing in various growth initiatives, as we believe we are in the early stages of a large, long-term market.

Our Direct Marketing Services (DMS), business accounted for substantially all of our net revenue in both the three and six months ended December 31, 2012 and 2011. Our DMS business derives net revenue from fees earned through the delivery of qualified leads and clicks and, to a lesser extent, display advertisements, or impressions. Through a vertical focus, targeted media presence and our technology platform, we are able to deliver targeted, measurable marketing results to our clients.

Our two largest client verticals within our DMS business are education and financial services. Our education client vertical represented 46% and 45% of net revenue in the three and six months ended December 31, 2012, respectively, and 41% and 42% of net revenue in the three and six months ended December 31, 2011, respectively. Our financial services client vertical represented 37% and 38% of net revenue in the three and six months ended December 31, 2012, respectively, and 44% and 43% of net revenue in the three and six months ended December 31, 2011, respectively. Other DMS client verticals, consisting primarily of business-to-business technology, home services and medical, represented 17% and 17% of net revenue in the three and six months ended December 31, 2012, respectively, and 15% of net revenue in both the three and six months ended December 31, 2011.

In addition, we derived less than 1% of our net revenue in both the three and six months ended December 31, 2012, respectively, and for the same periods last fiscal year, from the provision of a hosted solution and related services for clients in the direct selling industry, also referred to as our Direct Selling Services (DSS) business.

We generated substantially all of our revenue from sales to clients in the United States.

No client accounted for 10% or more of our net revenue in the three and six months ended December 31, 2012, respectively, and for the same periods last fiscal year.

Trends Affecting our Business

Client Verticals

To date, we have generated the majority of our revenue from clients in our education and financial services client verticals. We expect that a majority of our revenue in fiscal year 2013 will continue to be generated from clients in these two client verticals.

Our education client vertical has been significantly affected by the adoption of regulations affecting for-profit educational institutions over the past several years. The regulations have affected and are expected to continue to affect our clients' businesses and marketing practices, including an overall decrease in our clients' external marketing expenditures and a related decrease in our revenue from this client vertical. The effect of these regulations or any future regulations may continue to result in fluctuations in the volume and mix of our business with these clients.

Our financial services client vertical has been negatively affected due to reduced availability of high quality media at acceptable margins caused by changes in search engine algorithms, acquisition of media sources by competitors and increased competition for quality media. These effects may continue to impact our business in the near future.

Acquisitions

Acquisitions in Fiscal Year 2013

We did not complete any acquisitions in the six months ended December 31, 2012.

Acquisitions in Fiscal Year 2012

In February 2012, we acquired certain assets of Ziff Davis Enterprise from Enterprise Media Group, Inc., a New York-based online media and marketing company in the business-to-business technology market, in exchange for $17.3 million in cash, to broaden our registered user database and brand name in the business-to-business technology market.

In August 2011, we acquired 100% of the outstanding equity interests of NarrowCast Group, LLC, or ITBE, an Internet media company in the business-to-business technology market, in exchange for $24.0 million in cash, to broaden our registered user database and media access in the business-to-business technology market.

During fiscal year 2012, in addition to certain assets of Ziff Davis Enterprise and all of the equity interests of ITBE, we acquired eleven other online publishing businesses.

Development and Acquisition of Targeted Media

One of the primary challenges of our business is finding or creating media that is high quality and targeted enough to attract prospects for our clients at costs that work for our business model. In order to grow our business, we must be able to find, develop or retain quality targeted media on a cost-effective basis. Our inability to find, develop or retain high quality targeted media on a cost-effective basis has, during some periods, limited and may continue to limit our ability to generate revenue.

Seasonality

Our results are subject to significant fluctuation as a result of seasonality. In particular, our quarters ending December 31 (our second fiscal quarter) are typically characterized by seasonal weakness. In our second fiscal quarters, there is lower availability of lead supply from some forms of media during the holiday period on a cost effective basis and some of our clients have lower budgets. In our quarters ending March 31 (our third fiscal quarter), this trend generally reverses with better lead availability and often new budgets at the beginning of the year for our clients with fiscal years ending December 31.

Basis of Presentation

General

Our business is composed of two operating segments: DMS and DSS. For further discussion and financial information about our operating segments, see Note 11 to our condensed consolidated financial statements.

Net Revenue

DMS. Our DMS business generates revenue from fees earned through the delivery of qualified leads, clicks and, to a lesser extent, display advertisements, or impressions. We deliver targeted and measurable results through a vertical focus that we classify into the following client verticals: education, financial services and “other” (which includes business-to-business technology, home services and medical).

DSS. Our DSS business generated less than 1% of net revenue in each of the three and six months ended December 31, 2012 and 2011. We expect DSS to continue to represent an immaterial portion of our business.

Cost of Revenue

Cost of revenue consists primarily of media costs, personnel costs, amortization of intangible assets, depreciation expense and amortization of internal software development costs relating to revenue-producing technologies. Media costs consist primarily of fees paid to website publishers that are directly related to a revenue-generating event and pay-per-click, or PPC, ad purchases from Internet search companies. We pay these Internet search companies and website publishers on a revenue-share, a cost-per-lead, or CPL, cost-per-click, or CPC, and cost-per-thousand-impressions, or CPM, basis. Personnel costs include salaries, stock-based compensation expense, bonuses and employee benefit costs. Personnel costs are primarily related to individuals associated with maintaining our servers and websites, our editorial staff, client management, creative team, compliance group and media purchasing analysts. Costs associated with software incurred in the development phase or obtained for internal use are capitalized, and amortized in cost of revenue over the software’s estimated useful life. We anticipate that our cost of revenue will trend with our overall revenue.

Operating Expenses

We classify our operating expenses into three categories: product development, sales and marketing, and general and administrative. Our operating expenses consist primarily of personnel costs and, to a lesser extent, professional services fees, rent and allocated costs. Personnel costs for each category of operating expenses generally include salaries, stock-based compensation expense, bonuses, commissions and employee benefit costs.

Product Development. Product development expenses consist primarily of personnel costs and professional services fees associated with the development and maintenance of our technology platforms, development and launching of our websites, product-based quality assurance and testing. In the current period of business challenges, we are constraining expenses generally to the extent practicable. However, we believe that continued investment in technology is critical to attaining our strategic objectives and, as a result, we expect product development expenses to increase in absolute dollars in the future, if and when we return to growth.

Sales and Marketing. Sales and marketing expenses consist primarily of personnel costs and, to a lesser extent, professional services fees, travel costs and advertising. In the current period of business challenges, we are constraining expenses generally to the extent practicable. However, we expect sales and marketing expenses to increase in absolute dollars as we hire additional personnel in sales and marketing to support our product offerings.

General and Administrative. General and administrative expenses consist primarily of personnel costs of our executive, finance, legal, corporate and business development, employee benefits and compliance, technical support and other administrative personnel, as well as accounting and legal professional services fees and insurance. We expect general and administrative expenses to increase in absolute dollars in future periods as we continue to invest in corporate infrastructure and expand our business internationally, including increased legal and accounting costs.

Interest and Other Income (Expense), Net

Interest and other income (expense), net, consists primarily of interest expense, other income and expense and interest income. Interest expense is related to our credit facility, interest rate swap and promissory notes issued in connection with our acquisitions, and includes imputed interest on non-interest bearing notes. Borrowings under our credit facility, and the aggregate principal amount of outstanding promissory notes, and related interest expense could increase if we make additional acquisitions through debt financing. Interest income represents interest earned on our cash, cash equivalents and marketable securities, which may increase or decrease depending on market interest rates and the amounts invested.

Other income (expense), net, includes foreign currency exchange transaction gains and losses and other non-operating items.

Income Tax Expense

We are subject to tax in the United States as well as other tax jurisdictions or countries in which we conduct business. Earnings from our limited non-U.S. activities are subject to local country income tax and may be subject to U.S. income tax.

Critical Accounting Policies, Estimates and Judgments

In presenting our consolidated financial statements in conformity with U.S. generally accepting accounting principles, or GAAP, we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures.

Some of the estimates and assumptions we are required to make relate to matters that are inherently uncertain as they pertain to future events. We base these estimates and assumptions on historical experience or on various other factors that we believe to be reasonable and appropriate under the circumstances. On an ongoing basis, we reconsider and evaluate our estimates and assumptions. Actual results may differ significantly from these estimates.

We believe that the critical accounting policies listed below involve our more significant judgments, assumptions and estimates and, therefore, could have the greatest potential impact on our consolidated financial statements.

- Revenue recognition;
- Valuation of goodwill and intangible assets;

- Stock-based compensation;
- Income taxes; and
- Valuation of long-lived assets.

There have been no material changes to our critical accounting policies, estimates and judgments disclosed in our Annual Report on Form 10-K subsequent to June 30, 2012. For further information on our critical and other significant accounting policies and estimates, see Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operation" of our Annual Report on Form 10-K for the year ended June 30, 2012, filed with the SEC.

Goodwill Impairment

We conduct a test for the impairment of goodwill on at least an annual basis. We have two reporting units, DMS and DSS. We performed an annual goodwill impairment test in our fourth quarter of each fiscal year, but will conduct the test at an earlier date if indicators of possible impairment arise that would cause a triggering event. The impairment test first compares the fair value of our reporting unit to its carrying amount, including goodwill, to assess whether impairment is present. Our public market capitalization sustained a decline after December 31, 2012, to a value below the net book carrying value of our equity. As a result, we determined that this triggered the necessity to conduct step one of a goodwill impairment test. We first tested our long-lived assets related to the DMS reporting unit as of December 31, 2012 and, based on the undiscounted cash flows, we determined that these assets were not impaired.

A two-step process was then required to test goodwill impairment. To estimate the fair value for step one, we utilized a combination of income and market approaches evenly weighted to estimate the fair value of the reporting units. The income approach involves discounting future estimated cash flows. The discount rate used is the value-weighted average of the reporting unit's estimated cost of equity and debt ("cost of capital") derived using, both known and estimated, customary market metrics. We performed sensitivity tests with respect to growth rates and discount rates used in the income approach. In applying the market approach, valuation multiples are derived from historical and projected operating data of selected peer companies; evaluated and adjusted, if necessary, based on our strengths and weaknesses relative to the selected peer companies; and applied to the appropriate historical and/or projected operating data to arrive at a fair value.

We completed step one of the impairment analysis for each of our reporting units and concluded that as of December 31, 2012, the fair value of our DMS reporting unit was below its carrying value, including goodwill. As such, step two of the impairment test was initiated. We were unable to complete the step two analysis prior to filing our condensed consolidated financial statements for the three months ended December 31, 2012 in this quarterly report due to the time consuming nature of such analysis and the complexities of determining the implied fair value of goodwill for the DMS reporting unit, but based on the work performed as of the filing date, we recorded an estimated goodwill impairment charge of $92.4 million in the financial statements as of and for the three and six months ended December 31, 2012. Any material difference between this estimate and the final amount determined in the step two evaluation, either positive or negative, will be recorded in the third quarter of fiscal 2013.

Recently Issued Accounting Standards

See Note 2 to our condensed consolidated financial statements.

Table of Contents

Results of Operations

The following table sets forth our consolidated statement of operations for the periods indicated:

	Three Months Ended December 31,				Six Months Ended December 31,			
	2012		2011		2012		2011	
	(In thousands)							
Net revenue	$ 71,751	100.0%	$90,523	100.0%	$150,377	100.0%	$191,747	100.0%
Cost of revenue (1)	61,712	86.0	68,396	75.6	126,902	84.4	144,144	75.2
Gross profit	10,039	14.0	22,127	24.4	23,475	15.6	47,603	24.8
Operating expenses: (1)								
Product development	4,504	6.3	5,102	5.6	9,397	6.2	11,176	5.8
Sales and marketing	3,496	4.9	3,686	4.1	7,187	4.8	7,720	4.0
General and administrative	4,019	5.6	4,847	5.4	7,945	5.3	10,064	5.2
Impairment of goodwill	92,350	128.7	—	0.0	92,350	61.4	—	0.0
Operating (loss) income	(94,330)	(131.5)	8,492	9.4	(93,404)	(62.1)	18,643	9.7
Interest income	28	0.0	36	0.0	56	0.0	74	0.0
Interest expense	(1,354)	(1.9)	(1,115)	(1.2)	(2,366)	(1.6)	(2,198)	(1.1)
Other (expense) income, net	(4)	(0.0)	(93)	(0.1)	42	0.0	(124)	(0.1)
(Loss) income before income taxes	(95,660)	(133.3)	7,320	8.1	(95,672)	(63.6)	16,395	8.6
Benefit (provision) for taxes	32,169	44.8	(2,887)	(3.2)	32,044	21.3	(6,468)	(3.4)
Net (loss) income	$(63,491)	(88.5)%	$ 4,433	4.9%	$ (63,628)	(42.3)%	$ 9,927	5.2%

(1) Cost of revenue and operating expenses include stock-based compensation expense as follows:

Cost of revenue	$ 963	1.3%	$ 1,197	1.3%	$ 1,886	1.3%	$ 2,376	1.2%
Product development	698	1.0	682	0.8	1,391	0.9	1,342	0.7
Sales and marketing	858	1.2	841	0.9	1,623	1.1	1,620	0.8
General and administrative	510	0.7	801	0.9	899	0.6	1,557	0.8

Net Revenue

	Three Months Ended December 31,		Six Months Ended December 31,		Three Months % Change	Six Months % Change
	2012	2011	2012	2011		
	(in thousands)					
Net revenue	$71,751	$90,523	$150,377	$191,747	(21%)	(22%)
Cost of revenue	61,712	68,396	126,902	144,144	(10%)	(12%)
Gross profit	$10,039	$22,127	$ 23,475	$ 47,603	(55%)	(51%)

Net revenue decreased $18.8 million, or 21%, for the three months ended December 31, 2012, compared to the three months ended December 31, 2011. Our education client vertical revenue decreased $3.9 million, or 11%, for the three months ended December 31, 2012, compared to the three months ended December 31, 2011, as a result of our education clients' lower budgets, largely due to uncertainty surrounding regulations affecting for-profit educational institutions and their operational adjustment to those regulatory changes. Our financial services client vertical revenue decreased $13.6 million, or 34%, for the three months ended December 31, 2012, compared to the three months ended December 31, 2011, due to reduced availability of quality media as a result of search engine algorithm changes, acquisitions by competitors and competition for high quality media. Our other client verticals revenue decreased $1.2 million, or 9%, for the three months ended December 31, 2012, compared to the three months ended December 31, 2011, primarily due to decreased client demand in our home services client vertical.

Net revenue decreased $41.4 million, or 22%, for the six months ended December 31, 2012, compared to the six months ended December 31, 2011. Our education client vertical revenue decreased $13.7 million, or 17%, for the six months ended December 31, 2012, compared to the six months ended December 31, 2011, as a result of our education clients' lower budgets, largely due to uncertainty surrounding regulations affecting for-profit educational institutions and their operational adjustment to those regulatory changes. Our financial services client vertical revenue decreased $25.2 million, or 31%, for the six months ended December 31, 2012, compared to the six months ended December 31, 2011, due to reduced availability of quality media as a result of search engine algorithm changes, acquisitions by competitors and competition for high quality media. Our other client verticals revenue decreased $2.5 million, or 9%, for the six months ended December 31, 2012, compared to the six months ended December 31, 2011, primarily due to decreased client demand in our home services client vertical and partially offset by increased revenue in our business-to-business technology client vertical as a result of our acquisitions of ITBE and certain assets of Ziff Davis Enterprise in fiscal year 2012.

Cost of Revenue

Cost of revenue decreased $6.7 million, or 10%, for the three months ended December 31, 2012, compared to the three months ended December 31, 2011, driven by decreased media costs of $7.3 million due to lower lead and click volumes and decreased personnel costs of $1.0 million, partially offset by increased amortization of intangible assets of $2.6 million. The decreased personnel costs were attributable to a reduction in average headcount. Gross margin, which is the difference between net revenue and cost of revenue as a percentage of net revenue, was 14% for the three months ended December 31, 2012 compared to 24% for the three months ended December 31, 2011. Gross margin declined by 10%, primarily driven by an increase as a percent of net revenue in amortization expense, media cost, personnel and other fixed costs on a lower revenue base.

Cost of revenue decreased $17.2 million, or 12%, for the six months ended December 31, 2012, compared to the six months ended December 31, 2011, driven by decreased media costs of $18.7 million due to lower lead and click volumes and decreased personnel costs of $1.5 million, partially offset by increased amortization of intangible assets of $3.7 million. The decreased personnel costs were attributable to a reduction in average headcount. Gross margin, which is the difference between net revenue and cost of revenue as a percentage of net revenue, was 16% for the six months ended December 31, 2012 compared to 25% for the six months ended December 31, 2011. Gross margin declined by 9%, primarily driven by an increase as a percent of net revenue in amortization expense, media cost, personnel and other fixed costs on a lower revenue base.

Operating Expenses

	Three Months Ended December 31,		Six Months Ended December 31,		Three Months % Change	Six Months % Change
	2012	2011	2012	2011		
	(in thousands)					
Product development	$ 4,504	$ 5,102	$ 9,397	$11,176	(12%)	(16%)
Sales and marketing	3,496	3,686	7,187	7,720	(5%)	(7%)
General and administrative	4,019	4,847	7,945	10,064	(17%)	(21%)
Impairment of goodwill	92,350	—	92,350	—	Indefinite	Indefinite
Operating expenses	$104,369	$13,635	$116,879	$28,960	665%	304%

Product Development Expenses

Product development expenses decreased $0.6 million, or 12%, for the three months ended December 31, 2012, compared to the three months ended December 31, 2011. This was primarily due to decreased personnel costs of $0.5 million resulting from a reduction in average headcount.

Product development expenses decreased $1.8 million, or 16%, for the six months ended December 31, 2012, compared to the six months ended December 31, 2011. This was primarily due to decreased personnel costs of $1.5 million resulting from a reduction in average headcount.

Sales and Marketing Expenses

Sales and marketing expenses decreased $0.2 million, or 5%, for the three months ended December 31, 2012, compared to the three months ended December 31, 2011. This was primarily due to decreased compensation expense of $0.1 million due to decreased performance bonus expenses associated with the lower achievement of specified financial metrics.

Sales and marketing expenses decreased $0.5 million, or 7%, for the six months ended December 31, 2012, compared to the six months ended December 31, 2011. This was primarily due to decreased compensation expense of $0.2 million and decreased advertising cost of $0.1 million. The decrease in compensation expense was due to decreased performance bonus expenses associated with the lower achievement of specified financial metrics.

General and Administrative Expenses

General and administrative expenses decreased $0.8 million, or 17%, for the three months ended December 31, 2012, compared to the three months ended December 31, 2011. This was primarily due to decreased legal costs of $0.3 million related to litigation expense and decreased stock-based compensation expense of $0.3 million related to the departure of one of our directors.

General and administrative expenses decreased $2.1 million, or 21%, for the six months ended December 31, 2012, compared to the six months ended December 31, 2011. This was primarily due to decreased legal costs of $0.9 million related to litigation expense, decreased stock-based compensation expense of $0.7 million related to the departure of one of our directors and reduction in average headcount, decreased direct acquisition costs of $0.3 million related to acquisitions and decreased personnel costs of $0.2 million resulting from a reduction in average headcount.

Impairment of Goodwill

We completed step one of the impairment analysis for each of our reporting units and concluded that as of December 31, 2012, the fair value of our DMS reporting unit was below its carrying value, including goodwill. As such, step two of the impairment test was initiated. We were unable to complete the step two analysis prior to filing our condensed consolidated financial statements for the three months ended December 31, 2012, in this quarterly report due to the time consuming nature of such analysis and the complexities of determining the implied fair value of goodwill for the DMS reporting unit, but based on the work performed as of the filing date, we recorded an estimated goodwill impairment charge of $92.4 million in the financial statements as of and for the three and six months ended December 31, 2012. Any material difference between this estimate and the final amount determined in the step two evaluation, either positive or negative, will be recorded in the third quarter of fiscal 2013.

Interest and Other Income (Expense), Net

	Three Months Ended December 31, 2012	Three Months Ended December 31, 2011	Six Months Ended December 31, 2012	Six Months Ended December 31, 2011	Three Months % Change	Six Months % Change
	(in thousands)					
Interest income	$ 28	$ 36	$ 56	$ 74	(22%)	(24%)
Interest expense	(1,354)	(1,115)	(2,366)	(2,198)	21%	8%
Other income (expense), net	(4)	(93)	42	(124)	(96%)	(134%)
Interest and other income (expense), net	$(1,330)	$(1,172)	$(2,268)	$(2,248)	13%	1%

Interest and other income (expense), net increased $0.2 million, or 13% for the three months ended December 31, 2012, compared to the three months ended December 31, 2011, primarily due to increased interest expense related to our interest rate swap in the three months ended December 31, 2012.

Interest and other income (expense), net remained approximately the same for the six months ended December 31, 2012, compared to the six months ended December 31, 2011.

Provision for Taxes

	Three Months Ended December 31,		Six Months Ended December 31,	
	2012	2011	2012	2011
	(in thousands)			
Benefit (provision) for taxes	$32,169	$(2,887)	$32,044	$(6,468)

We recognized a tax benefit of $32.2 million and $32.0 million for the three and six months ended December 31, 2012, respectively. Our GAAP effective tax rate was a benefit of 34% and 33% for the three and six months ended December 31, 2012, respectively. We recorded an estimated goodwill impairment charge of $92.4 million in the financial statements as of and for the three and six months ended December 31, 2012 and had an associated tax benefit of $28.9 million due to the impairment of goodwill that is deductible for tax purposes. Our estimated annual GAAP effective tax rate was determined based on impairment of goodwill and applying forecasted earnings for the year to current year to date pre-tax book loss. This GAAP effective tax rate differs from the annual federal statutory rate of 35% due to various permanent differences, most significantly stock-based compensation.

Liquidity and Capital Resources

Our principal sources of liquidity as of December 31, 2012 consisted of cash and cash equivalents of $68.3 million, short-term marketable securities of $39.4 million, cash we expect to generate from operations, and our $200 million revolving credit facility, which is committed until November 2016, available to be drawn subject to compliance with applicable covenants. Effective February 15, 2013 the revolving credit facility was reduced to $100 million. Our cash and cash equivalents are maintained in highly liquid investments with remaining maturities of 90 days or less at the time of purchase. We believe our cash equivalents are liquid and accessible.

Our short-term and long-term liquidity requirements primarily arise from our working capital requirements, debt service on our $95.0 million term loan balance at December 31, 2012 and acquisitions from time to time. Our primary operating cash requirements include the payment of media costs, personnel costs, costs of information technology systems and office facilities. Our ability to fund these requirements will depend on our future cash flows, which are determined by future operating performance and are, therefore, subject to prevailing global macroeconomic conditions and financial, business and other factors, some of which are beyond our control, and also our ability to access our credit facility. Even though we may not need additional funds, we may still elect to obtain additional debt or equity securities or draw down on or increase our borrowing capacity under our current credit facility for other reasons.

We believe that our existing cash, cash equivalents, short-term marketable securities, cash generated from operations and our available borrowings under the credit facility will be sufficient to satisfy our currently anticipated cash requirements through at least the next 12 months.

The following table summarizes our cash flows for the periods indicated:

	Six Months Ended December 31,	
	2012	2011
	(in thousands)	
Cash flows provided by operating activities	$ 21,639	$ 24,945
Cash flows used in investing activities	(7,901)	(38,290)
Cash flows used in financing activities	(13,958)	(13,416)

Operating Activities

Our net cash provided by operating activities is primarily the result of our net (loss) income adjusted for non-cash expenses such as depreciation and amortization, stock-based compensation expense, impairment of goodwill and changes in working capital components, and is influenced by the timing of cash collections from our clients and cash payments for purchases of media and other expenses.

Net cash flows provided by operating activities were $21.6 million for the six months ended December 31, 2012 as compared to $24.9 million for the six months ended December 31, 2011.

Net cash flow provided by operating activities for the six months ended December 31, 2012 consisted of non-cash charges of $116.7 million, partially offset by net loss of $63.6 million and changes in working capital of $31.4 million. The non-cash charges primarily consisted of impairment of goodwill of $92.4 million, depreciation and amortization of $18.5 million and stock-based compensation expense net of tax benefits of $5.7 million. The contribution to working capital accounts was primarily due to decrease deferred taxes of $28.9 million, net decrease in accounts payable and accrued liabilities of $9.9 million and decrease in prepaid expenses and other assets of $4.6 million, partially offset by decrease in accounts receivable of $12.2 million. The decrease in accounts receivable, as well as the net decrease in accounts payable and accrued liabilities, are primarily due to timing of payments.

Net cash flow provided by operating activities for the six months ended December 31, 2011 consisted of non-cash charges of $22.3 million and net income of $9.9 million, partially offset by changes in working capital of $7.3 million. The non-cash charges primarily consisted of depreciation and amortization of $14.6 million and stock-based compensation expense net of tax benefits of $6.8 million. The contribution to working capital accounts was primarily due to a decrease in prepaid expenses and other assets of $1.7 million and a decrease in accounts receivable of $0.4 million, partially offset by a net decrease in accounts payable and accrued liabilities of $9.7 million. The decrease in prepaid expenses and other assets, accounts receivable, as well as the net decrease in accounts payable and accrued liabilities, is primarily due to timing of payments.

Investing Activities

Our investing activities include acquisitions of media websites and businesses, capital expenditures and capitalized internal development costs.

Net cash flows used in investing activities was $7.9 million for the six months ended December 31, 2012 as compared to net cash flows used in investing activities of $38.3 million for the six months ended December 31, 2011.

Cash used in investing activities in the six months ended December 31, 2012 was primarily due to net investments in marketable securities of $3.3 million and licenses of intangible assets of $2.5 million. Capital expenditures and internal software development costs totaled $2.1 million in the six months ended December 31, 2012.

Cash used in investing activities in the six months ended December 31, 2011 was primarily due to our acquisition of ITBE for a cash payment of $24.0 million and the purchases of the operations of six other online publishing businesses for an aggregate of $7.6 million in cash payments, as well as net investments in marketable securities of $4.7 million. Capital expenditures and internal software development costs totaled $2.5 million in the six months ended December 31, 2011.

Financing Activities

Net cash flows used in financing activities was $14.0 million for the six months ended December 31, 2012 as compared to net cash flows used in financing activities of $13.4 million for the six months ended December 31, 2011.

Table of Contents

Cash used in financing activities in the six months ended December 31, 2012 was primarily due to repurchases of our common stock of $6.2 million and principal payments on acquisition-related notes payable and our term loan and related fees of $8.0 million, partially offset by proceeds received from exercises of stock options of $0.3 million.

Cash used in financing activities in the six months ended December 31, 2011 was primarily due to repurchases of our common stock of $15.6 million and principal payments on acquisition-related notes payable and our term loan and related fees of $5.8 million, partially offset by proceeds received from bank debt of $5.9 million and exercise of stock options of $2.2 million.

