

QUINSTREET, INC  
Form SC 13G/A  
February 25, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**QUINSTREET, INC.**

(Name of Issuer)

**Common Stock, \$0.001 par value per share**

(Title of Class of Securities)

**74874Q100**

(CUSIP Number)

**February 13, 2019**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74874Q100

(1) Names of Reporting  
Persons

Park West Asset  
Management LLC

(2) Check the  
Appropriate

Box if a (a)

Member of a  
Group

(b)

(3) SEC Use Only

(4) Citizenship or Place of  
Organization

Delaware

Number of Shares  
Beneficially Owned By Each  
Reporting Person With

(5) Sole

Voting 0

Power:

(6) Shared

Voting 3,283,476\*

Power:

(7) Sole

Dispositive 0

Power:

(8) Shared

Dispositive 3,283,476\*

Power:

(9) Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

3,283,476\*

(10) Check if the Aggregate  
Amount in Row (9)

Excludes Certain Shares (See  
Instructions):

(11) Percent of Class  
Represented by Amount in  
Row (9)

6.6%\*

(12) Type of Reporting  
Person

IA

\* See Item 4 for additional information.

CUSIP No. 74874Q100

(1) Names of Reporting  
Persons

Park West

Investors Master

Fund, Limited

(2) Check the

Appropriate

Box if a (a)

Member of a

Group

(b)

(3) SEC Use Only

(4) Citizenship or Place of  
Organization

Cayman Islands

Number of Shares

Beneficially Owned By Each

Reporting Person With

(5) Sole

Voting 0

Power:

(6) Shared

Voting 2,969,656\*

Power:

(7) Sole

Dispositive 0

Power:

(8) Shared

Dispositive 2,969,656\*

Power:

(9) Aggregate Amount

Beneficially Owned by Each

Reporting Person

2,969,656\*

(10) Check if the Aggregate  
Amount in Row (9)

Excludes Certain Shares (See  
Instructions):

(11) Percent of Class

Represented by Amount in

Row (9)

6.0%\*

(12) Type of Reporting

Person

CO

\* See Item 4 for additional information.

CUSIP No. 74874Q100

(1) Names of Reporting  
Persons

Peter S. Park

(2) Check the  
Appropriate

Box if a (a)  ]  
Member of a  
Group

(b)  ]

(3) SEC Use Only

(4) Citizenship or Place of  
Organization

United States of  
America

Number of Shares  
Beneficially Owned By Each  
Reporting Person With

(5) Sole

Voting 0

Power:

(6) Shared

Voting 3,283,476\*

Power:

(7) Sole

Dispositive 0

Power:

(8) Shared

Dispositive 3,283,476\*

Power:

(9) Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

3,283,476\*

(10) Check if the Aggregate  
Amount in Row (9)

Excludes Certain Shares (See  
Instructions):

]

(11) Percent of Class  
Represented by Amount in  
Row (9)

6.6%\*

(12) Type of Reporting  
Person

IN

\* See Item 4 for additional information.

**Item 1(a). Name Of Issuer:** QuinStreet, Inc. (the “Company”)

**Item 1(b). Address of Issuer’s Principal Executive Offices:**

950 Tower Lane, 6<sup>th</sup> Floor

Foster City, California 94404

**Item 2(a). Name of Person Filing:**

This report on Schedule 13G (this “Schedule 13G”), is being jointly filed by (i) Park West Asset Management LLC, a Delaware limited liability company (“PWAM”), (ii) Park West Investors Master Fund, Limited, a Cayman Islands exempted company (“PWIMF”), and (iii) Peter S. Park, as the sole member and manager of PWAM (“Mr. Park” and, collectively with PWAM and PWIMF, the “Reporting Persons”). PWAM is the investment manager to PWIMF, and Park West Partners International, Limited, a Cayman Islands exempted company (“PWPI” and, collectively with PWIMF, the “PW Funds”).

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

The address for the Reporting Persons is: 900 Larkspur Landing Circle, Suite 165, Larkspur, California 94939.

**Item 2(c). Citizenship:**

PWAM is organized under the laws of the State of Delaware. PWIMF is a Cayman Islands exempted company. Mr. Park is a citizen of the United States.

**Item 2(d). Title of Class of Securities:**

Common Stock, \$0.001 par value per share (the “Common Stock”).

**Item 2(e). CUSIP No.:**

74874Q100

**Item 3. If This Statement Is Filed Pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the Person Filing is a:**

Not Applicable.

**Item 4. Ownership:**

As reported in the cover pages to this report, the ownership information with respect to each of PWAM and Mr. Park is as follows:

(a) Amount Beneficially Owned:	3,283,476*
(b) Percent of Class:	6.6%*
(c) Number of Shares as to which such person has:	
(i) Sole power to vote or to direct the vote:	0
(ii) Shared power to vote or to direct the vote:	3,283,476*
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	3,283,476*

As reported in the cover pages to this report, the ownership information with respect to PWIMF is as follows:

(a) Amount Beneficially Owned:	2,969,656*
(b) Percent of Class:	6.0%*
(c) Number of Shares as to which such person has:	
(i) Sole power to vote or to direct the vote:	0
(ii) Shared power to vote or to direct the vote:	2,969,656*
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	2,969,656*

\* This report on Schedule 13G is being jointly filed by PWAM, PWIMF and Mr. Park.

The foregoing beneficial ownership percentages are based upon 49,807,261 shares of Common Stock, issued and outstanding as of January 31, 2019, as reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on February 11, 2019.

As of the date of the event requiring this filing, PWIMF held 2,788,756 shares of Common Stock and options to purchase up to 180,900 shares of Common Stock, and PWPI held 294,720 shares of Common Stock and options to purchase up to 19,100 shares of Common Stock.

**Item**

**5. Ownership of  
Five Percent or  
Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ]

**Item**

**6. Ownership of  
More Than Five  
Percent on  
Behalf of  
Another Person**

Not Applicable.

**Item**

**7. Identification  
and  
Classification of  
the Subsidiary  
Which Acquired  
the Security  
Being Reported  
on by the Parent  
Holding  
Company or  
Control Person**

Not Applicable.

**Item**

**8. Identification  
and  
Classification of  
Members of the  
Group**

Not Applicable.

**Item 9. Notice of  
Dissolution of  
Group**

Not Applicable.

**Item**

**10. Certification**

By signing below  
I certify that, to  
the best of my  
knowledge and  
belief, the  
securities referred  
to above were not  
acquired and are  
not held for the  
purpose of or with  
the effect of  
changing or  
influencing the  
control of the  
issuer of the  
securities and  
were not acquired  
and are not held in  
connection with or  
as a participant in  
any transaction  
having that  
purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 25, 2019

**PARK WEST ASSET  
MANAGEMENT LLC**

By: /s/ Grace Jimenez  
Name: Grace Jimenez  
Title: Chief Financial Officer

**PARK WEST INVESTORS  
MASTER FUND, LIMITED**

By: /s/ Grace Jimenez  
Name: Grace Jimenez  
Title: Chief Financial Officer

/s/ Peter S. Park  
Peter S. Park

**Attention: Intentional misstatements or omissions of fact constitute**

**Federal criminal violations (See 18 U.S.C. 1001)**



**Exhibit Index**

**Exhibit**

1. