

SANDS GREGORY P  
Form 4  
September 05, 2018

**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 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SANDS GREGORY P

(Last) (First) (Middle)

950 TOWER LANE, 6TH FLOOR

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

QUINSTREET, INC [QNST]

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

08/31/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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/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)
Common Stock	08/31/2018		M	Amount (1) 75,860 A	\$ 5.58 (1) 293,174	D	
Common Stock					6,785	I	by Managed Account (2)
Common Stock					14,912	I	by Son (3)
Common Stock					221,011	I	by Trust (4)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5.06	08/31/2018		M		8,477		<u>(5)</u>	08/23/2022	Common Stock	8,477
Non-Qualified Stock Option (right to buy)	\$ 5.08	08/31/2018		M		8,271		<u>(5)</u>	11/11/2022	Common Stock	8,271
Non-Qualified Stock Option (right to buy)	\$ 5.38	08/31/2018		M		7,131		<u>(5)</u>	05/11/2022	Common Stock	7,131
Non-Qualified Stock Option (right to buy)	\$ 5.5	08/31/2018		M		6,891		<u>(5)</u>	05/13/2021	Common Stock	6,891
Non-Qualified Stock Option (right to buy)	\$ 5.72	08/31/2018		M		8,302		<u>(5)</u>	09/12/2024	Common Stock	8,302
Non-Qualified Stock Option (right to buy)	\$ 5.8	08/31/2018		M		25,000		<u>(5)</u>	10/25/2022	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 5.9	08/31/2018		M		6,449		<u>(5)</u>	02/10/2022	Common Stock	6,449
Non-Qualified Stock Option (right to buy)	\$ 5.96	08/31/2018		M		5,339		<u>(5)</u>	02/20/2020	Common Stock	5,339

## 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 09/05/2018

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) These shares were exercised at prices between \$5.06 to \$5.96. 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 exercised at each price.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.