Off-Balance Sheet Arrangements

During the periods presented, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Contractual Obligations

Our contractual obligations relate primarily to borrowings under our credit facility, acquisition-related notes payable, operating leases and purchase obligations. There have been no significant changes to our contractual obligations from those disclosed in our Annual Report on Form 10-K for the year ended June 30, 2012.

The following table summarizes our contractual obligations for the periods indicated:

Year Ending June 30,	Promissory Notes	Credit Facility	Operating Leases	Total
2013 (remaining six months)	$ 2,993	$ 5,000	$ 3,377	$ 11,370
2014	3,364	12,500	3,186	19,050
2015	560	17,500	3,109	21,169
2016	50	20,000	2,748	22,798
2017	—	40,000	2,792	42,792
2018 and thereafter	—	—	936	936
Total	$ 6,967	$95,000	$16,148	$118,115

Credit Facility

In November 2011, we entered into the Second Amended and Restated Revolving Credit and Term Loan Agreement (“Second Loan Agreement”) with Comerica Bank (the “Bank”), the administrative agent and lead arranger. The Second Loan Agreement consists of a $100.0 million five-year term loan, with annual principal amortization of 5%, 10%, 15%, 20% and 50%, and a $200.0 million five-year revolving credit line. On February 15, 2013, we entered into the First Amendment to Credit Agreement and Amendment to Guaranty (“First Amendment”) with the Bank to, among other things: (1) amend the definition of adjusted EBITDA, effective as of December 31, 2012, to exclude extraordinary or non-recurring non-cash expenses of losses including, without limitation, goodwill impairments, and any extraordinary or non-recurring cash expenses in an aggregate amount not to exceed $5.0 million for the life of the Second Loan Agreement; and (2) reduce the $200.0 million five-year revolving credit line portion of the facility to $100.0 million, effective as of February 15, 2013.

Borrowings under the Second Loan Agreement are collateralized by substantially all of our assets. Interest is payable at specified margins above either the Eurodollar Margin or the Prime Rate. The interest rate varies dependent upon the ratio of funded debt to adjusted EBITDA and ranges from Eurodollar Margin + 1.625% to 2.375% or Prime + 1.00% for the revolving credit line and from Eurodollar Margin + 2.00% to 2.75% or Prime + 1.00% for the term loan. Adjusted EBITDA is defined as net (loss) income less provision for taxes, depreciation expense, amortization expense, stock-based compensation expense, interest and other income (expense), acquisition costs for business combinations, extraordinary or non-recurring non-cash expenses of losses including, without limitation, goodwill impairments, and any extraordinary or non-recurring cash expenses in an aggregate amount not to exceed $5.0 million for the life of this Second Loan Agreement. The revolving credit line requires an annual facility fee of 0.375% of the revolving credit line capacity.

To reduce our exposure to rising interest rates under the term loan, in February 2012, we entered into an interest rate swap encompassing the principal balances scheduled to be outstanding in January 2014 and thereafter, such principal amount totaling $85.0 million in January 2014 and amortizing to $35.0 million in November 2016. The interest rate swap effectively fixes the Eurodollar Margin at 0.97%.

The Second Loan Agreement expires in November 2016. The Second Loan Agreement restricts our ability to raise additional debt financing and pay dividends, and also requires us to comply with other nonfinancial covenants. In addition, we are required to maintain financial ratios computed as follows:

1. A minimum fixed charge coverage ratio of 1.15:1, calculated as the ratio of (i) trailing twelve months of adjusted EBITDA to (ii) the sum of capital expenditures, net cash interest expense, cash taxes, cash dividends and trailing twelve months payments of indebtedness. Payment of unsecured indebtedness is excluded to the degree that sufficient unused revolving credit line capacity exists such that the relevant debt payment could be made from the credit facility.

2. A maximum funded debt to adjusted EBITDA ratio of 3:1, calculated as the ratio of (i) the sum of all obligations owed to lending institutions, the face amount of any letters of credit, indebtedness owed in connection with acquisition-related notes and indebtedness owed in connection with capital lease obligations to (ii) trailing twelve months of adjusted EBITDA.

Pursuant to the terms of the First Amendment, we were in compliance with the covenants of the First Amendment as of December 31, 2012. We were in compliance with the covenants of the Second Loan Agreement as of June 30, 2012.

Interest Rate Swap

As discussed above, we entered into an interest rate swap to reduce our exposure to the financial impact of changing interest rates under our term loan. The effective date of the swap is April 9, 2012 with a maturity date of November 4, 2016. At December 31, 2012, we had approximately $85.0 million of notional amount outstanding under the swap agreement that exchanges a variable interest rate base (Eurodollar margin) for a fixed interest rate of 0.97% over the term of the agreement. This interest rate swap is designated as a cash flow hedge of the interest rate risk attributable to forecasted variable interest payments. The effective portion of the fair value gains or losses on this swap will be included as a component of accumulated other comprehensive (loss) income on the condensed consolidated balance sheets.

At December 31, 2012, our interest rate swap qualified as a cash flow hedge. For this qualifying hedge, the effective portion of the change in fair value will be recognized through earnings when the underlying transaction being hedged affects earnings, thereby allowing the swap's gains and losses to offset interest expense from the term loan on the statement of operations. Any hedge ineffectiveness is recognized in earnings in the current period.

Headquarter Lease

We entered into a lease agreement in February 2010 for approximately 63,998 square feet of office space located at 950 Tower Lane, Foster City, California. The term of the lease began on November 1, 2010 and expires on October 31, 2018. The monthly base rent was abated for the first 12 calendar months under the lease, and will remain at $0.1 million through the 24th calendar month of the term of the lease. After this 24 month period, monthly base rent will increase to $0.2 million for the subsequent 12 months and then increase approximately 3% after each 12-month anniversary during the remaining term, including any extensions under our options to extend. We have two options to extend the term of the lease for one additional year for each option following the expiration date of the lease or renewal term, as applicable.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks in the ordinary course of our business. These risks include primarily interest rate and foreign currency exchange risks.

Interest Rate Risk

We invest our cash equivalents and short-term investments primarily in liquid, highly-rated U.S. government or municipal fixed income securities, certificates of deposit with financial institutions and money market funds. Unrestricted cash, cash equivalents and short-term investments are held for working capital purposes and acquisition financing. We do not enter into investments for trading or speculative purposes. We believe that we do not have material exposure to changes in the fair value of these investments as a result of changes in interest rates due to the short-term nature of our investments. Declines in interest rates may reduce future investment income. However, a hypothetical decline of 1% in the interest rate on our investments would not have a material effect on our consolidated financial statements.

As of December 31, 2012, our credit facility had a borrowing capacity of $300 million with $95.0 million in term loans outstanding, and no amounts outstanding under our revolving line of credit. Effective February 15, 2013 the revolving credit facility was reduced to $100 million. Interest on borrowings under the credit facility is payable quarterly at specified margins above either the Eurodollar Margin or the Prime Rate. Our exposure to interest rate risk under the credit facility will depend on the extent to which we utilize the facility. To reduce our exposure to rising interest rates under the term loan, in February 2012, we entered into an interest rate swap encompassing the principal balances scheduled to be outstanding as of January 1, 2014, and, thereafter, such principal amount will total $85.0 million on January 1, 2014 and amortize to $35.0 million on November 4, 2016. The interest rate swap effectively fixes the Eurodollar Margin at a fixed rate of 0.97%. A hypothetical change of 1% from prevailing interest rates as of December 31, 2012 would affect our interest expense and the fair value of the swap by approximately $0.3 million.

In addition to the $85.0 million of term loans covered by the interest rate swap as of December 31, 2012, the Company also had variable rate debt outstanding of $10 million.

A hypothetical increase of 1% in the Eurodollar Margin or Prime Rate-based interest rate on our variable rate debt outstanding of $10 million as of December 31, 2012 would result in an increase in our interest expense of $0.1 million per year, assuming constant borrowing levels.

Foreign Currency Exchange Risk

To date, our international client agreements have been predominately denominated in U.S. dollars, and accordingly, we have limited exposure to foreign currency exchange rate fluctuations related to client agreements, and do not currently engage in foreign currency hedging transactions. As the local accounts for some of our foreign operations are maintained in the local currency of the respective country, we are subject to foreign currency exchange rate fluctuations associated with the remeasurement to U.S. dollars. A hypothetical change of 10% in foreign currency exchange rates would not have a material effect on our consolidated financial condition or results of operations.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2012. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of December 31, 2012, our principal executive and principal financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Securities Exchange Act that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In November 2012, we entered into a confidential Settlement and Release Agreement (SRA) with LendingTree, LLC (Lending Tree), under which we and our wholly owned subsidiaries and Lending Tree mutually released the claims against each other and we and our wholly owned subsidiaries licensed two of Lending Tree's patents. Lending Tree and we filed a Stipulation of Dismissal Without Prejudice with the United States District Court, Western Division of North Carolina, Charlotte Division on November 26, 2012. The court issued an Order of Dismissal Without Prejudice which was filed on January 3, 2013.

In December 2012, Internet Patents Corporation (IPC) filed a patent infringement lawsuit against us in the United States District Court for the Northern District of California, seeking a judgment that we had infringed a patent held by IPC. While we deny IPC's claims, there can be no assurance that we will prevail in this matter, and any adverse ruling may have a significant impact on our business and operating results. In addition, regardless of the outcome of the matter, we may incur significant legal fees defending the action until it is resolved. There is a reasonable possibility that a loss exceeding amounts already recognized may be incurred, however, an estimate of the loss or potential range of loss, if any, associated with the litigation cannot be made as of the filing date of this quarterly report.

From time to time, we may become involved in other legal proceedings and claims arising in the ordinary course of our business.

ITEM 1A. RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below and the other information in this Quarterly Report on Form 10-Q. If any of such risks actually occur, our business, operating results or financial condition could be adversely affected. In those cases, the trading price of our common stock could decline and you may lose all or part of your investment.

Risks Related to Our Business and Industry

We operate in an emerging industry and have a relatively new business model, which makes it difficult to evaluate our business and prospects.

We derive nearly all of our revenue from the sale of online marketing and media services, which is an immature industry that has undergone rapid and dramatic changes in its short history. The industry in which we operate is characterized by rapidly-changing Internet media, evolving industry standards, regulatory uncertainty, and changing user and client demands. Our business model is also evolving and is distinct from many other companies in our industry, and it may not be successful. As a result of these factors, the future revenue and income potential of our business is uncertain and has recently experienced declines, and we may not be able to stop such declines, return to our previous growth rates or return to growth at all. Any evaluation of our business and our prospects must be considered in light of these factors and the risks and uncertainties often encountered by companies in an immature industry with an evolving business model such as ours. Some of these risks and uncertainties relate to our ability to:

- maintain and expand client relationships;
- respond to adverse and changing regulations in our verticals, including our education vertical;
- sustain and grow relationships with third-party website publishers and other sources of web visitors;
- sustain and increase the number of visitors to our websites;
- manage our operations and implement and improve our operational, financial and management controls;
- overcome challenges presented by adverse global economic conditions as they impact spending in our client verticals;
- raise capital at attractive costs, or at all;

- acquire and integrate websites and other businesses;
- successfully expand our footprint in our existing client verticals and enter new client verticals;
- respond effectively to competition and potential negative effects of competition on profit margins and the availability of high quality targeted media;
- attract and retain qualified management, employees and independent service providers;
- successfully introduce new processes and technologies and upgrade our existing technologies and services;
- protect our proprietary technology and intellectual property rights; and
- respond to government regulations relating to the Internet, marketing in our client verticals, personal data protection, email, software technologies and other aspects of our business.

If we are unable to address these risks, our business, results of operations and prospects could suffer.

We are dependent on two market verticals for a majority of our revenue. Negative changes in the economic condition, market dynamics or regulatory environment in these verticals has caused and may continue to cause our revenue to decline and our business and growth to suffer.

To date, we have generated a large majority of our revenue from clients in our education and financial services client verticals. We expect that a majority of our revenue in the near term will continue to be generated from clients in our education and financial services client verticals. Changes in the market conditions or the regulatory environment in these two highly-regulated client verticals have negatively impacted and may continue to negatively impact our clients' businesses, marketing practices and budgets and, therefore, continue to adversely affect our financial results.

There is significant activity and uncertainty in the regulatory and legislative environment in the for-profit education sector. Regulatory and legislative changes have negatively affected and could continue to negatively affect our clients' businesses, marketing practices and budgets and could impact demand, pricing or form of our services, any or all of which could have a material adverse impact on our financial results.

We generate nearly half of our revenue from our education client vertical and nearly all of that revenue is generated from for-profit educational institutions. There is intense governmental interest in and scrutiny of the for-profit education industry and a high degree of focus on marketing practices in the industry. The Department of Education has promulgated regulations that have adversely impacted and could continue to adversely impact us and our education clients. The intense focus on the for-profit education industry could result in further regulatory or legislative action. We cannot predict whether this will happen or what the impact could be on our financial results.

The Higher Education Act, administered by the U.S. Department of Education, provides that to be eligible to participate in Federal student financial aid programs, an educational institution must enter into a program participation agreement with the Secretary of the Department of Education. The agreement includes a number of conditions with which an institution must comply to be granted initial and continuing eligibility to participate. Among those conditions is a prohibition on institutions providing to any individual or entity engaged in recruiting or admission activities any commission, bonus, or other incentive payment based directly or indirectly on success in securing enrollments. The Department of Education issued regulations on incentive compensation and other matters which became effective July 1, 2011. The Department's regulations repeal all safe harbors regarding incentive compensation which existed under the prior regulations, including the safe harbor for Internet-based recruiting and admissions activities. The elimination of the safe harbors has created uncertainty for us and our education clients and has reduced the amount of revenue we generate from the education client vertical. Moreover, given the regulatory uncertainty affecting our education client base, we believe that overall external market spending by education clients has declined in recent periods, and there can be no assurance as to when or if such spending will return to prior levels.

