

Simons James R.
Form 4
November 02, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Simons James R.

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)
950 TOWER LANE, 6TH FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2018

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

FOSTER CITY, CA 94404

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Common Stock | 10/31/2018 | | M ⁽¹⁾ | V Amount (1) 21,780 | (A) or (D) A \$ 11.26 | 43,401 ⁽²⁾ ⁽³⁾ | D |
| Common Stock | 10/31/2018 | | S ⁽¹⁾ | 21,780 | D \$ 15.1667 ⁽⁴⁾ | 21,621 ⁽²⁾ ⁽³⁾ | D |
| Common Stock | 11/02/2018 | | M ⁽⁵⁾ | 25,000 ⁽⁵⁾ | A \$ 6.9 | 46,621 ⁽²⁾ ⁽³⁾ | D |
| Common Stock | 11/02/2018 | | M ⁽⁵⁾ | 25,000 ⁽⁵⁾ | A \$ 9.24 | 71,621 ⁽²⁾ ⁽³⁾ | D |
| Common Stock | 11/02/2018 | | M ⁽⁵⁾ | 25,000 ⁽⁵⁾ | A \$ 4.31 | 96,621 ⁽²⁾ ⁽³⁾ | D |

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| | | | | | | | | |
|--------------|------------|------------------|-----------------------|---|------------------------------|--|---|-------------------------------------|
| Common Stock | 11/02/2018 | M ⁽⁵⁾ | 25,000 ⁽⁵⁾ | A | \$ 5.8 | 121,621 ⁽²⁾ ⁽³⁾ | D | |
| Common Stock | 11/02/2018 | S ⁽⁵⁾ | 100,000 | D | \$ 17.0737 ⁽⁶⁾ | 21,621 ⁽²⁾ ⁽³⁾ | D | |
| Common Stock | 11/02/2018 | S | 872 | D | \$ 17.0737 ⁽⁶⁾ | 0 | I | SPVC Affiliates Fund ⁽⁷⁾ |
| Common Stock | 11/02/2018 | S | 18 | D | \$ 17.0737 ⁽⁶⁾ | 0 | I | SPVC V, LLC ⁽⁸⁾ |
| Common Stock | | | | | | 34,841 | I | By Trust ⁽⁹⁾ |

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

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SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Nonstatutory Stock Option (right to buy) | \$ 11.26 | 10/31/2018 | | M ⁽¹⁾ | 21,780 ⁽¹⁾ | ⁽¹⁰⁾ 11/02/2018 | Common Stock 21,780 ⁽¹⁾ |
| Nonstatutory Stock Option (right to buy) | \$ 6.9 | 11/02/2018 | | M ⁽⁵⁾ | 25,000 ⁽⁵⁾ | ⁽¹⁰⁾ 10/25/2019 | Common Stock 25,000 ⁽⁵⁾ |
| Nonstatutory Stock Option (right to buy) | \$ 9.24 | 11/02/2018 | | M ⁽⁵⁾ | 25,000 ⁽⁵⁾ | ⁽¹⁰⁾ 10/27/2020 | Common Stock 25,000 ⁽⁵⁾ |
| Nonstatutory Stock Option (right to buy) | \$ 4.31 | 11/02/2018 | | M ⁽⁵⁾ | 25,000 ⁽⁵⁾ | ⁽¹⁰⁾ 10/28/2021 | Common Stock 25,000 ⁽⁵⁾ |

| | | | | | | | | |
|--|--------|------------|------------------|--------------------------|-----------------|------------|-----------------|--------------------------|
| Nonstatutory Stock Option (right to buy) | \$ 5.8 | 11/02/2018 | M ⁽⁵⁾ | 25,000 ⁽⁵⁾ | ⁽¹⁰⁾ | 10/25/2022 | Common Stock | 25,000 ⁽⁵⁾ |
|--|--------|------------|------------------|--------------------------|-----------------|------------|-----------------|--------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Simons James R. 950 TOWER LANE, 6TH FLOOR FOSTER CITY, CA 94404 | | | X | |

Signatures

/s/Steven Schwen,
attorney-in-fact

11/02/2018

__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) Represents an option that was exercised and the purchased shares were sold by the reporting person, for the sole benefit of SPVC V, LLC pursuant to the letter agreement with SPVC V, LLC, under a pre-arranged sales plan pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Includes 7,733 shares of common stock that are issuable pursuant to a Restricted Stock Unit (RSU) award. The vesting commencement date of the RSU award is November 10, 2018 and it vests daily over one year. These shares are beneficially owned by the reporting person and are not subject to the letter agreement with SPVC V, LLC where the reporting person holds securities for the sole benefit of SPVC V, LLC.
- (3) Includes 13,888 shares of common stock that are issuable pursuant to a RSU award. The vesting commencement date of the RSU award is November 10, 2017 and it vests daily over one year. This RSU award is held by the reporting person for the sole benefit of SPVC V, LLC pursuant to a letter agreement with SPVC V, LLC.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.47, inclusive. The reporting person undertakes to provide to QuinStreet, Inc., any security holder of QuinStreet, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.
- (5) Represents an option that was exercised and the purchased shares were sold by the reporting person for the sole benefit of SPVC V, LLC pursuant to the letter agreement with SPVC V, LLC.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.77 to \$17.45, inclusive. The reporting person undertakes to provide to QuinStreet, Inc., any security holder of QuinStreet, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (6) to this Form 4.
- (7) Represents securities held directly by SPVC Affiliates Fund I, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to three individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person disclaims beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (8) Represents securities held directly by SPVC V, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to three individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person disclaims beneficial ownership of the reported securities,

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except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Represents securities held directly by the James Rexroad Simons Trust, which the reporting person is the trustee. The reporting person disclaims beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(9)

(10) This option is fully vested and exercisable.

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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