Simons James R. Form 4/A March 30, 2011

### FORM 4

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

Check this box if no longer subject to Section 16.

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005
Estimated average

**OMB** 

**OMB APPROVAL** 

3235-0287

0.5

burden hours per response...

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 <u>\*</u> Simons James R.

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

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

QUINSTREET, INC [QNST]

(Check all applicable)

C/O SPLIT ROCK

3. Date of Earliest Transaction

(Month/Day/Year) \_\_X\_ 03/24/2011 \_\_\_\_

\_X\_\_Director \_\_\_\_\_\_10% Owner
\_\_\_\_Officer (give title \_\_\_\_\_Other (specify

PARTNERS, 10400 VIKING DRIVE, SUITE 550

(Street) 4. If Amendment, Date Original

(Middle)

Filed (Month/Day/Year)

03/23/2011

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Person

<b>EDEN</b>	DD /	IDIE	MNI	55311
CIJEIN	PK	AIK ID.	IVIIN	11744

(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. Transacti Code (Instr. 8)	omr Dispo (Instr. 3,	esed of 4 and (A) or	` ′	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	03/24/2011		S <u>(1)</u>	217	D	\$ 21.8079 (2)	88,374	I	By SPVC Affiliates Fund I, LLC (3)	
Common Stock	03/24/2011		S <u>(1)</u>	60	D	\$ 22.5807 (4)	88,314	I	By SPVC Affiliates Fund I, LLC (3)	
Common Stock	03/24/2011		S <u>(1)</u>	9,983	D	\$ 21.8079 (2)	4,051,199	I	By SPVC V, LLC (5)	

Common Stock	03/24/2011		S <u>(1)</u>	2,740	D	\$ 22.5807 (4)	4,048,459	I	By SPVC V, LLC (5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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#### 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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit. Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

### **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Simons James R. C/O SPLIT ROCK PARTNERS X

10400 VIKING DRIVE, SUITE 550 EDEN PRAIRIE, MN 55344

#### **Signatures**

/s/ Lisa L Corbin as Attorney-in-Fact for James R. 03/30/2011 Simons

\*\*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) Open market sale pursuant to a Rule 10b5-1 trading plan established on December 16, 2010.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices between \$21.30 **(2)** and \$22.29, inclusive. The reporting person will provide to the SEC Staff, QuinStreet, Inc., or any security holder of QuinStreet, Inc.,

Reporting Owners 2

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upon request, full information regarding the number of shares sold at each separate price.

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.

Represents securities held directly by SPVC Affiliates Fund I, LLC, which is jointly managed by Split Rock Partners, LLC and

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices between \$22.30 and \$23.14, inclusive. The reporting person will provide to the SEC Staff, QuinStreet, Inc. or any security holder of QuinStreet, Inc., upon request, full information regarding the number of shares sold at each separate price.
  - 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, 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.

#### **Remarks:**

Note: This Form 4 is being amended to (i) correct the transaction date from 3/23/2011 to 3/24/2011, (ii) to decrease the numb 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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