In addition, the same regulations impose strict liability on educational institutions for misrepresentations made by entities, like us, who contract with the institutions to provide marketing services. As a result, some of our clients have demanded, and we have agreed in some cases to, increased assumptions of risk in our contracts as well as indemnification for actions by us and, in some cases, by our third-party publishers. As a result of this increased contractual exposure with some clients, we could become subject to costly litigation and be required to pay substantial damages or indemnification claims. We could also experience damage to our reputation for our violation of an applicable regulation and the unauthorized or unlawful acts of third-party website publishers.

Other regulations could also negatively impact our for-profit education clients. For example, the regulations on "gainful employment" that restrict or eliminate federal financial aid to students in programs where certain debt-to-income ratios and loan default rates are not satisfied could result in the elimination or reduction in some of our clients' programs. Over the past year, enrollments have dropped significantly at some of our clients, caused in part by changes being made as a result of "gainful employment" regulations, which became effective July 1, 2012. In addition, some of our large for-profit education clients have indicated that in coming years they may violate the "90/10 rule," whereby for-profit institutions must receive at least 10 percent of their revenue from sources other than federal student financial aid. If a for-profit institution fails to comply with the rule for two consecutive fiscal years, it may lose its eligibility to receive student-aid funds for at least two years. These and other regulations or a failure of our clients to comply with such regulations, could adversely affect our clients' businesses and, as a result, affect or materially reduce the amount of revenue we generate from those clients.

Moreover, some of our for-profit education clients have had and may in the future have issues regarding their academic accreditation, which could adversely affect their ability to offer certain degree programs. If any of our significant education clients lose their accreditation, they are likely to reduce and may even eliminate their external marketing spending, which could adversely affect our financial results.

Our for-profit education clients have been significantly affected by the adoption of and uncertainty surrounding the regulations over the past several years. The regulations have affected and are expected to continue to affect our clients' businesses and marketing practices, including an overall decrease in our clients' external marketing expenditures and a related decrease in our revenue from this client vertical. The effect of these regulations may continue to result in fluctuations in the volume and mix of our business with these clients.

We depend on third-party website publishers for a significant portion of our visitors, and any decline in the supply of media available through these websites or increase in the price of this media could cause our revenue to decline or our cost to reach visitors to increase.

A significant portion of our revenue is attributable to visitor traffic originating from arrangements that we have with third-party publishers. In many instances, website publishers can change the media inventory they make available to us at any time and, therefore, impact our revenue. In addition, website publishers may place significant restrictions on our offerings. These restrictions may prohibit advertisements from specific clients or specific industries, or restrict the use of certain creative content or formats. If a website publisher decides not to make media inventory available to us, or decides to demand a higher revenue share or places significant restrictions on the use of such inventory, we may not be able to find advertising inventory from other websites that satisfy our requirements in a timely and cost-effective manner. In addition, the number of competing online marketing service providers and advertisers that acquire inventory from websites continues to increase. Consolidation of Internet advertising networks and website publishers could eventually lead to a concentration of desirable inventory on websites or networks owned by a small number of individuals or entities, which could limit the supply of inventory available to us or increase the price of inventory to us. For example, in fiscal year 2012, our revenue declined in our financial services client vertical primarily due to volume declines caused by losses of traffic from third-party publishers, which resulted from acquisitions of media sources by competitors, changes in a search engine's algorithms which reduced or eliminated traffic from some third-party publishers, and increased competition for quality media. We cannot assure you that we will be able to acquire advertising inventory that meets our clients' performance, price and quality requirements, in which case our revenue could decline or our operating costs could increase.

Our operating results have fluctuated in the past and may do so in the future, which makes our results of operations difficult to predict and could cause our operating results to fall short of analysts' and investors' expectations.

Historically, quarterly and annual operating results have fluctuated due to changes in our business, our industry and the general economic climate. Similarly, we expect our future operating results to vary significantly from quarter to quarter due to a variety of factors, many of which are beyond our control. We expect our results to continue to fluctuate for the foreseeable future. Our fluctuating results could cause our performance to be below the expectations of securities analysts and investors, causing the price of our common stock to fall. Because our business is changing and evolving, our historical operating results may not be useful to you in predicting our future operating results. Factors that may increase the volatility of our operating results include the following:

- changes in demand and pricing for our services;
- changes in our pricing policies, the pricing policies of our competitors, or the pricing of Internet advertising or media;
- the addition of new clients or the loss of existing clients;
- changes in our clients' advertising agencies or the marketing strategies our clients or their advertising agencies employ;
- Changes and uncertainty in the regulatory environment for us or our clients;
- changes in the economic prospects of our clients or the economy generally, which could alter current or prospective clients' spending priorities, or could increase the time or costs required to complete sales with clients;
- changes in the availability of Internet advertising or the cost to reach Internet visitors;
- changes in the placement of our websites on search engines;
- the introduction of new product or service offerings by our competitors; and
- costs related to acquisitions of businesses or technologies.

We recognized an impairment in the carrying value of goodwill and other indefinite-lived intangible assets. Additional such charges in the future could negatively affect our operating results and financial condition.

We have a substantial amount of goodwill and purchased intangible assets on our balance sheet as a result of acquisitions we have completed. The carrying value of goodwill represents the fair value of an acquired business in excess of identifiable assets and liabilities as of the acquisition date. The carrying value of intangible assets with identifiable useful lives represents the fair value of relationships, content, domain names, acquired technology, among others, as of the acquisition date, and are amortized based on their economic lives. Goodwill expected to contribute indefinitely to our cash flows are not amortized, but must be evaluated for impairment at least annually. If the carrying value exceeds current fair value as determined based on the discounted future cash flows of the related business, the goodwill or intangible asset is considered impaired and is reduced to fair value via a non-cash charge to earnings. Events and conditions that could result in impairment include adverse changes in the regulatory environment, or other factors leading to reduction in expected long-term growth or profitability.

Goodwill impairment analysis and measurement is a process that requires significant judgment. Our stock price and any estimated control premium are factors affecting the assessment of the fair value of our underlying reporting units for purposes of performing any goodwill impairment assessment. For example, the Company's public market capitalization sustained a decline after December 31, 2012, to a value below the net book carrying value of the Company's equity. As a result, the Company determined that this triggered the necessity to conduct step one of a goodwill impairment test. The Company completed step one of the impairment analysis for each of its reporting units and concluded that as of December 31, 2012, the fair value of its DMS reporting unit was below its carrying value, including goodwill.

We were unable to complete the step two analysis prior to filing our condensed consolidated financial statements for the three and six months ended December 31, 2012, in this quarterly report due to the time consuming nature of such analysis and the complexities of determining the implied fair value of goodwill for the DMS reporting unit, but based on the work performed as of the filing date, we recorded an estimated goodwill impairment charge of $92.4 million in the financial statements as of and for the three and six months ended December 31, 2012. We intend to complete this analysis and reflect any modifications in our condensed consolidated financial statements for the quarterly period ended March 31. 2013. While we believe we have made reasonable estimates and utilized appropriate assumptions to calculate the fair value of our goodwill, it is possible a material change could occur in the future. We will continue to conduct impairment analyses of our goodwill on a regular basis, and we would be required to take additional impairment charges in the future if any recoverability assessments thereof reflect estimated fair values which are less than our recorded values, and such charges could be significant. Further impairment charges with respect to our goodwill could have a material adverse effect on our results of operations and financial condition.

We depend upon Internet search companies to attract a significant portion of the visitors to our and our third party publishers' websites, and changes in the search companies' search algorithms have in the past and may in the future result in our websites being listed less prominently in either paid or algorithmic search result listings, in which case the number of visitors to our websites and our revenue could decline.

We depend in significant part on various Internet search companies, such as Google, Microsoft, Yahoo!, and other search websites to direct a significant number of visitors to our and our third party publishers' websites so that we can provide our online marketing services to our clients. Search websites typically provide two types of search results, algorithmic and paid listings. Algorithmic, or organic, listings are determined and displayed solely by a set of formulas designed by search companies. Paid listings can be purchased and then are displayed if particular words are included in a user's Internet search. Placement in paid listings is generally not determined solely on the bid price, but also takes into account the search engines' assessment of the quality of the website featured in the paid listing and other factors. We rely on both algorithmic and paid search results, as well as advertising on other websites, to direct a substantial share of the visitors to our websites.

Our ability to maintain the number of visitors to our websites from search websites and other websites is not entirely within our control. For example, Internet search websites frequently revise their algorithms in an attempt to optimize their search result listings or to maintain their internal standards and strategies. Changes in the algorithms could cause our websites to receive less favorable placements, which could reduce the number of users who visit our websites. We have experienced fluctuations in the search result rankings for a number of our websites. For example, some of our sites and paid listing campaigns have been negatively affected by Google algorithmic changes. In addition, our business model or those of our publishers may be deemed similar to those of our competitors and others in our industry that Internet search websites may consider to be unsuitable or unattractive. Internet search websites could deem our content to be unsuitable or below standards or less attractive or worthy than those of other or competing websites. Additionally, search providers may change their algorithms to favor search results that improve their revenues. In any of these cases, our websites may receive less favorable placement in algorithmic or paid listings, or both, which would reduce the number of visitors to our sites and have a detrimental effect on our ability to generate revenue.

In addition, we may make decisions that are suboptimal regarding the purchase of paid listings or our proprietary bid management technologies may contain defects or otherwise fail to achieve their intended results, either of which could also reduce the number of visitors to our websites or cause us to incur additional costs. We may also make decisions that are suboptimal regarding the placement of advertisements on other websites and pricing, which could increase our costs to attract such visitors or cause us to incur unnecessary costs. A reduction in the number of visitors to our websites or visitors to websites of our publishers could negatively affect our ability to earn revenue. If visits to our websites decrease, we may need to use more costly sources to replace lost visitors, and such increased expense could adversely affect our business and profitability.

If we are unable to retain the members of our management team or attract and retain qualified management team members in the future, our business and growth could suffer.

Our success and future growth depend, to a significant degree, on the continued contributions of the members of our management team. Each member of our management team is an at-will employee and may voluntarily terminate his or her employment with us at any time. We also may need to hire additional management team members to adequately manage our business. We may not be able to retain or identify and attract additional qualified management team members. Competition for experienced management-level personnel in our industry is intense. Qualified individuals are in high demand, particularly in the Internet marketing industry, and we may incur significant costs to attract and retain them. Many members of our management team have also become, or will soon become, substantially vested in their stock option grants or may have limited retention value in their existing stock option grants. In addition, we have recently experienced declines in our business and a depressed stock price, making our equity and cash incentive compensation programs less attractive to current and potential members of management. We have recently experienced the loss of several senior members of our management team. If we lose the services of additional members of our management team or if we are unable to attract and retain additional qualified senior managers, our business and growth could suffer.

We need to hire and retain additional qualified personnel to grow and manage our business. If we are unable to attract and retain qualified personnel, our business and growth could be seriously harmed.

Our performance depends on the talents and efforts of our employees. Our future success will depend on our ability to attract, retain and motivate highly skilled personnel in all areas of our organization and, in particular, in our engineering/technology, sales and marketing, media, finance and legal/regulatory teams. We have found it difficult from time to time to locate and hire and sometimes retain suitable personnel. If we experience similar difficulties in the future, our growth may be hindered. Qualified individuals are in high demand, particularly in the Internet marketing industry, and we may incur significant costs to attract and retain them. Many of our employees have also become, or will soon become, substantially vested in their equity grants or may have limited retention value in their existing stock option grants and may be more likely to leave us as a result. In addition, we have recently experienced declines in our business and a depressed stock price, making our equity and cash incentive compensation programs less attractive to current and potential employees. If we are unable to attract and retain the personnel we need to succeed, our business and financial results could be harmed.

A substantial portion of our revenue is generated from a limited number of clients and, if we lose a major client, our revenue will decrease and our business and prospects would be adversely impacted.

A substantial portion of our revenue is generated from a limited number of clients. Our top three clients accounted for 16% of our net revenue for both the three and six months ended December 31, 2012. Our clients can generally terminate their contracts with us at any time, with limited prior notice or penalty. Our clients may also reduce their level of business with us, leading to lower revenue. In addition, reductions in business by one or more significant clients may lead to price reductions to our other clients for those products whose prices are determined in whole or in part by client bidding or competition, resulting in lower revenue. We expect that a limited number of clients will continue to account for a significant percentage of our revenue, and the loss of any one of these clients, or material reduction in their marketing spending with us, could decrease our revenue and harm our business.

We rely on certain advertising agencies for the purchase of various advertising and marketing services on behalf of their clients. Such agencies may have or develop high-risk credit profiles which may result in credit risk to us.

A portion of our client business is sourced through advertising agencies and, in many cases, we contract with these agencies and not directly with the underlying client. Contracting with these agencies, which in certain cases have or may develop high-risk credit profiles, subjects us to greater credit risk than where we contract with clients directly. This credit risk may vary depending on the nature of an agency's aggregated client base. For the fiscal year ended June 30, 2012, we wrote off an account receivable as a bad debt of approximately $1.4 million from an advertising agency which became insolvent. There can be no assurances that we will not experience similar bad debt in the future. Any such write-offs could have a materially negative effect on our results of operations for the periods in which the write-offs occur.

If we fail to compete effectively against other online marketing and media companies and other competitors, we could lose clients and our revenue may decline.

The market for online marketing is intensely competitive, and we expect this competition to continue to increase in the future both from existing competitors and, given the relatively low barriers to entry into the market, from new competitors. We compete both for clients and for limited high quality media. We compete for clients on the basis of a number of factors, including return on marketing expenditures, price and client service.

