

Valenti Douglas
Form 5
August 13, 2018

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Valenti Douglas

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2018

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

950 TOWER LANE, 6TH FLOOR

Chief Executive Officer

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

FOSTER CITY, CA 94404

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 10/26/2017 | ^ | G ⁽¹⁾ | 2,046,034 (2) (3) | D \$ 0 0 | I | by Partnership |
| Common Stock | 10/26/2017 | ^ | G | 613,810 (4) | A \$ 0 3,923,601 (5) | I | by Trust |
| Common Stock | ^ | ^ | ^ | ^ | ^ ^ 280,063 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ ^ 6,903 | I | by Son ⁽⁶⁾ |

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

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(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is F (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|--------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|--------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Valenti Douglas 950 TOWER LANE, 6TH FLOOR FOSTER CITY, CA 94404 | X | | Chief Executive Officer | |

Signatures

By: Gregory Wong For: Douglas Valenti 08/13/2018

__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) This transaction represents a transfer of shares that were beneficially owned by the reporting person for the purposes of estate planning and not a sale of securities.
- (2) Reflects 613,810 shares transferred to The Valenti Living Trust from DJ & TL Valenti Investments, LP, which was reflected in holdings appearing in previous Form 4 filings beginning as of February 21, 2018. The 613,810 transfer has no impact on the aggregate number of shares beneficially owned by the reporting person.
- (3) Also reflects 1,432,224 shares transferred to trusts of which the reporting person's now adult children are the beneficiaries.
- (4) This 613,810 share transfer was reflected in holdings appearing in previous Form 4 filings beginning as of February 21, 2018. This 613,810 transfer has no impact on the aggregate number of shares beneficially owned by the reporting person.
- (5) Reflects 119,927 shares transferred to The Valenti Living Trust from the reporting person's direct holdings.
- (6) Shares held by Mr. Valenti's children.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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