

Simons James R.
Form 4
November 02, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Simons James R.

2. Issuer Name and Ticker or Trading Symbol
QUINSTREET, INC [QNST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
950 TOWER LANE, 6TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

FOSTER CITY, CA 94404

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/31/2018		M ⁽¹⁾		21,780 (1)	A	\$ 11.26 43,401 (2) (3) D
Common Stock	10/31/2018		S ⁽¹⁾		21,780 (4)	D	\$ 15.1667 21,621 (2) (3) D
Common Stock	11/02/2018		M ⁽⁵⁾		25,000 (5)	A	\$ 6.9 46,621 (2) (3) D
Common Stock	11/02/2018		M ⁽⁵⁾		25,000 (5)	A	\$ 9.24 71,621 (2) (3) D
Common Stock	11/02/2018		M ⁽⁵⁾		25,000 (5)	A	\$ 4.31 96,621 (2) (3) D

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Common Stock	11/02/2018	M ⁽⁵⁾	25,000 ⁽⁵⁾	A	\$ 5.8	121,621 ⁽²⁾ <u>(3)</u>	D	
Common Stock	11/02/2018	S ⁽⁵⁾	100,000	D	\$ 17.0737 <u>(6)</u>	21,621 ⁽²⁾ <u>(3)</u>	D	
Common Stock	11/02/2018	S	872	D	\$ 17.0737 <u>(6)</u>	0	I	SPVC Affiliates Fund ⁽⁷⁾
Common Stock	11/02/2018	S	18	D	\$ 17.0737 <u>(6)</u>	0	I	SPVC V, LLC ⁽⁸⁾
Common Stock						34,841	I	By Trust <u>(9)</u>

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Nonstatutory Stock Option (right to buy)	\$ 11.26	10/31/2018		M ⁽¹⁾	21,780 <u>(1)</u>	<u>(10)</u> 11/02/2018	Common Stock 21,780 <u>(1)</u>
Nonstatutory Stock Option (right to buy)	\$ 6.9	11/02/2018		M ⁽⁵⁾	25,000 <u>(5)</u>	<u>(10)</u> 10/25/2019	Common Stock 25,000 <u>(5)</u>
Nonstatutory Stock Option (right to buy)	\$ 9.24	11/02/2018		M ⁽⁵⁾	25,000 <u>(5)</u>	<u>(10)</u> 10/27/2020	Common Stock 25,000 <u>(5)</u>
Nonstatutory Stock Option (right to buy)	\$ 4.31	11/02/2018		M ⁽⁵⁾	25,000 <u>(5)</u>	<u>(10)</u> 10/28/2021	Common Stock 25,000 <u>(5)</u>

Nonstatutory Stock Option (right to buy)	\$ 5.8	11/02/2018	M ⁽⁵⁾	25,000 ⁽⁵⁾	⁽¹⁰⁾	10/25/2022	Common Stock	25,000 ⁽⁵⁾
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Simons James R. 950 TOWER LANE, 6TH FLOOR FOSTER CITY, CA 94404		X		

Signatures

/s/Steven Schwen, attorney-in-fact	11/02/2018
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**Signature of Reporting Person	Date
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Explanation of Responses:

- * 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).
- (1) Represents an option that was exercised and the purchased shares were sold by the reporting person, for the sole benefit of SPVC V, LLC pursuant to the letter agreement with SPVC V, LLC, under a pre-arranged sales plan pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Includes 7,733 shares of common stock that are issuable pursuant to a Restricted Stock Unit (RSU) award. The vesting commencement date of the RSU award is November 10, 2018 and it vests daily over one year. These shares are beneficially owned by the reporting person and are not subject to the letter agreement with SPVC V, LLC where the reporting person holds securities for the sole benefit of SPVC V, LLC.
- (3) Includes 13,888 shares of common stock that are issuable pursuant to a RSU award. The vesting commencement date of the RSU award is November 10, 2017 and it vests daily over one year. This RSU award is held by the reporting person for the sole benefit of SPVC V, LLC pursuant to a letter agreement with SPVC V, LLC.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.47, inclusive. The reporting person undertakes to provide to QuinStreet, Inc., any security holder of QuinStreet, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.
- (5) Represents an option that was exercised and the purchased shares were sold by the reporting person for the sole benefit of SPVC V, LLC pursuant to the letter agreement with SPVC V, LLC.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.77 to \$17.45, inclusive. The reporting person undertakes to provide to QuinStreet, Inc., any security holder of QuinStreet, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (6) to this Form 4.
- (7) Represents securities held directly by SPVC Affiliates Fund I, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to three individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person disclaims beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (8) Represents securities held directly by SPVC V, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to three individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person disclaims beneficial ownership of the reported securities,

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except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (9) Represents securities held directly by the James Rexroad Simons Trust, which the reporting person is the trustee. The reporting person disclaims beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (10) This option is fully vested and exercisable.

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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