We compete with Internet and traditional media companies for a share of clients' overall marketing budgets, including:

- online marketing or media services providers such as Halyard Education Partners in the education client vertical and BankRate in the financial services client vertical;
- offline and online advertising agencies;
- major Internet portals and search engine companies with advertising networks such as Google, Yahoo!, and Microsoft;
- other online marketing service providers, including online affiliate advertising networks and industry-specific portals or lead generation companies;

- website publishers with their own sales forces that sell their online marketing services directly to clients;
- in-house marketing groups and activities at current or potential clients;
- offline direct marketing agencies;
- mobile and social media; and
- television, radio and print companies.

Competition for web traffic among websites and search engines, as well as competition with traditional media companies, has resulted and may continue to result in significant price pressure, declining margins, reductions in revenue and loss of market share. In addition, if we expand the scope of our services, we may compete with a greater number of websites, clients and traditional media companies across an increasing range of different services, including in vertical markets where competitors may have advantages in expertise, brand recognition and other areas. Large Internet companies with brand recognition, such as Google, Yahoo!, and Microsoft, have significant numbers of direct sales personnel and substantial proprietary advertising inventory and web traffic that provide a significant competitive advantage and have significant impact on pricing for Internet advertising and web traffic. These companies may also develop more vertically targeted products that match consumers with products and services, such as Google's mortgage rate and credit card comparison products, and, thus, compete with us more directly. The trend toward consolidation in the Internet advertising arena may also affect pricing and availability of advertising inventory and web traffic. Many of our current and potential competitors also enjoy other competitive advantages over us, such as longer operating histories, greater brand recognition, larger client bases, greater access to advertising inventory on high-traffic websites, and significantly greater financial, technical and marketing resources. As a result, we may not be able to compete successfully. Competition from other marketing service providers' online and offline offerings has affected and may continue to affect both volume and price, and, thus, revenue, profit margins and profitability. If we fail to deliver results that are superior to those that other online marketing service providers deliver to clients, we could lose clients and our revenue may decline.

We have a significant amount of debt, which may limit our ability to fund general corporate requirements and obtain additional financing, limit our flexibility in responding to business opportunities and competitive developments and increase our vulnerability to adverse economic and industry conditions.

As of December 31, 2012, we had an outstanding term loan with a principal balance of $95.0 million and access to a $200 million revolving credit line, available to be drawn subject to compliance with applicable covenants. Effective February 15, 2013 the revolving credit facility was reduced to $100 million. As of December 31, 2012, we also had outstanding notes to sellers arising from numerous acquisitions in the total principal amount of $7.0 million. As a result of obligations associated with our debt:

- we may not have sufficient liquidity to respond to business opportunities, competitive developments and adverse economic conditions;
- we may not have sufficient liquidity to fund all of our costs if our revenue declines or costs increase; and
- we may not have sufficient funds to repay the principal balance of our debt when due.

Our debt obligations may also impair our ability to obtain additional financing, if needed. Our indebtedness is secured by substantially all of our assets, leaving us with limited collateral for additional financing. Moreover, the terms of our indebtedness restrict our ability to take certain actions, including the incurrence of additional indebtedness, certain mergers and acquisitions, investments, asset sales and stock repurchases. In addition, even if we are able to raise needed equity financing, we are required to use a portion of the net proceeds of certain types of equity financings to repay the outstanding balance of our term loan. A failure to pay interest or indebtedness when due could result in a variety of adverse consequences, including the acceleration of our indebtedness. In such a situation, it is unlikely that we would be able to fulfill our obligations under our credit facility or repay the accelerated indebtedness or otherwise cover our costs.

The continued global macroeconomic uncertainty poses additional risks to our business, financial condition and results of operations.

The United States and the global economy are experiencing a prolonged period of economic uncertainty following severe economic downturns and credit issues in many countries. The slow pace of recovery in the United States, deterioration of global economies, potential insolvency of one or more countries globally, high unemployment and reduced and/or volatile equity valuations all create risks that have harmed and may continue to harm our business. If macroeconomic conditions do not improve or if they worsen, we are not able to predict the impact such continued or worsening conditions will have on the online marketing industry in general, and our results of operations specifically. Clients in particular client verticals such as financial services, particularly mortgage, credit cards and deposits, small- and medium-sized business customers and home services are facing very difficult conditions and their marketing spend has been negatively affected. These conditions have damaged and may continue to damage our business opportunities in existing markets, and reduce our revenue and profitability. While the effect of these and related conditions poses widespread risk across our business, we believe that it may particularly affect our efforts in the mortgage, credit cards and deposits, small- and medium-sized business and home services client verticals, due to reduced availability of credit for households and businesses and reduced household disposable income.

Poor perception of our business or industry could harm our reputation and adversely affect our business, financial condition and results of operations.

Our business is dependent on attracting a large number of visitors to our and our publishers' websites and providing leads and clicks to our clients, which depends in part on our reputation within the industry and with our clients. There are companies within our industry that regularly engage in activities that others may view as unlawful or inappropriate. These activities by third parties, such as spyware or deceptive promotions, may be seen as characteristic of participants in our industry and, therefore, may have an adverse effect on the reputation of all participants in our industry, including us. In addition, from time to time, we may be subject to investigations, inquiries or litigation by various regulators, which may harm our reputation regarding the outcome of any such action. For example, in 2011 we responded to a civil investigation conducted by the attorneys general of Alabama, Arizona, Delaware, Florida, Idaho, Illinois, Iowa, Kentucky, Massachusetts, Minnesota, Nevada, North Carolina, Oregon, South Carolina, and Tennessee into certain of our marketing and business practices related to our education client vertical. Negative perceptions of our business may result in incremental regulation, enforcement actions by the government and increased litigation, any of which may affect our business and result in lower revenue. Any damage to our reputation, including from publicity from legal proceedings against us or companies that work within our industry, governmental proceedings, consumer class action litigation, or the disclosure of information security breaches or private information misuse, could adversely affect our business, financial condition and results of operations.

Our quarterly revenue and operating results may fluctuate significantly from quarter to quarter due to seasonal fluctuations in advertising spending.

In addition to other factors that cause or operating results to fluctuate, results are also subject to significant fluctuation as a result of seasonality. In particular, our quarters ending December 31 (our second fiscal quarter) generally demonstrate seasonal weakness. In our second fiscal quarters, there is generally lower availability of some forms of media during the holiday period on a cost effective basis and some of our clients request fewer leads due to holiday staffing. Our fluctuating results could cause our performance to be below the expectations of securities analysts and investors, causing the price of our common stock to fall. To the extent our revenue contracts, we expect that the seasonality in our business may become more apparent and may in the future cause our operating results to fluctuate to a greater extent.

If we do not effectively manage any future growth, our operating performance will suffer and we may lose clients.

Although we are currently experiencing challenges in growing our business, historically, we have experienced rapid growth in our operations and operating locations. This growth placed, and if we return to growth, will continue to place, significant demands on our management and our operational and financial infrastructure. In addition, we have acquired, and may continue to acquire, the assets of complementary businesses as part of our strategy to expand our portfolio of targeted media on a cost effective basis. Rapid growth, if any, and acquisitions may make it more difficult for us to accomplish the following:

- successfully scale our technology to accommodate a larger business and integrate acquisitions;

- maintain our standing with key vendors, including Internet search companies and third-party website publishers;
- maintain our client service standards; and
- develop and improve our operational, financial and management controls and maintain adequate reporting systems and procedures.

In addition, our personnel, systems, procedures and controls may be inadequate to support our future operations. The improvements required to manage such growth would require us to make significant expenditures, expand, train and manage our employee base and allocate valuable management resources. If we fail to effectively manage future growth or acquisitions, our operating performance will suffer, and we may lose clients, key vendors and key personnel.

In the past, acquisitions were a significant part of our growth strategy. Any acquisitions that we pursue or complete in the future will involve a number of risks. If we are unable to address and resolve these risks successfully, such acquisition activity could harm our business, results of operations and financial condition.

Our historical growth has been in significant part due to the large number of acquisitions we have completed of third-party website publishing businesses and other businesses that are complementary to our own. We may pursue additional opportunistic acquisitions of complementary businesses and technologies to expand our capabilities, client base and media. We have also evaluated, and expect to continue to evaluate, a wide array of potential strategic transactions. However, we may not be successful in identifying suitable acquisition candidates or be able to complete acquisitions of such candidates. In addition, we may not be able to obtain financing on favorable terms, or at all, to fund acquisitions that we may wish to pursue. The anticipated benefit of acquisitions that we complete may not materialize and the process of integrating acquired businesses or technologies may create unforeseen operating difficulties and expenditures. Some of the areas where we may face acquisition-related risks include:

- diversion of management time and potential business disruptions;
- difficulties integrating and supporting acquired products or technologies;
- disruptions or reductions in client revenue associated with changes to the business models of acquired businesses;
- expenses, distractions and potential claims resulting from acquisitions, whether or not they are completed;
- retaining and integrating employees from any businesses we may acquire;
- issuance of dilutive equity securities, incurrence of debt or reduction in cash balances;
- integrating various accounting, management, information, human resource and other systems to permit effective management;
- incurring possible impairment charges, contingent liabilities, amortization expense or write-offs of goodwill;
- unexpected capital expenditure requirements;
- insufficient incremental revenue to offset increased expenses associated with acquisitions;
- underperformance of acquired businesses or assets; and
- becoming involved in acquisition-related litigation.

Foreign acquisitions involve risks in addition to those mentioned above, including those related to integration of operations across different cultures and languages, currency risks and the particular economic, political, administrative and management, and regulatory risks associated with specific countries. We may not be able to address these risks successfully, or at all, without incurring significant costs, delay or other operating problems. Our inability to resolve such risks could harm our business and results of operations.

We may need additional capital in the future to meet our financial obligations and to pursue our business objectives. Additional capital may not be available or may not be available on favorable terms and our business and financial condition could therefore be adversely affected.

While we anticipate that our existing cash and cash equivalents, together with availability under our credit facility and cash from operations, will be sufficient to fund our operations for at least the next 12 months, we may need to raise additional capital to fund operations in the future or to finance acquisitions. If we seek to raise additional capital in order to meet various objectives, including developing future technologies and services, increasing working capital, acquiring businesses and responding to competitive pressures, capital may not be available on favorable terms or may not be available at all. In addition, pursuant to the terms of our credit facility, we are required to use a portion of the net proceeds of certain equity financings to repay the outstanding balance of our term loan. Lack of sufficient capital resources could significantly limit our ability to take advantage of business and strategic opportunities. Any additional capital raised through the sale of equity or debt securities with an equity component would dilute our stock ownership. If adequate additional funds are not available, we may be required to delay, reduce the scope of, or eliminate material parts of our business strategy, including potential additional acquisitions or development of new technologies.

If the market for online marketing services fails to continue to develop, our success may be limited and our revenue may decrease.

The online marketing services market is relatively new and rapidly evolving, and it uses different measurements than traditional media to gauge its effectiveness. Some of our current or potential clients have little or no experience using the Internet for advertising and marketing purposes and have allocated only limited portions of their advertising and marketing budgets to the Internet. The adoption of Internet advertising, particularly by those entities that have historically relied upon traditional media for advertising, requires the acceptance of a new way of conducting business, exchanging information and evaluating new advertising and marketing technologies and services. In particular, we are dependent on our clients' adoption of new metrics to measure the success of online marketing campaigns. We may also experience resistance from traditional advertising agencies who may be advising our clients. We cannot assure you that the market for online marketing services will continue to grow. If the market for online marketing services fails to continue to develop or develops more slowly than we anticipate, the success of our business may be limited and our revenue may decrease.

Third-party website publishers may engage in unauthorized or unlawful acts that could subject us to significant liability or cause us to lose clients.

We generate a significant portion of our web visitors from media advertising that we purchase from third-party website publishers. Some of these publishers are authorized to display our clients' brands, subject to contractual restrictions. In the past, some of our third-party website publishers have engaged in activities that certain of our clients have viewed as harmful to their brands, such as displaying outdated descriptions of a client's offerings or outdated logos. Any activity by publishers that clients view as potentially damaging to their brands can harm our relationship with the client and cause the client to terminate its relationship with us, resulting in a loss of revenue. In addition, the law is unsettled on the extent of liability that an advertiser in our position has for the activities of third-party website publishers. Recent Department of Education regulations impose strict liability on our education clients for misrepresentations made by their marketing service providers and some of our contracts in the education client vertical impose liability on us for the acts of our third-party publishers. We could be subject to costly litigation and, if we are unsuccessful in defending ourselves, damages for the unauthorized or unlawful acts of third-party website publishers.

Because many of our client contracts can be cancelled by the client with little or no prior notice or penalty, the cancellation of one or more contracts could result in an immediate decline in our revenue.

We derive our revenue from contracts with our Internet marketing clients, most of which are cancelable with little or no prior notice. In addition, these contracts do not contain penalty provisions for cancellation before the end of the contract term. The non-renewal, renegotiation, cancellation, or deferral of large contracts, or a number of contracts that in the aggregate account for a significant amount of our revenue, is difficult to anticipate and could result in an immediate decline in our revenue.

Unauthorized access to or accidental disclosure of consumer personally-identifiable information that we collect may cause us to incur significant expenses and may negatively affect our credibility and business.

There is growing concern over the security of personal information transmitted over the Internet, consumer identity theft and user privacy. Despite our implementation of security measures, our computer systems may be susceptible to electronic or physical computer break-ins, viruses and other disruptions and security breaches. Any perceived or actual unauthorized disclosure of personally-identifiable information regarding website visitors, whether through breach of our network by an unauthorized party, employee theft, misuse or error or otherwise, could harm our reputation, impair our ability to attract website visitors and attract and retain our clients, or subject us to claims or litigation arising from damages suffered by consumers, and thereby harm our business and operating results. In addition, we could incur significant costs in complying with the multitude of state, federal and foreign laws regarding the unauthorized disclosure of personal information.

