

QUINSTREET, INC
Form S-8
August 23, 2012

As filed with the Securities and Exchange Commission on August 23, 2012

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

QuinStreet, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

950 Tower Lane, Suite 600

Foster City, CA 94404

77-0512121
(I.R.S. Employer
Identification No.)

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(650) 578-7700

(Address of Principal Executive Offices)

2010 Equity Incentive Plan

2010 Non-Employee Directors Stock Award Plan

(Full Titles of the Plan(s))

Douglas Valenti

Chief Executive Officer and Chairman

950 Tower Lane, Suite 600

Foster City, CA 94404

(Name and Address of Agent for Service)

(650) 578-7700

(Telephone Number, Including Area Code, of Agent for Service)

With a copy to:

Alan F. Denenberg, Esq.

Davis Polk & Wardwell LLP

1600 El Camino Real

Menlo Park, CA 94025

(650) 752-2000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (3)
2010 Equity Incentive Plan				
Common Stock, par value \$0.001 per share	2,161,101 shares	\$8.37	\$18,088,415.37	\$2,072.94
2010 Non-Employee Directors Stock Award Plan				
Common Stock, par value \$0.001 per share	350,000 shares	\$8.37	\$ 2,929,500.00	\$ 335.73
Total	2,511,101 shares	\$8.37	\$21,017,915.37	\$2,408.67

- (1) This Registration Statement covers shares being added to the QuinStreet, Inc. 2010 Equity Incentive Plan and 2010 Non-Employee Directors Stock Award Plan, in each case in accordance with the terms of the applicable plan. This Registration Statement shall also cover any additional shares of common stock which become issuable under the QuinStreet, Inc. 2010 Equity Incentive Plan and 2010 Non-Employee Directors Stock Award Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Registrant's common stock.
- (2) Calculated under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices per share of the Registrant's Common Stock on August 22, 2012 as reported by the NASDAQ Global Market.
- (3) Rounded up to the nearest penny.

**INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENT ON FORM S-8**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective. The Registrant previously registered shares of its common stock for issuance under the 2010 Equity Incentive Plan and the 2010 Non-Employee Directors Stock Award Plan under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on March 17, 2010 (File No. 333-165534), and registered additional shares of its common stock for issuance under such plans under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on July 27, 2010 (File No. 333-168332) and on August 8, 2011 (File No. 333-176272). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

PART II

Item 8. Exhibits

Exhibit Number	Description
5.1*	Opinion of Davis Polk & Wardwell LLP
23.1*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm
23.2*	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included in the signature pages hereof)
99.1(1)	QuinStreet, Inc. 2010 Equity Incentive Plan
99.2(2)	Forms of Option Agreement and Option Grant Notice under 2010 Equity Incentive Plan (for nonexecutive officer employees)
99.3(3)	Forms of Option Agreement and Option Grant Notice under 2010 Equity Incentive Plan (for executive officers)
99.4(4)	Forms of Senior Management Restricted Stock Unit (RSU) Grant Notice and Agreement under 2010 Equity Incentive Plan (for executive officers)
99.5(5)	Forms of Restricted Stock Unit (RSU) Grant Notice and Agreement under 2010 Equity Incentive Plan (for non-executive officer employees)
99.6(6)	QuinStreet, Inc. 2010 Non-Employee Directors Stock Award Plan
99.7(7)	Forms of Option Agreement and Option Grant Notice for Initial Grants under the 2010 Non-Employee Directors Stock Award Plan
99.8(8)	Forms of Option Agreement and Option Grant Notice for Annual Grants under the 2010 Non-Employee Directors Stock Award Plan

* Filed herewith

- (1) Incorporated by reference to Exhibit 99.9 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.
- (2) Incorporated by reference to Exhibit 99.10 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.
- (3) Incorporated by reference to Exhibit 99.11 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.
- (4) Incorporated by reference to Exhibit 10.8 to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2012 filed on August 23, 2012.
- (5) Incorporated by reference to Exhibit 10.9 to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2012 filed on August 23, 2012.
- (6) Incorporated by reference to Exhibit 99.12 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.

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- (7) Incorporated by reference to Exhibit 99.13 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.
- (8) Incorporated by reference to Exhibit 99.14 to the Registrant's Registration Statement on Form S-8 (SEC File No. 165534) filed on March 17, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Foster City, State of California, on the 22nd day of August, 2012.

QuinStreet, Inc.

By: /s/ Douglas Valenti
Name: Douglas Valenti

Title: *Chief Executive Officer and Chairman*

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Douglas Valenti and Kenneth Hahn, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming that each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Douglas Valenti	Chief Executive Officer	August 22, 2012
Douglas Valenti	(Principal Executive Officer) and Chairman	
/s/ Kenneth Hahn	Chief Financial Officer	August 22, 2012
Kenneth Hahn	(Principal Financial Officer and Principal Accounting Officer)	
/s/ William Bradley	Director	August 22, 2012
William Bradley		
/s/ John G. McDonald	Director	August 22, 2012
John G. McDonald		
/s/ Gregory Sands	Director	August 22, 2012
Gregory Sands		
/s/ James Simons	Director	August 22, 2012
James Simons		
/s/ Glenn Solomon	Director	August 22, 2012
Glenn Solomon		
/s/ Dana Stalder	Director	August 22, 2012
Dana Stalder		
/s/ Bronwyn Syiek	Director	August 22, 2012
Bronwyn Syiek		

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