

Cheli Tom
Form 3
February 10, 2010

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 | |
| Â Cheli Tom | | (Month/Day/Year) | QUINSTREET, INC [QNST] | |
| (Last) | (First) | (Middle) | 02/10/2010 | |
| C/O QUINSTREET, INC., Â 1051 EAST HILLSDALE BLVD., 8TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| FOSTER CITY, Â CA Â 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 |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Executive Vice President | |

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 | 6,990 | D | Â |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|-------------------------------------------------------|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|------------------------------------------------------------|---|
| Stock Option (Right to Buy) | Â (1) | 09/25/2012 | Common Stock | 81,344 | \$ 1.5 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 07/27/2014 | Common Stock | 100,000 | \$ 4.6 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 05/19/2015 | Common Stock | 80,000 | \$ 6.38 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 09/22/2015 | Common Stock | 100,000 | \$ 7.74 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 05/16/2016 | Common Stock | 50,000 | \$ 9.01 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 05/30/2014 | Common Stock | 50,000 | \$ 10.28 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 07/24/2015 | Common Stock | 75,000 | \$ 10.28 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 08/07/2016 | Common Stock | 40,000 | \$ 9.01 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 11/17/2016 | Common Stock | 50,000 | \$ 19 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cheli Tom C/O QUINSTREET, INC. 1051 EAST HILLSDALE BLVD., 8TH FLOOR FOSTER CITY, CA 94404 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ Daniel E. Caul, 02/10/2010
Attorney-in-fact

**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).

The shares subject to the option vest and become exercisable at a rate of 25% of the shares underlying the option vest on the first (1) anniversary of the date of the vesting commencement date, which is the date of grant, and the remainder of the shares underlying the option vest in equal monthly installments over the remaining 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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