If we do not adequately protect our intellectual property rights, our competitive position and business may suffer.

Our ability to compete effectively depends upon our proprietary systems and technology. We rely on trade secret, trademark and copyright law, confidentiality agreements, and technical measures to protect our proprietary rights. We currently have two patent applications pending in the United States and no issued patents. Effective trade secret, copyright, trademark and patent protection may not be available in all countries where we currently operate or in which we may operate in the future. Some of our systems and technologies are not covered by any copyright, patent or patent application. We cannot guarantee that: (i) our intellectual property rights will provide competitive advantages to us; (ii) our ability to assert our intellectual property rights against potential competitors or to settle current or future disputes will be effective; (iii) our intellectual property rights will be enforced in jurisdictions where competition may be intense or where legal protection may be weak; (iv) any of the trademarks, copyrights, trade secrets or other intellectual property rights that we presently employ in our business will not lapse or be invalidated, circumvented, challenged, or abandoned; (v) competitors will not design around our protected systems and technology; or (vi) that we will not lose the ability to assert our intellectual property rights against others.

From time to time, we may be a party to a number of third-party intellectual property license agreements and in the future may need to obtain additional licenses or renew existing license agreements. We are unable to predict with certainty whether these license agreements can be obtained or renewed on commercially reasonable terms, or at all.

We have from time to time become aware of third parties who we believe may have infringed on our intellectual property rights. The use of our intellectual property rights by others could reduce any competitive advantage we have developed and cause us to lose clients, third-party website publishers or otherwise harm our business. Policing unauthorized use of our proprietary rights can be difficult and costly. In addition, litigation, while it may be necessary to enforce or protect our intellectual property rights or to defend litigation brought against us, could result in substantial costs and diversion of resources and management attention and could adversely affect our business, even if we are successful on the merits.

Confidentiality agreements with employees, consultants and others may not adequately prevent disclosure of trade secrets and other proprietary information.

We have devoted substantial resources to the development of our proprietary systems and technology. In order to protect our proprietary systems and technology, we enter into confidentiality agreements with our employees, consultants, independent contractors and other advisors. These agreements may not effectively prevent unauthorized disclosure of confidential information or unauthorized parties from copying aspects of our services or obtaining and using information that we regard as proprietary. Moreover, these agreements may not provide an adequate remedy in the event of such unauthorized disclosures of confidential information and we cannot assure you that our rights under such agreements will be enforceable. In addition, others may independently discover trade secrets and proprietary information, and in such cases we could not assert any trade secret rights against such parties. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection could reduce any competitive advantage we have and cause us to lose clients, publishers or otherwise harm our business.

Third parties may sue us for intellectual property infringement which, if successful, could require us to pay significant damages or curtail our offerings.

We cannot be certain that our internally-developed or acquired systems and technologies do not and will not infringe the intellectual property rights of others. In addition, we license content, software and other intellectual property rights from third parties and may be subject to claims of infringement if such parties do not possess the necessary intellectual property rights to the products they license to us.

In addition, we have in the past and may in the future be subject to legal proceedings and claims that we have infringed the patent or other intellectual property rights of third-parties. These claims sometimes involve patent holding companies or other adverse patent owners who have no relevant product revenue and against whom our own patents, if any, may therefore provide little or no deterrence. For example, in December 2012, Internet Patents Corporation (IPC) filed a patent infringement lawsuit against us in the Northern District of California, alleging that some of our websites infringe a patent held by IPC. IPC is a non-practicing entity that relies on asserting its patents as its primary source of revenue. In addition, third parties have asserted and may in the future assert intellectual property infringement claims against our clients, which we have agreed in certain circumstances to indemnify and defend against such claims. Any intellectual property related infringement claims, whether or not meritorious, could result in costly litigation and could divert management resources and attention. Moreover, should we be found liable for infringement, we may be required to enter into licensing agreements, if available on acceptable terms or at all, pay substantial damages, or limit or curtail our systems and technologies. Moreover, we may need to redesign some of our systems and technologies to avoid future infringement liability. Any of the foregoing could prevent us from competing effectively and increase our costs.

Additionally, the laws relating to use of trademarks on the Internet are currently unsettled, particularly as they apply to search engine functionality. For example, other Internet marketing and search companies have been sued in the past for trademark infringement and other intellectual property-related claims for the display of ads or search results in response to user queries that include trademarked terms. The outcomes of these lawsuits have differed from jurisdiction to jurisdiction. For this reason, it is conceivable that certain of our activities could expose us to trademark infringement, unfair competition, misappropriation or other intellectual property related claims which could be costly to defend and result in substantial damages or otherwise limit or curtail our activities, and adversely affect our business or prospects.

If we fail to keep pace with rapidly-changing technologies and industry standards or if our technologies fail to perform as intended, we could lose clients or advertising inventory, and our results of operations may suffer.

The industry in which we compete is characterized by rapidly-changing Internet media and marketing standards, changing technologies, frequent new product and service introductions, and changing user and client demands. The introduction of new technologies and services embodying new technologies and the emergence of new industry standards and practices could render our existing technologies and services obsolete and unmarketable or require unanticipated investments in technology. Our future success will depend in part on our ability to adapt to these rapidly-changing Internet media formats and other technologies. We will need to enhance our existing technologies and services and develop and introduce new technologies and services to address our clients' changing demands. If we fail to adapt successfully to such developments or timely introduce new technologies and services, we could lose clients, our expenses could increase, and we could lose advertising inventory.

In addition, our proprietary technologies are relatively new and evolve quickly and they may contain design or performance defects that are not readily apparent. The use of our proprietary technologies may not achieve the intended results as effectively as other technologies that exist now or may be introduced by our competitors, in which case our business could be harmed.

Changes in government regulation and industry standards applicable to the Internet and our business could decrease demand for our technologies and services or increase our costs.

Laws and regulations that apply to Internet communications, commerce and advertising are becoming more prevalent. These regulations could increase the costs of conducting business on the Internet and could decrease demand for our technologies and services.

In the United States, federal and state laws have been enacted regarding copyrights, sending of unsolicited commercial email, user privacy, search engines, Internet tracking technologies, direct marketing, data security, children's privacy, pricing, sweepstakes, promotions, intellectual property ownership and infringement, trade secrets, export of encryption technology, taxation and acceptable content and quality of goods. Other laws and regulations may be adopted in the future. Laws and regulations, including those related to privacy and use of personal information, are changing rapidly outside the United States as well which may make compliance with such laws and regulations difficult and which may negatively affect our ability to expand internationally. This legislation could: (i) hinder growth in the use of the Internet generally; (ii) decrease the acceptance of the Internet as a communications, commercial and advertising medium; (iii) reduce our revenue; (iv) increase our operating expenses; or (v) expose us to significant liabilities.

The laws governing the Internet remain largely unsettled, even in areas where there has been some legislative action. While we actively monitor this changing legal and regulatory landscape to stay abreast of changes in the laws and regulations applicable to our business, we are not certain how our business might be affected by the application of existing laws governing issues such as property ownership, copyrights, encryption and other intellectual property issues, libel, obscenity and export or import matters to the Internet advertising industry. The vast majority of such laws were adopted prior to the advent of the Internet. As a result, they do not contemplate or address the unique issues of the Internet and related technologies. Changes in laws intended to address such issues could create uncertainty in the Internet market. It may take years to determine how existing laws apply to the Internet and Internet marketing. Such uncertainty makes it difficult to predict costs and could reduce demand for our services or increase the cost of doing business as a result of litigation costs or increased service delivery costs.

In particular, a number of U.S. federal laws impact our business. The Digital Millennium Copyright Act, or DMCA, is intended, in part, to limit the liability of eligible online service providers for listing or linking to third-party websites that include materials that infringe copyrights or other rights. Portions of the Communications Decency Act, or CDA, are intended to provide statutory protections to online service providers who distribute third-party content. We rely on the protections provided by both the DMCA and CDA in conducting our business.

In addition, the Federal Communications Commission recently amended its regulations under the Telephone Consumer Protection Act (TCPA), which became effective in July 2012, which could increase our exposure to liability for certain types of telephonic communication with customers, including calls made by our call centers and text messages to mobile phones. Under the TCPA, plaintiffs may seek actual monetary loss or statutory damages of $500 per violation, whichever is greater, and courts may treble the damage award for willful or knowing violations. If we were subject to litigation for violation of TCPA, we could be exposed to significant damage awards that could, individually or in the aggregate, materially harm our business.

The Department of Education recently issued regulations that restrict Title IV funding for programs not meeting prescribed income-to-debt ratios (i.e., programs not leading to “gainful employment” as defined under the proposed regulation). These provisions, could negatively affect our business with education clients. Any changes in these laws or judicial interpretations narrowing their protections could subject us to greater risk of liability and may increase our costs of compliance with these regulations or limit our ability to operate certain lines of business.

The financial services, education and medical industries are highly regulated and our marketing activities on behalf of our clients in those industries are also regulated. For example, the regulations from the Department of Education on incentive compensation, “gainful employment” and other matters could limit our clients’ businesses and limit the revenue we receive from our education clients. As an additional example, our mortgage and insurance websites and marketing services we offer are subject to various federal, state and local laws, including state licensing laws, federal and state laws prohibiting unfair acts and practices, and federal and state advertising laws. Any failure to comply with these laws and regulations could subject us to revocation of required licenses, civil, criminal or administrative liability, damage to our reputation or changes to or limitations on the conduct of our business. Any of the foregoing could cause our business, operations and financial condition to suffer.

If any regulatory audit, investigation or other proceeding finds us not in compliance with the numerous laws and regulations applicable to us, we may not be able to successfully challenge such finding, and our business could suffer.

We are subject to audits, inquiries, investigations, claims of non-compliance and lawsuits by federal and state governmental agencies, regulatory agencies, attorneys general and other governmental or regulatory bodies, any of whom may allege violations of the legal or regulatory requirements applicable to us. For example, we responded to a civil investigation conducted by the attorneys general of Alabama, Arizona, Delaware, Florida, Idaho, Illinois, Iowa, Kentucky, Massachusetts, Minnesota, Nevada, North Carolina, Oregon, South Carolina, and Tennessee into certain of our marketing and business practices related to our education client vertical during fiscal year 2012. On June 26, 2012, we entered into an Assurance of Voluntary Compliance agreement (the “Agreement”) with the attorneys general which required us to transfer the GIBill.com website to the United States Veterans Administration, to pay $2.5 million to the settling states and to add disclosures and disclaimers to our education-related websites. The new disclosures and disclaimers required by the Agreement could negatively affect media conversion rates and, thus, our revenue or profitability. If the results of future audits, inquiries, investigations, claims and lawsuits are unfavorable to us, we may be required to pay monetary fines or penalties or have restrictions placed on our business. Any one of these sanctions could materially adversely affect our business, financial condition, results of operations and cash flows and result in the imposition of significant restrictions on us and our ability to operate.

Increased taxation of companies engaged in Internet commerce may adversely affect the commercial use of our marketing services and our financial results.

The tax treatment of Internet commerce remains unsettled, and we cannot predict the effect of current attempts to impose sales, income or other taxes on commerce conducted over the Internet. Tax authorities at the international, federal, state and local levels are currently reviewing the taxation of Internet commerce. We have experienced certain states taking expansive positions with regard to their taxation of our services. The imposition of new laws requiring the collection of sales or other transactional taxes on the sale of our services via the Internet could create increased administrative burdens or costs, discourage clients from purchasing services from us, decrease our ability to compete or otherwise substantially harm our business and results of operations.

Limitations on our ability to collect and use data derived from user activities could significantly diminish the value of our services and cause us to lose clients and revenue.

When a user visits our websites, we use technologies, including “cookies,” to collect information such as the user’s Internet Protocol, or IP, address, offerings delivered by us that have been previously viewed by the user and responses by the user to those offerings. We access and analyze this information in order to determine the effectiveness of a marketing campaign and to determine how to modify the campaign. The use of cookies is the subject of regulatory scrutiny and industry self-regulatory activities, including the discussion of “do-not-track” technologies and guidelines and to litigation. The European Union recently passed new data laws relating to the collection and misuse of personal information, including restrictions on the use of Internet tracking tools, or cookies. These new regulations or any similar regulation that is adopted in the U.S. could negatively impact the manner in which we use cookies and require us to incur additional costs or change our business practices, any of which could harm our business. Additionally, users are able to block or delete cookies from their browser. Periodically, certain of our clients and publishers seek to prohibit or limit our collection or use of this data. Interruptions, failures or defects in our data collection systems, as well as privacy concerns regarding the collection of user data, could also limit our ability to analyze data from our clients’ marketing campaigns. This risk is heightened when we deliver marketing services to clients in the financial and medical services client verticals. If our access to data is limited in the future, we may be unable to provide effective technologies and services to clients and we may lose clients and revenue.

As a creator and a distributor of Internet content, we face potential liability and expenses for legal claims based on the nature and content of the materials that we create or distribute. If we are required to pay damages or expenses in connection with these legal claims, our operating results and business may be harmed.

We create original content for our websites and marketing messages and distribute third-party content on our websites and in our marketing messages. As a creator and distributor of original content and third-party provided content, we face potential liability based on a variety of theories, including defamation, negligence, deceptive advertising (including the Department of Education’s regulations regarding misrepresentation in education marketing), copyright or trademark infringement or other legal theories based on the nature, creation or distribution of this information. It is also possible that our website visitors could make claims against us for losses incurred in reliance upon information provided on our websites. We could also be exposed to liability in connection with material posted to our websites by users and other third parties. These claims, whether brought in the United States or abroad, could divert management time and attention away from our business and result in significant costs to investigate and defend, regardless of the merit of these claims. In addition, if we become subject to these types of claims and are not successful in our defense, we may be forced to pay substantial damages.

