

QUINSTREET, INC
 Form 3
 February 10, 2010

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â MCDONALD JOHN G</p> <p>(Last) (First) (Middle)</p> <p>C/O QUINSTREET, INC., Â 10051 EAST HILLSDALE BLVD., 8TH FLOOR</p> <p>(Street)</p> <p>FOSTER CITY, Â CA Â 94404</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/10/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>QUINSTREET, INC [QNST]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

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 | 14,000 | I | By Trust |

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) | 09/08/2014 | Common Stock | 50,000 | \$ 4.6 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 09/22/2015 | Common Stock | 25,000 | \$ 7.74 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 09/27/2016 | Common Stock | 25,000 | \$ 9.4 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 09/26/2014 | Common Stock | 25,000 | \$ 10.28 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 04/28/2016 | Common Stock | 25,000 | \$ 9.01 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 10/05/2016 | Common Stock | 25,000 | \$ 11.08 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 11/16/2016 | Common Stock | 25,000 | \$ 19 | D | Â |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCDONALD JOHN G
C/O QUINSTREET, INC.
10051 EAST HILLSDALE BLVD., 8TH FLOOR
FOSTER CITY, CA 94404

Â X Â Â Â

Signatures

/s/ Daniel E. Caul,
Attorney-in-fact

02/10/2010

**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) The shares subject to the option are 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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