

QUINSTREET, INC
 Form 5
 August 12, 2016

FORM 5

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

OMB APPROVAL

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 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

 (Last) (First) (Middle)

950 TOWER LANE, 6TH FLOOR

 (Street)

2. Issuer Name and Ticker or Trading Symbol
QUINSTREET, INC [QNST]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2016

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)

Chief Executive Officer

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

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)
Common Stock	07/24/2015	^	G	8,124 D \$ 0	219,431	D	^
Common Stock	08/10/2015	^	G	25,921 D \$ 0	201,893	D	^
Common Stock	08/25/2015	^	G	651 D \$ 0	205,025	D	^
Common Stock	11/10/2015	^	G	10,159 D \$ 0	188,745	D	^

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Common Stock	02/10/2016	Â	G	9,151	D	\$ 0	172,463	D	Â
Common Stock	05/10/2016	Â	G	9,151	D	\$ 0	156,182	D	Â
Common Stock	07/24/2015	Â	G	8,124	A	\$ 0	3,146,040	I	by Trust
Common Stock	08/10/2015	Â	G	25,921	A	\$ 0	3,171,961	I	by Trust
Common Stock	08/25/2015	Â	G	651	A	\$ 0	3,172,612	I	by Trust
Common Stock	11/10/2015	Â	G	10,159	A	\$ 0	3,182,771	I	by Trust
Common Stock	02/10/2016	Â	G	9,151	A	\$ 0	3,207,672	I	by Trust
Common Stock	05/10/2016	Â	G	9,151	A	\$ 0	3,234,698	I	by Trust
Common Stock	Â	Â	Â	Â	Â	Â	2,046,034	I	by Partnership
Common Stock	Â	Â	Â	Â	Â	Â	6,903	I	by Son ⁽¹⁾

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

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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. 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 Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Valenti Douglas

950 TOWER LANE, 6TH FLOOR Chief Executive Officer
 FOSTER CITY, CA 94404

Signatures

By: Martin J. Collins For: Douglas 08/12/2016
 Valenti

**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) Shares held by Mr. Valenti's children.

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