Wireless devices and mobile phones are increasingly being used to access the Internet, and our online marketing services may not be as effective when accessed through these devices, which could cause harm to our business.

The number of people who access the Internet through mobile devices such as smartphones and tablets has increased substantially in the last few years. Our online marketing services were designed for persons accessing the Internet on a desktop or laptop computer. The smaller screens, lower resolution graphics and less convenient typing capabilities of these devices may make it more difficult for visitors to respond to our offerings. In addition, the cost of mobile advertising is relatively high and may not be cost-effective for our services. If our services continue to be less effective or economically attractive for clients seeking to engage in marketing through these devices and this segment of web traffic grows at the expense of traditional computer Internet access, we will experience difficulty attracting website visitors and attracting and retaining clients, and our operating results and business will be harmed.

We may not succeed in expanding our businesses outside the United States, which may limit our future success. We face additional risks in conducting business in international markets.

One potential area of growth for us is in the international markets, and we have recently entered into certain international markets. We have limited experience in marketing, selling and supporting our services outside of the United States, and we may not be successful in introducing or marketing our services abroad.

There are risks inherent in conducting business in international markets, such as:

- the adaptation of technologies and services to foreign clients' preferences and customs;
- application of foreign laws and regulations to us, including marketing and privacy regulations;
- changes in foreign political and economic conditions;
- tariffs and other trade barriers, fluctuations in currency exchange rates and potentially adverse tax consequences;
- language barriers or cultural differences;
- reduced or limited protection for intellectual property rights in foreign jurisdictions;
- difficulties and costs in staffing, managing or overseeing foreign operations;
- education of potential clients who may not be familiar with online marketing;
- challenges in collecting accounts receivables; and
- employment regulations and local labor conditions.

If we are unable to successfully expand and market our services abroad, our business and future growth may be harmed, and we may incur costs that may not lead to future revenue.

We could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws.

The U.S. Foreign Corrupt Practices Act ("FCPA") and similar worldwide anti-bribery laws generally prohibit companies and their intermediaries from making improper payments to non-U.S. government officials for the purpose of obtaining or retaining business. We operate in parts of the world outside the United States, including India, Brazil and Mexico, that have experienced governmental corruption to some degree. There can be no assurance that our internal control policies and procedures will always protect us from reckless or criminal acts committed by our employees or agents. Violations of these laws, or allegations of such violations, could disrupt our business and result in a material adverse effect on our results of operations, financial condition and cash flows.

We rely on Internet bandwidth and data center providers and other third parties for key aspects of the process of providing services to our clients, and any failure or interruption in the services and products provided by these third parties could harm our business.

We rely on third-party vendors, including data center and Internet bandwidth providers. Any disruption in the network access or co-location services provided by these third-party providers or any failure of these third-party providers to handle current or higher volumes of use could significantly harm our business. Any financial or other difficulties our providers face may have negative effects on our business, the nature and extent of which we cannot predict. We exercise little control over these third-party vendors, which increases our vulnerability to problems with the services they provide. We license technology and related databases from third parties to facilitate analysis and storage of data and delivery of offerings. We have experienced interruptions and delays in service and availability for data centers, bandwidth and other technologies in the past. Any errors, failures, interruptions or delays experienced in connection with these third-party technologies and services could adversely affect our business and could expose us to liabilities to third parties.

Our systems also heavily depend on the availability of electricity, which also comes from third-party providers. If we or third-party data centers which we utilize were to experience a major power outage, we would have to rely on back-up generators. These back-up generators may not operate properly through a major power outage and their fuel supply could also be inadequate during a major power outage or disruptive event. Furthermore, we do not currently have backup generators at our Foster City, California headquarters. Information systems such as ours may be disrupted by even brief power outages, or by the fluctuations in power resulting from switches to and from back-up generators. This could give rise to obligations to certain of our clients which could have an adverse effect on our results for the period of time in which any disruption of utility services to us occurs.

Interruption or failure of our information technology and communications systems could impair our ability to effectively deliver our services, which could cause us to lose clients and harm our operating results.

Our delivery of marketing and media services depends on the continuing operation of our technology infrastructure and systems. Any damage to or failure of our systems could result in interruptions in our ability to deliver offerings quickly and accurately and/or process visitors' responses emanating from our various web presences. Interruptions in our service could reduce our revenue and profits, and our reputation could be damaged if people believe our systems are unreliable. Our systems and operations are vulnerable to damage or interruption from earthquakes, terrorist attacks, floods, fires, power loss, break-ins, hardware or software failures, telecommunications failures, computer viruses or other attempts to harm our systems, and similar events.

We lease or maintain server space in various locations, including in San Francisco, California. Our California facilities are located in areas with a high risk of major earthquakes. Our facilities are also subject to break-ins, sabotage and intentional acts of vandalism, and to potential disruptions if the operators of these facilities have financial difficulties. Some of our systems are not fully redundant, and our disaster recovery planning cannot account for all eventualities. The occurrence of a natural disaster, a decision to close a facility we are using without adequate notice for financial reasons or other unanticipated problems at our facilities could result in lengthy interruptions in our service.

Any unscheduled interruption in our service would result in an immediate loss of revenue. If we experience frequent or persistent system failures, the attractiveness of our technologies and services to clients and website publishers could be permanently harmed. The steps we have taken to increase the reliability and redundancy of our systems are expensive, reduce our operating margin, and may not be successful in reducing the frequency or duration of unscheduled interruptions.

Any constraints on the capacity of our technology infrastructure could delay the effectiveness of our operations or result in system failures, which would result in the loss of clients and harm our business and results of operations.

Our future success depends in part on the efficient performance of our software and technology infrastructure. As the numbers of websites and Internet users increase, our technology infrastructure may not be able to meet the increased demand. A sudden and unexpected increase in the volume of user responses could strain the capacity of our technology infrastructure. Any capacity constraints we experience could lead to slower response times or system failures and adversely affect the availability of websites and the level of user responses received, which could result in the loss of clients or revenue or harm to our business and results of operations.

We could lose clients if we fail to detect click-through or other fraud on advertisements in a manner that is acceptable to our clients.

We are exposed to the risk of fraudulent clicks or actions on our websites or our third-party publishers' websites, which could lead the clients to become dissatisfied with our campaigns, and in turn, lead to loss of clients and the related revenue. Click-through fraud occurs when an individual clicks on an ad displayed on a website or an automated system is used to create such clicks with the intent of generating the revenue share payment to the publisher rather than to view the underlying content. Action fraud occurs when on-line forms are completed with false or fictitious information in an effort to increase the compensable actions in respect of which a web publisher is to be compensated. From time to time, we have experienced fraudulent clicks or actions. We do not charge our clients for fraudulent clicks or actions when they are detected, and such fraudulent activities could negatively affect our profitability or harm our reputation. If fraudulent clicks or actions are not detected, the affected clients may experience a reduced return on their investment in our marketing programs, which could lead the clients to become dissatisfied with our campaigns, and in turn, lead to loss of clients and the related revenue. Additionally, we have, from time to time, had to, and in the future may have to, terminate relationships with web publishers who we believed to have engaged in fraud. Termination of such relationships entails a loss of revenue associated with the legitimate actions or clicks generated by such web publishers.

If we fail to maintain proper and effective internal controls, our ability to produce accurate financial statements on a timely basis could be impaired, which would adversely affect our ability to operate our business.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. We may in the future discover areas of our internal financial and accounting controls and procedures that need improvement. Our internal control over financial reporting will not prevent or detect all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud will be detected. If we are unable to maintain proper and effective internal controls, we may not be able to produce accurate financial statements on a timely basis, which could adversely affect our ability to operate our business and could result in regulatory action.

Risks Related to the Ownership of Our Common Stock

Our stock price may be volatile, and you may not be able to resell shares of our common stock at or above the price you paid.

The trading price of our common stock has been highly volatile since our initial public offering and may continue to be subject to wide fluctuations in response to various factors, some of which are beyond our control. These factors include those discussed in this "Risk Factors" section of this report on Form 10-Q and others such as:

- our ability to return to growth and to manage any such growth effectively;
- changes in earnings estimates or recommendations by securities analysts;
- our ability to find, develop or retain high quality targeted media on a cost effective basis;
- announcements about our revenues, earnings or other financial results that are not in line with analyst expectations, the risk of which is heightened because it is our policy not to give quarterly guidance on revenue, earnings, or growth rates.
- changes or continued uncertainty in governmental regulations;
- announcements regarding stock repurchase programs and the timing and amount of shares we purchase under such programs;
- announcements by us or our competitors of new services, significant contracts, commercial relationships, acquisitions or capital commitments;
- changes in the search engine rankings of our sites or our ability to access PPC advertising;
- developments with respect to intellectual property rights;
- our ability to develop and market new and enhanced products on a timely basis;

- our commencement of, or involvement in, litigation;
- negative publicity about us, our industry, our clients or our clients' industries; and
- the continuance of the slowdown in our industry or the general economy.

In recent years, the stock market in general, and the market for technology and Internet-based companies in particular, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors may seriously affect the market price of our common stock, regardless of our actual operating performance. In addition, in the past, following periods of volatility in the overall market and the market price of a particular company's securities, securities class action litigation has often been instituted against these companies. Such litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

If securities or industry analysts do not publish research or reports about our business, or if they issue an adverse opinion regarding our stock, our stock price and trading volume could decline.

The trading market for our common stock is influenced by the research and reports that industry or securities analysts publish about us, our business or the industries or businesses of our clients. If any of the analysts who cover us issue an adverse opinion regarding our stock, our stock price would likely decline. If one or more of these analysts ceases coverage of our company or fails to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

Material differences between our results and security analysts' estimates could cause our stock price to decrease.

Our results may differ materially from security analysts' estimates, either in total or for a specific client vertical, and such difference could cause the market price of our stock to decrease.

Our directors and executive officers and their respective affiliates have substantial control over us and could delay or prevent a change in corporate control.

As of December 31, 2012, our directors and executive officers, together with their affiliates, beneficially owned approximately 28% of our outstanding common stock. As a result, these stockholders, acting together, have substantial control over the outcome of matters submitted to our stockholders for approval, including the election of directors and any merger, consolidation or sale of all or substantially all of our assets. In addition, these stockholders, acting together, have significant influence over the management and affairs of our company. Accordingly, this concentration of ownership may have the effect of:

- delaying, deferring or preventing a change in corporate control;
- impeding a merger, consolidation, takeover or other business combination involving us; or
- discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of us.

Future sales of shares by existing stockholders could cause our stock price to decline.

If our directors, officers and/or substantial shareholders were to sell, or indicate an intent to sell, substantial amounts of our common stock held by them, the trading price of our common stock could decline significantly.

Provisions in our charter documents under Delaware law and in contractual obligations could discourage a takeover that stockholders may consider favorable and may lead to entrenchment of management.

Our amended and restated certificate of incorporation and bylaws contain provisions that could have the effect of delaying or preventing changes in control or changes in our management without the consent of our board of directors. These provisions include:

- a classified board of directors with three-year staggered terms, which may delay the ability of stockholders to change the membership of a majority of our board of directors;

- no cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- the exclusive right of our board of directors to elect a director to fill a vacancy created by the expansion of the board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;
- the ability of our board of directors to determine to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer;
- a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;
- the requirement that a special meeting of stockholders may be called only by the chairman of the board of directors, the chief executive officer or the board of directors, which may delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors; and
- advance notice procedures that stockholders must comply with in order to nominate candidates to our board of directors or to propose matters to be acted upon at a stockholders' meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquiror's own slate of directors or otherwise attempting to obtain control of us.

We are subject to certain anti-takeover provisions under Delaware law. Under Delaware law, a corporation may not, in general, engage in a business combination with any holder of 15% or more of its capital stock unless the holder has held the stock for three years or, among other things, the board of directors has approved the transaction.

We do not currently intend to pay dividends on our common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.

We currently have not and do not intend to declare and pay dividends on our common stock for in the near term. We currently intend to invest our future earnings, if any, to fund our growth. Additionally, the terms of our credit facility restrict our ability to pay dividends. Therefore, you are not likely to receive any dividends on your common stock in the near term.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Unregistered Sales of Equity Securities

None.

Purchases of Equity Securities by QuinStreet

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

Entry into a Material Definitive Agreement and Creation of a Direct Financial Obligation

On February 15, 2013, QuinStreet, Inc. (the “Company”) entered into the First Amendment to Credit Agreement and Amendment to Guaranty (“First Amendment”) with Comerica Bank (the “Bank”), the administrative agent and lead arranger. The First Amendment revised the terms of the Second Amended and Restated Revolving Credit and Term Loan Agreement (“Second Loan Agreement”) between the Company and the Bank to, among others: (1) amend the definition of adjusted EBITDA, effective as of December 31, 2012, to exclude extraordinary or non-recurring non-cash expenses of losses including, without limitation, goodwill impairments, and any extraordinary or non-recurring cash expenses in an aggregate amount not to exceed $5.0 million for the life of the Second Loan Agreement; and (2) reduce the $200.0 million five-year revolving credit line portion of the facility to $100.0 million, effective as of February 15, 2013. See Note 7 to the accompanying unaudited condensed consolidated financial statements for additional information. The description of the First Amendment is qualified by the full text, which is filed as Exhibit 10.1 to this Quarterly Report on Form 10-Q and incorporated by reference herein.

