

QUINSTREET, INC
Form S-8
September 12, 2018

As filed with the Securities and Exchange Commission on September 12, 2018

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
(State or Other Jurisdiction of
Incorporation or Organization)

950 Tower Lane, 6th Floor

Foster City, CA 94404

77-0512121
(I.R.S. Employer
Identification No.)

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(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

950 Tower Lane, 6th Floor

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, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount | | | |
|---|-------------------------|---|---|--------------------------------|
| | to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee (3) |
| 2010 Equity Incentive Plan | | | | |
| Common Stock, par value \$0.001 per share | 2,407,319 shares | \$14.37 | \$34,593,174.03 | \$4,306.86 |
| 2010 Non-Employee Directors Stock Award Plan | | | | |
| Common Stock, par value \$0.001 per share | 344,476 shares | \$14.37 | \$4,950,120.12 | \$616.29 |
| Total | 2,751,795 shares | \$14.37 | \$39,543,294.15 | \$4,923.15 |

- (1) This Registration Statement covers shares being added to the QuinStreet, Inc. 2010 Equity Incentive Plan and 2010 Non-Employee Directors Stock Award Plan, in each case in accordance with the terms of the applicable 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 September 6, 2018 as reported by the

NASDAQ Global Market.

(3) Rounded up to the nearest penny.

**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 is 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), and registered additional shares of its common stock for issuance under such plans under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on July 27, 2010 (File No. 333-168322), on August 12, 2011 (File No. 333-176272), on August 23, 2012 (File No. 333-183517), on August 20, 2013 (File No. 333-190735), on September 12, 2014 (File No. 333-198714), on August 19, 2015 (File No. 333-206472), on August 19, 2016 (File No. 333-213220), and on September 8, 2017 (File No. 333-220397). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

PART II
Item 8. Exhibits

| Exhibit Number | Description of Exhibit | Form | File Number | Exhibit | Filing Date |
|-----------------------|--|-------------|--------------------|----------------|--------------------|
| 5.1* | <u>Opinion of Davis Polk & Wardwell LLP</u> | | | | |
| 23.1* | <u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm</u> | | | | |
| 23.2* | <u>Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)</u> | | | | |
| 24.1* | <u>Power of Attorney (included in the signature pages hereof)</u> | | | | |
| 99.1 | <u>QuinStreet, Inc. 2010 Equity Incentive Plan</u> | S-8 | 333-165534 | 99.9 | March 17, 2010 |
| 99.2 | <u>Forms of Option Agreement and Option Grant Notice under 2010 Equity Incentive Plan (for nonexecutive officer employees)</u> | S-8 | 333-165534 | 99.10 | March 17, 2010 |
| 99.3 | <u>Forms of Option Agreement and Option Grant Notice under 2010 Equity Incentive Plan (for executive officers)</u> | S-8 | 333-165534 | 99.11 | March 17, 2010 |
| 99.4 | <u>Forms of Senior Management Restricted Stock Unit (RSU) Grant Notice and Agreement under 2010 Equity Incentive Plan (for executive officers)</u> | 10-K | 001-34628 | 10.8 | August 23, 2012 |
| 99.5 | <u>Forms of Restricted Stock Unit (RSU) Grant Notice and Agreement under 2010 Equity Incentive Plan (for non-executive officer employees)</u> | 10-K | 001-34628 | 10.9 | August 23, 2012 |
| 99.6 | <u>QuinStreet, Inc. 2010 Non-Employee Directors Stock Award Plan</u> | S-8 | 333-165534 | 99.12 | March 17, 2010 |
| 99.7 | <u>Forms of Option Agreement and Option Grant Notice for Initial Grants under the 2010 Non-Employee Directors Stock Award Plan</u> | S-8 | 333-165534 | 99.13 | March 17, 2010 |
| 99.8 | <u>Forms of Option Agreement and Option Grant Notice for Annual Grants under the 2010 Non-Employee Directors Stock Award Plan</u> | S-8 | 333-165534 | 99.14 | March 17, 2010 |
| 99.9 | <u>Form of Restricted Stock Unit (RSU) Agreement under the 2010 Non-Employee Directors Stock Award Plan</u> | 10-K | 001-34628 | 10.10 | August 20, 2013 |
| 99.10 | <u>Forms of Senior Management Performance-Based Restricted Stock Unit</u> | 10-K | 001-34628 | 10.27 | September 12, 2014 |

(RSU) Grant Notice and Agreement under 2010
Equity Incentive Plan (for executive officers)

| | | | | | |
|-------|--|------|-----------|-------|-------------------|
| 99.11 | <u>Forms of Performance-Based Restricted Stock Unit (RSU) Grant Notice and Agreement under 2010 Equity Incentive Plan (for non-executive officer employees)</u> | 10-K | 001-34628 | 10.30 | August 19, 2015 |
| 99.12 | <u>Forms of Restricted Stock Unit (RSU) Grant Notice and Agreement under 2010 Equity Incentive Plan (for employees with a Change in Control Severance Agreement)</u> | 10-K | 001-34628 | 10.33 | September 8, 2017 |
| 99.13 | <u>Forms of Option Agreement and Option Grant Notice under 2010 Equity Incentive Plan (for employees with a Change in Control Severance Agreement)</u> | 10-K | 001-34628 | 10.34 | September 8, 2017 |

* Filed herewith

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 12th day of September, 2018.

QuinStreet, Inc.

By: /s/ Douglas Valenti

Name: Douglas Valenti

Title: *Chief Executive Officer and Chairman*

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Douglas Valenti and Gregory Wong, 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 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 Douglas Valenti | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | September 12, 2018 |
| /s/ Gregory Wong Gregory Wong | Chief Financial Officer and Senior Vice President (Principal Financial and Accounting Officer) | September 12, 2018 |
| /s/ Matthew Glickman Matthew Glickman | Director | September 12, 2018 |
| /s/ Stuart M. Huizinga Stuart M. Huizinga | Director | September 12, 2018 |
| /s/ Robin Josephs Robin Josephs | Director | September 12, 2018 |
| /s/ David Pauldine David Pauldine | Director | September 12, 2018 |
| /s/ Gregory Sands Gregory Sands | Director | September 12, 2018 |
| /s/ Marjorie T. Sennett Marjorie T. Sennett | Director | September 12, 2018 |
| /s/ Andrew Sheehan Andrew Sheehan | Director | September 12, 2018 |
| /s/ James Simons James Simons | Director | September 12, 2018 |