

QUINSTREET, INC  
Form 8-K  
October 30, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 25, 2017**

**QUINSTREET, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-34628**  
**(Commission**

**File Number)**  
**950 Tower Lane, 6<sup>th</sup> Floor**

**77-0512121**  
**(I.R.S. Employer**

**Identification No.)**

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**Foster City, CA 94404**

**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (650) 578-7700**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 2.02. Results of Operations and Financial Condition.**

On October 30, 2017, QuinStreet, Inc. (the Company) issued a press release announcing its financial results for its first quarter ended September 30, 2017. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held its 2017 Annual Meeting of Stockholders on October 25, 2017. Of the 45,743,536 shares of the Company's common stock outstanding as of September 1, 2017 (the record date), 42,196,010 shares, or 92.24%, were present or represented by proxy at the meeting. Four proposals were considered at the meeting.

Proposal One. The stockholders elected the Company's three Class II nominees to the Company's Board of Directors to each serve for a three-year term, each until his or her successor is duly elected and qualified. The table below presents the results of the election:

Name	For	Withheld	Broker Non-Votes
Robin Josephs	33,148,656	4,237,414	4,809,940
John G. McDonald	33,141,886	4,244,184	4,809,940
Gregory Sands	33,269,090	4,116,980	4,809,940

Proposal Two. The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2018. The table below presents the voting results on this proposal:

For	Against	Abstentions
42,093,423	95,807	6,780

Proposal Three. The stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's 2017 Proxy Statement. The table below presents the voting results on this proposal:

For	Against	Abstentions	Broker Non-Votes
24,053,252	13,328,818	4,000	4,809,940

Proposal Four. The stockholders determined, on a non-binding advisory basis, the every 1 Year frequency of future stockholder advisory votes regarding compensation awarded to our named executive officers. The table below presents the voting results on this proposal (and the Company will hold advisory votes on executive compensation every 1 year):

1 Year	2 Years	3 Years	Abstentions	Broker Non-Votes
36,424,590	717	887,614	73,149	4,809,940

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibit**

**Exhibit**

**Number      Description**

99.1            Press release dated October 30, 2017 titled    QuinStreet Reports First Quarter Fiscal Year 2018 Financial Results

The information contained in Items 2.02 and 9.01 (including the exhibit furnished in this report) shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**EXHIBIT INDEX**

**Exhibit**

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**QUINSTREET, INC.**

Dated: October 30, 2017

By: /s/ Gregory Wong  
Gregory Wong

Chief Financial Officer and Senior Vice President