

SANDS GREGORY P
Form 4
September 05, 2018

FORM 4

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

OMB APPROVAL

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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)
08/31/2018

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/31/2018 | | M | | 75,860 (1) | A | \$ 5.58 (1) |
| 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 of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 5.06 | 08/31/2018 | | M | 8,477 | (5) 08/23/2022 | Common Stock | 8,477 |
| Non-Qualified Stock Option (right to buy) | \$ 5.08 | 08/31/2018 | | M | 8,271 | (5) 11/11/2022 | Common Stock | 8,271 |
| Non-Qualified Stock Option (right to buy) | \$ 5.38 | 08/31/2018 | | M | 7,131 | (5) 05/11/2022 | Common Stock | 7,131 |
| Non-Qualified Stock Option (right to buy) | \$ 5.5 | 08/31/2018 | | M | 6,891 | (5) 05/13/2021 | Common Stock | 6,891 |
| Non-Qualified Stock Option (right to buy) | \$ 5.72 | 08/31/2018 | | M | 8,302 | (5) 09/12/2024 | Common Stock | 8,302 |
| Non-Qualified Stock Option (right to buy) | \$ 5.8 | 08/31/2018 | | M | 25,000 | (5) 10/25/2022 | Common Stock | 25,000 |
| Non-Qualified Stock Option (right to buy) | \$ 5.9 | 08/31/2018 | | M | 6,449 | (5) 02/10/2022 | Common Stock | 6,449 |
| Non-Qualified Stock Option (right to buy) | \$ 5.96 | 08/31/2018 | | M | 5,339 | (5) 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
Date: 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.