

QUINSTREET, INC  
Form 8-K  
October 30, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 24, 2018**

**QUINSTREET, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-34628**  
**(Commission**

**File Number)**  
**950 Tower Lane, 6<sup>th</sup> Floor**

**77-0512121**  
**(I.R.S. Employer**

**Identification No.)**

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**Foster City, CA 94404**

**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (650) 578-7700**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 2.02. Results of Operations and Financial Condition.**

On October 30, 2018, QuinStreet, Inc. (the Company) issued a press release announcing the Company's financial results for the first quarter ended September 30, 2018 of fiscal 2019. A copy of the Company's press release is attached hereto as Exhibit 99.1.

The information furnished under Item 2.02 of this Current Report on Form 8-K, including the exhibit, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), nor shall it be deemed incorporated by reference into the Company's filings with the SEC under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held its 2018 Annual Meeting of Stockholders on October 24, 2018. Of the 49,062,817 shares of the Company's common stock outstanding as of August 31, 2018 (the record date), 43,035,444 shares, or 87.71%, were present or represented by proxy at the meeting. Three proposals were considered at the meeting.

Proposal One. The stockholders elected the Company's Class III nominee to the Company's Board of Directors to serve for a three-year term, until his successor is duly elected and qualified. The table below presents the results of the election:

| <b>Name</b>     | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------|------------|-----------------|-------------------------|
| Douglas Valenti | 37,822,871 | 428,168         | 4,784,405               |

Proposal Two. The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2019. The table below presents the voting results on this proposal:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 42,682,857 | 273,956        | 78,631             |

Proposal Three. The stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's 2018 Proxy Statement. The table below presents the voting results on this proposal:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 37,798,947 | 382,387        | 69,705             | 4,784,405               |

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibit**

**Exhibit**

**Number**

**Description**

|      |  |
|------|--|
| 99.1 | <u>Press release dated October 30, 2018.</u> |
|------|--|

**SIGNATURE**

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 hereunto duly authorized.

**QUINSTREET, INC.**

Dated: October 30, 2018

By: /s/ Gregory Wong  
Gregory Wong  
Chief Financial Officer and Senior Vice President