

Wong Gregory
Form 3
January 30, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Wong Gregory | | (Month/Day/Year) | QUINSTREET, INC [QNST] | |
| (Last) | (First) | (Middle) | 01/28/2013 | |
| 950 TOWER LANE, 6TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| FOSTER CITY, CA 94404 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | Principal Accounting Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 30,000 ⁽¹⁾ | D | À |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---|------------------|-----------------|----------------------------|----------------------------|
| Incentive Stock Option (right to buy) | Â (2) | 08/06/2016 | Common Stock 5,000 | \$ 9.01 D Â |
| Incentive Stock Option (right to buy) | Â (3) | 04/24/2015 | Common Stock 20,000 | \$ 10.28 D Â |
| Incentive Stock Option (right to buy) | Â (4) | 08/03/2018 | Common Stock 22,802 | \$ 11.67 D Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 01/27/2020 | Common Stock 20,000 | \$ 5.79 D Â |
| Non-Qualified Stock Option (right to buy) | Â (6) | 07/26/2019 | Common Stock 30,000 | \$ 9.64 D Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 08/03/2018 | Common Stock 2,198 | \$ 11.67 D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wong Gregory 950 TOWER LANE, 6TH FLOOR FOSTER CITY, CA 94404 | Â | Â | Â Principal Accounting Officer | Â |

Signatures

By: Margaretta Smith For: Gregory Wong
Date: 01/30/2013

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents shares of common stock that are issuable pursuant to two Restricted Stock Unit (RSU) awards. The first RSU award of 15,000 shares vests to 25% of the shares on August 10, 2013 and the remaining 75% of the shares vest in twelve equal quarterly installments thereafter. The second RSU award of 15,000 shares vest to 25% of the shares on February 10, 2014 and the remaining 75% of the shares vest in twelve equal quarterly installments thereafter.
- (2) The shares of common stock subject to the option vest and become exercisable at a rate of 25% of the shares underlying the option on the first anniversary of the vesting commencement date, August 7, 2009, and the remainder of the shares underlying the option vest in equal monthly installments over 36 months thereafter.
- (3) The shares of common stock subject to this option are fully vested and exercisable.
- (4) The ISO and NQ option grants sharing the grant date of August 4, 2011 are combined, and the shares of common stock subject to the options vest and become exercisable at a rate of 25% of the shares underlying the options on the first anniversary of the vesting commencement date, August 4, 2011 and the remainder of the shares underlying the options vest in equal monthly installments over 36 months thereafter.
- (5) The shares of common stock subject to the option vest and become exercisable at a rate of 25% of the shares underlying the option on the first anniversary of the vesting commencement date, January 28, 2013, and the remainder of the shares underlying the option vest in equal

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monthly installments over 36 months thereafter.

- The shares of common stock subject to the option vest and become exercisable at a rate of 25% of the shares underlying the option on the
- (6) first anniversary of the vesting commencement date, July 27, 2012, and the remainder of the shares underlying the option vest in equal monthly installments over 36 months thereafter.

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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