FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Name and Address of Reporting Person* Valenti Douglas						2. Issuer Name and Ticker or Trading Symbol QUINSTREET, INC [QNST]								5. Relationship of Reporting (Check all applicable) X Director			g Pers	10% Owner	
(Last) (First) (Middle) 950 TOWER LANE, 6TH FLOOR						3. Date of Earliest Transaction (Month/Day/Year) 08/03/2020								X	Officer (give title below) Chief Executive Officer				
(Street) FOSTER CITY CA 94404 (City) (State) (Zip)				4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)									Form f	dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye					ion	2A. Do Execu	A. Deemed xecution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an				5. Amount of		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
								Code	v	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)				Instr. 4)	
Common Stock				08/03/2020)		M		2,084	A	\$4	.01	462	2,089		D		
Common Stock				08/03/2020)		S		2,084(1)	D	\$11.7	432(2)	460	60,005		D		
Common Stock 0				08/03/2	020)		M		4,167	A	\$3	.63	464	4,172		D		
Common Stock 08				08/03/2	08/03/2020				S		4,167(1)	D	\$11.7	335 ⁽³⁾	460	50,005		D	
Common Stock														6,	6,903		I 1	by Son ⁽⁴⁾	
Common Stock															3,41	11,246		I I	by Trust
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)		4. Transa Code (8)			6. Date Exer Expiration D (Month/Day/		ate	7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		D Si (li	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						de V (A)		(D)	Date Exercisable		Expiration Date	Title	Amo or Num of Shar	ber					
Non- Qualified Stock Option (right to buy)	\$3.63	08/03/2020			M			4,167	(5	i)	07/28/2023	Common Stock	4,1	67	\$0.0	4,001		D	
Non- Qualified Stock Option (right to buy)	\$4.01	08/03/2020			М			2,084	(€	5)	07/26/2024	Common Stock	2,0	84	\$0.0	25,000		D	

Explanation of Responses:

- 1. These shares were effected pursuant to a Rule 10b5-1 trading plan. The plan was implemented to meet long-term estate planning and diversification objectives of the reporting person, and extend over an approximately one and a half year period. The shares sold represent less than 1% of the shares beneficially owned by the reporting person as of December 31, 2019.
- 2. The shares were sold at prices between \$11.46 and \$11.90. The reporting person will provide upon request to the SEC, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each price.
- 3. The shares were sold at prices between \$11.45 and \$11.90. The reporting person will provide upon request to the SEC, the issuer, or security holder of the issuer, full information regarding the number of shares sold at each price.
- 4. Shares held by Mr. Valenti's children.
- 5. The option vested and became exercisable at a rate of 25% of the option on the first anniversary of the vesting commencement date, July 29, 2016, and the remainder of the option vest in equal monthly installments over 36 months thereafter. The initial vest date was July 29, 2017 and the final vest date is July 29, 2020.
- 6. The option vested and became exercisable at a rate of 25% of the option on the first anniversary of the vesting commencement date, July 27, 2017, and the remainder of the option vest in equal monthly installments over 36 months thereafter. The initial vest date was July 27, 2018 and the final vest date is July 27, 2021.

By: Gregory Wong For: 08/05/2020 Douglas Valenti

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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