

SANDS GREGORY P
Form 4
April 30, 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 *
SANDS GREGORY P

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)
04/26/2018

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

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

FOSTER CITY, CA 94404

(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				
					(A) or (D)	Price			
						\$			
Common Stock	04/26/2018		M		139,643 (1)	3.52 (1)	217,314	D	
Common Stock							6,785	I	by Managed Account (2)
Common Stock							14,912	I	by Son (3)
Common Stock							224,761	I	by Trust (4)

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

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SEC 1474
(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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 2.7	04/26/2018		M	18,979	<u>(5)</u> 11/13/2023	Common Stock	18,979	
Non-Qualified Stock Option (right to buy)	\$ 2.99	04/26/2018		M	15,889	<u>(5)</u> 02/11/2023	Common Stock	15,889	
Non-Qualified Stock Option (right to buy)	\$ 3.14	04/26/2018		M	18,028	<u>(5)</u> 08/23/2023	Common Stock	18,028	
Non-Qualified Stock Option (right to buy)	\$ 3.16	04/26/2018		M	14,552	<u>(5)</u> 05/12/2023	Common Stock	14,552	
Non-Qualified Stock Option (right to buy)	\$ 3.21	04/26/2018		M	14,139	<u>(5)</u> 02/12/2024	Common Stock	14,139	
Non-Qualified Stock Option (right to buy)	\$ 3.67	04/26/2018		M	1,486	<u>(5)</u> 06/01/2023	Common Stock	1,486	
Non-Qualified Stock Option (right to buy)	\$ 3.76	04/26/2018		M	11,872	<u>(5)</u> 05/11/2024	Common Stock	11,872	
Non-Qualified Stock Option (right to buy)	\$ 4.31	04/26/2018		M	25,000	<u>(5)</u> 10/28/2021	Common Stock	25,000	
Non-Qualified Stock Option (right to buy)	\$ 4.33	04/26/2018		M	9,826	<u>(5)</u> 11/10/2021	Common Stock	9,826	

Non-Qualified Stock Option (right to buy)	\$ 4.55	04/26/2018	M	9,872	(5)	09/16/2021	Common Stock	9,8
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDS GREGORY P 950 TOWER LANE, 6TH FLOOR FOSTER CITY, CA 94404	X			

Signatures

By: Gregory Wong For: Gregory
Sands 04/30/2018

__Signature of Reporting Person

Date

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) Mr. Sands exercised 139,643 options to purchase common stock at exercise prices between \$2.70 to \$4.55.
- (2) Shares held by a charitable remainder unitrust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.
- (3) Shares held by children of the reporting person. The reporting person disclaims beneficial ownership in these shares.
- (4) Shares held by trust of which reporting person is a trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.
- (5) The shares of common stock subject to this option are 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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