

QUINSTREET, INC  
Form 8-K  
October 30, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 27, 2014**

**QUINSTREET, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation)**

**001-34628**  
**(Commission**  
**File Number)**  
**950 Tower Lane, 6<sup>th</sup> Floor**

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

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**Foster City, CA 94404**

**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (650) 578-7700**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On October 30, 2014, QuinStreet, Inc. (the Company) issued a press release announcing its financial results for its first fiscal quarter ended September 30, 2014. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information disclosed under this Item 2.02 in this report, including Exhibit 99.1 hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended (the Securities Act), except as expressly set forth in such filing.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 29, 2014, the board of directors (the Board) of the Company appointed David Pauldine to serve as a Class I director to hold office until the Company's 2016 annual meeting of stockholders, or until his earlier resignation or removal. As compensation for his service on the Board, Mr. Pauldine will receive the Company's standard compensation for non-employee directors disclosed in its proxy statement on Schedule 14A filed with the Securities and Exchange Commission on September 17, 2014, and has entered into the Company's standard indemnification agreement for non-employee directors.

Mr. Pauldine recently retired as President of DeVry University and Executive Vice President of DeVry Education Group, and is the immediate past Chairman of APSCU, the Association of Private Sector Colleges & Universities.

On Monday, October 27, 2014, Kenneth Hahn informed the Company of his intention to resign as Chief Operating Officer to pursue a position as Chief Financial Officer of a pre-IPO SaaS company. The Company currently does not intend to replace the position of Chief Operating Officer. Mr. Hahn's resignation after eight years at the Company was the result of his new employment opportunity and not a result of any disagreement with the Company on any matter relating to its operations, policies or practices.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press release of QuinStreet, Inc. dated October 30, 2014*

\* Exhibit 99.1 hereto is being furnished and shall not be deemed filed for purposes of Section 18 of the Exchange Act, nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act, except as expressly set forth in such filing.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**QUINSTREET, INC.**

Dated: October 30, 2014

By: /s/ Douglas Valenti  
Douglas Valenti  
Chief Executive Officer

**INDEX TO EXHIBITS**

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