

QUINSTREET, INC  
Form S-8  
July 27, 2010

As filed with the Securities and Exchange Commission on July 26, 2010

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**QuinStreet, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

**77-0512121**

(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

**1051 East Hillsdale Blvd., Suite 800  
Foster City, CA 94404  
(650) 578-7700**

(Address of Principal Executive Offices)

**2010 Equity Incentive Plan  
2010 Non-Employee Directors Stock Award Plan**

(Full Titles of the Plan(s))

**Douglas Valenti**

**Chief Executive Officer and Chairman**

**1051 East Hillsdale Blvd., Suite 800  
Foster City, CA 94404**

(Name and Address of Agent for Service)

**(650) 578-7700**

(Telephone Number, Including Area Code, of Agent for Service)

*With a copy to:*

**Alan F. Denenberg, Esq.  
Davis Polk & Wardwell LLP  
1600 El Camino Real  
Menlo Park, CA 94025  
(650) 752-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller  
reporting company)**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to Be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee (3)</b>
<b>2010 Equity Incentive Plan</b>				
Common Stock, par value \$0.001 per share	2,253,484 shares	\$12.64	\$28,484,037.76	\$2,030.92
<b>2010 Non-Employee Directors Stock Award Plan</b>				
Common Stock, par value \$0.001 per share	200,000 shares	\$12.64	\$2,528,000.00	\$180.25
	2,453,484 shares			
<b>Total</b>		\$12.64	\$31,012,037.76	\$2,211.17

- (1) This Registration Statement covers shares being added to the QuinStreet, Inc. 2010 Equity Incentive Plan and 2010 Non-Employee Directors Stock Award Plan. This Registration Statement shall also cover any additional shares of common stock which become issuable under the QuinStreet, Inc. 2010 Equity Incentive Plan and 2010 Non-Employee Directors Stock Award Plan by reason of any stock dividend,

stock split,  
recapitalization  
or other similar  
transaction  
effected without  
Registrant's  
receipt of  
consideration  
which results in  
an increase in  
the number of  
the outstanding  
shares of  
Registrant's  
common stock.

- (2) Calculated under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices per share of the Registrant's common stock on July 23, 2010 as reported by the NASDAQ Global Market.
  - (3) Rounded up to the nearest penny.
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**INCORPORATION BY REFERENCE OF CONTENTS OF  
REGISTRATION STATEMENT ON FORM S-8**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans are effective. The Registrant previously registered shares of its common stock for issuance under the 2010 Equity Incentive Plan and the 2010 Non-Employee Directors Stock Award Plan under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on March 17, 2010 (File No. 333-165534). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Foster City, State of California, on the 26<sup>th</sup> day of July, 2010.

**QuinStreet, Inc.**

By: /s/ Douglas Valenti

Name: Douglas Valenti

Title: *Chief Executive Officer and  
Chairman*

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**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Douglas Valenti and Kenneth Hahn, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Douglas Valenti	Chief Executive Officer	
Douglas Valenti	(Principal Executive Officer) and Chairman	July 26, 2010
/s/ Kenneth Hahn	Chief Financial Officer	
Kenneth Hahn	(Principal Financial Officer and Principal Accounting Officer)	July 26, 2010
/s/ William Bradley	Director	July 14, 2010
William Bradley		
/s/ John G. McDonald	Director	July 26, 2010
John G. McDonald		
/s/ Gregory Sands	Director	July 17, 2010
Gregory Sands		
/s/ James Simons	Director	July 26, 2010
James Simons		
/s/ Glenn Solomon	Director	July 13, 2010

Glenn Solomon

/s/ Dana Stalder

Director

July 13, 2010

Dana Stalder

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**EXHIBIT INDEX**

Exhibit  
Number

- 5.1 Opinion of Davis Polk & Wardwell LLP
- 23.1 Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm
- 23.2 Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)
- 24.1 Power of Attorney (included in the signature pages hereof)
- 99.1 QuinStreet, Inc. 2010 Equity Incentive Plan (incorporated by reference to Exhibit 99.9 to the Registrant's Registration Statement on Form S-8 filed on March 17, 2010)
- 99.2 QuinStreet, Inc. 2010 Non-Employee Directors' Stock Award Plan (incorporated by reference to Exhibit 99.12 to the Registrant's Registration Statement on Form S-8 filed on March 17, 2010)