ITEM 6. EXHIBITS

Exhibit Number	Description of Document
10.1*	First Amendment to Credit Agreement and Amendment to Guaranty dated as of February 15, 2013.
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1‡	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.
‡ Furnished herewith.
** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

QUINSTREET, INC.

/s/ Kenneth Hahn
Kenneth Hahn
Chief Financial Officer and Chief Operating Officer
(Principal Financial Officer and duly authorized signatory)
Date: February 15, 2013

/s/ Gregory Wong
Gregory Wong
Vice President Finance
(Principal Accounting Officer)
Date: February 15, 2013

INDEX TO EXHIBITS

Exhibit Number	Description of Document
10.1*	First Amendment to Credit Agreement and Amendment to Guaranty dated as of February 15, 2013.
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1‡	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101. LAB**	XBRL Taxonomy Extension Label Linkbase Document
101. PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.
‡ Furnished herewith.
** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

Exhibit 10.1

**FIRST AMENDMENT TO CREDIT AGREEMENT
AND AMENDMENT TO GUARANTY**

This First Amendment to Credit Agreement and Amendment to Guaranty ("First Amendment") is made as of February 15, 2013, by and among QuinStreet, Inc. ("Borrower"), the financial institutions from time to time signatories thereto (collectively, the "Lenders"), Comerica Bank, as administrative agent for the Lenders (in such capacity, the "Agent") and the Guarantors signatories hereto.

RECITALS

A. Borrower entered into that certain Second Amended and Restated Revolving Credit and Term Loan Agreement (as amended, restated or otherwise modified from time to time, the "Credit Agreement") with Agent and the Lenders, under which Lenders extended (or committed to extend) credit to Borrower, as set forth therein.

B. Pursuant to the terms of the Credit Agreement, the Guarantors executed and delivered to Agent that certain Guaranty dated as of September 29, 2008 (pursuant to execution of the original Guaranty, joinder agreements or otherwise).

C. Borrower has requested that the Lenders make certain amendments to the Credit Agreement, and Agent and Lenders are willing to do so, but only on the terms and conditions set forth in this First Amendment.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, Borrower, Guarantors, Agent and Lenders agree as follows:

1. The following definition is hereby added to Section 1.1 of the Credit Agreement:

   "First Amendment Effective Date" shall mean February 15, 2013.

2. The following definitions in Section 1.1 of the Credit Agreement are hereby amended and restated as follows:

   "EBITDA" shall mean with respect to any fiscal period an amount equal to the sum of earnings for such period, before deduction for (i) depreciation, amortization, non-cash stock compensation, net interest and taxes for such period, (ii) commencing with the fiscal quarter ending December 31, 2012, any extraordinary or non-recurring non-cash expenses or losses (including, without limitation, goodwill impairments) for such period, (iii) commencing with the fiscal quarter ending December 31, 2012, any extraordinary or non-recurring cash expenses for such period in an aggregate amount not to exceed $5,000,000 for the life of this Agreement, and (iv) one-time acquisition costs related to FASB 141r, measured on a trailing four fiscal quarter basis, minus any extraordinary or non-recurring cash or non-cash gains for such period.

"Revolving Credit Aggregate Commitment" shall mean One Hundred Million Dollars ($100,000,000), subject to increases pursuant to Section 2.13 hereof by an amount not to exceed the Revolving Credit Optional Increase, subject to reduction or termination under Section 2.11 or 9.2 hereof.

3. The first sentence of Section 3.1 of the Credit Agreement is hereby amended and restated as follows:

   "Subject to the terms and conditions of this Agreement, Issuing Lender may, but shall not be required to, through the Issuing Office, at any time and from time to time from and after the date hereof until thirty (30) days prior to the Revolving Credit Maturity Date, upon the written request of the Borrower accompanied by a duly executed Letter of Credit Agreement and such other documentation related to the requested Letter of Credit as the Issuing Lender may require, issue Letters of Credit in Dollars for the account of the Borrower, in an aggregate amount for all Letters of Credit issued hereunder at any one time outstanding not to exceed the Letter of Credit Maximum Amount."

4. The last sentence of Section 3.6(g) of the Credit Agreement is hereby deleted in its entirety.

5. The Guarantors, Agent and Lenders hereby agree that the Guaranty is hereby amended by deleting the definition of "Guaranteed Obligations" as set forth therein in its entirety, and replacing it with the following:

   *"**Guaranteed Obligations**" shall mean, collectively, all Indebtedness (as defined in the Credit Agreement) (including, without limitation, interest accruing at the then applicable rate provided in the Credit Agreement after maturity thereof and accruing on or after the filing of any petition in bankruptcy, or the commencement of any insolvency, reorganization or like proceeding by or against the Credit Parties or any one of them, whether or not a claim for post-filing or post-petition interest is allowed in such a proceeding and including, without limitation, interest at the highest allowable per annum rate specified in any document, instrument or agreement applicable to any of the Indebtedness), and all other liabilities and obligations of any Credit Party, in each case whether direct or indirect, absolute or contingent, due or to become due, now existing or hereafter incurred, which may arise under, out of, or in connection with the Credit Agreement, this Guaranty and the other Loan Documents. Notwithstanding anything to the contrary in this Guaranty, with respect to any Guarantor, the term "Guaranteed Obligations" shall not include any obligation of any Credit Party to Bank with respect to a "swap," as defined in Section 1(a)(47) of the Commodity Exchange Act ("CEA"), entered into on or after October 12, 2012, if at the time that swap is entered into, such Guarantor is not an "eligible contract participant," as defined in Section 1(a)(18) of the CEA.*

6. Existing Section 1.2 to the Credit Agreement is hereby deleted and replaced with new Schedule 1.2 attached hereto as Attachment 1.

7. This First Amendment shall become effective (according to the terms hereof) on the date that the following conditions have been satisfied ("First Amendment Effective Date"):

   (a) Agent shall have received fully executed versions of this First Amendment, in each case duly executed and delivered by Borrower, Agent and the requisite Lenders, in form reasonably satisfactory to Agent and Lenders.

   (b) Agent shall have received fully executed versions of replacement Revolving Credit Notes for each Lender, in each case duly executed and delivered by Borrower.

   (c) Borrower shall have paid (i) to the Agent a nonrefundable amendment fee in an amount equal to $200,000, such fee to be distributed as determined by the Agent to the Lenders that have executed this First Amendment and (ii) to the Agent all fees, costs and expenses, if any, owed to Agent and Lenders and accrued to the First Amendment Effective Date, in each case, as and to the extent required to be paid in accordance with the Loan Documents.

8. Borrower hereby represents and warrants that, after giving effect to the amendments to the Credit Agreement and consents contained herein, (a) the execution and delivery of this First Amendment are within its corporate powers, have been duly authorized, are not in contravention of law or the terms of its organizational documents, and except as have been previously obtained do not require the consent or approval, material to the amendments contemplated in this First Amendment, of any governmental body, agency or authority, and this First Amendment and the Credit Agreement (as amended herein) will constitute the valid and binding obligations of such Borrower enforceable in accordance with its terms, except as enforcement thereof may be limited by applicable bankruptcy, reorganization, insolvency, moratorium or similar laws affecting the enforcement of creditors' rights generally and by general principles of equity (whether enforcement is sought in a proceeding in equity or at law), (b) the continuing representations and warranties set forth in Article 6 of the Credit Agreement are true and correct in all material respects on and as of the date hereof (other than any representation or warranty that expressly speaks only as of a certain date), and such representations and warranties are and shall remain continuing representations and warranties during the entire life of the Credit Agreement, and (c) as of this First Amendment Effective Date, no Default or Event of Default shall have occurred and be continuing.

9. Borrower, Guarantors and Lenders each hereby ratify and confirm their respective obligations under the Credit Agreement and Guaranty, as applicable, as amended by this First Amendment, and agree that the Credit Agreement and Guaranty hereby remains in full force and effect after giving effect to this First Amendment and that, upon such effectiveness, all references in such Loan Documents to the "Credit Agreement" and "Guaranty" shall be references to the Credit Agreement and Guaranty, respectively as amended by this First Amendment.

10. Except as specifically set forth above, this First Amendment shall not be deemed to amend or alter in any respect the terms and conditions of the Credit Agreement, any of the Notes issued thereunder or the Guaranty, or to constitute a waiver by Lenders or Agent of any right or remedy under or a consent to any transaction not meeting the terms and conditions of the Credit Agreement, any of the Notes issued thereunder, the Guaranty or any of the other Loan Documents.

11. Unless otherwise defined to the contrary herein, all capitalized terms used in this First Amendment shall have the meaning set forth in the Credit Agreement.

12. This First Amendment may be executed in counterpart in accordance with Section 13.9 of the Credit Agreement.

13. This First Amendment shall be construed in accordance with and governed by the laws of the State of California.

IN WITNESS WHEREOF, the Borrower, the Guarantors, the Lenders and Agent have each caused this First Amendment to be executed by their respective duly authorized officers or agents, as applicable, all as of the date first set forth above.

COMERICA BANK, as Agent

By: /s/ Philip Koblis
Name: Philip Koblis
Title: Senior Vice President

COMERICA BANK, as Issuing Lender, as Swing Line Lender and as a Lender

By:	/s/ Philip Koblis
Name:	Philip Koblis
Its:	Senior Vice President

CREDIT SUISSE AG, Cayman Islands Branch, as a Lender

By: ________________________
Name: ________________________
Its: ________________________

J.P. MORGAN CHASE, N.A., as a Lender

By: ________________________
Name: ________________________
Its: ________________________

UNION BANK, N.A., as a Lender

By:	/s/ Michael Stahl
Name:	Michael Stahl
Its:	Vice President

BANK OF AMERICA, N.A., as a Lender

By: /s/ Ronald J. Drobny
Name: Ronald J. Drobny
Its: Senior Vice President

U.S. BANK, NATIONAL ASSOCIATION, as a Lender

By:	/s/ Christi K. Shaw
Name:	Christi K. Shaw
Its:	Vice President

BANK OF THE WEST, as a Lender

By: ________________________
Name: ________________________
Its: ________________________

SILICON VALLEY BANK, as a Lender

By: ______________________
Name: ______________________
Its: ______________________

QUINSTREET, INC., as Borrower

By: /s/ Douglas J. Valenti
Name: Douglas J. Valenti
Its: CEO

QUINSTREET MEDIA, INC., as a Guarantor

By: /s/ Douglas J. Valenti
Name: Douglas J. Valenti
Title: President

QUINSTREET LLC, as a Guarantor

By: /s/ Douglas J. Valenti
Name: Douglas J. Valenti
Title: Manager

HQ PUBLICATIONS LLC, as a Guarantor

By: /s/ Douglas J. Valenti
Name: Douglas J. Valenti
Title: Manager, Quinstreet, LLC

Schedule 1.2
Percentages and Allocations
Revolving Credit and Term Loan Facilities

LENDERS	REVOLVING CREDIT ALLOCATIONS	REVOLVING CREDIT PERCENTAGE	TERM LOAN ALLOCATIONS	TERM LOAN PERCENTAGE	TOTAL ALLOCATION	WEIGHTED PERCENTAGE
Comerica Bank	$ 23,700,000	23.700000%	$ 23,217,500	25.100000%	$ 46,917,500	24.372727273%
Bank of America	$ 22,125,000	22.125000%	$ 21,506,250	23.250000%	$ 43,631,250	22.665584416%
Union Bank	$ 16,375,000	16.375000%	$ 15,956,250	17.250000%	$ 32,331,250	16.795454545%
U.S. Bank	$ 11,475,000	11.475000%	$ 11,146,250	12.050000%	$ 22,621,250	11.751298701%
Silicon Valley Bank	$ 9,850,000	9.850000%	$ 9,527,500	10.300000%	$ 19,377,500	10.066233766%
Bank of the West	$ 8,200,000	8.200000%	$ 7,955,000	8.600000%	$ 16,155,000	8.392207792%
Credit Suisse	$ 5,000,000	5.000000%	$ 0	0.000000%	$ 5,000,000	2.597402597%
J.P. Morgan Chase	$ 3,275,000	3.275000%	$ 3,191,250	3.450000%	$ 6,466,250	3.359090909%
TOTALS	**$100,000,000**	**100%**	**$ 92,500,000**	**100%**	**$192,500,000**	**100%**

EXHIBIT 31.1

CERTIFICATION
PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT

I, Douglas Valenti, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of QuinStreet, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the company’s internal control over financial reporting that occurred during the company’s most recent fiscal quarter (the company’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company’s internal control over financial reporting; and

5. The company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company’s auditors and the audit committee of the company’s board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company’s ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company’s internal control over financial reporting.

/s/ Douglas Valenti
Douglas Valenti
Chairman and Chief Executive Officer
(Principal Executive Officer)
Date: February 15, 2013

EXHIBIT 31.2

CERTIFICATION
PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT

I, Kenneth Hahn, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of QuinStreet, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a 15(f) and 15d 15(f)) for the company and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the company's most recent fiscal quarter (the company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

/s/ Kenneth Hahn

Kenneth Hahn
Chief Financial Officer (Principal Financial Officer)and Chief
Operating Officer
Date: February 15, 2013

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The certification set forth below is being submitted in connection with the report on Form 10-Q of QuinStreet, Inc. (the "Report") for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code.

Douglas Valenti, the Chief Executive Officer, and Kenneth Hahn, the Chief Financial Officer of QuinStreet, Inc., each certifies that, to the best of his knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of QuinStreet, Inc.

Date: February 15, 2013

/s/ Douglas Valenti
Douglas Valenti
Chairman and Chief Executive Officer
(Principal Executive Officer)

/s/ Kenneth Hahn
Kenneth Hahn
Chief Financial Officer (Principal Financial Officer)
and Chief Operating Officer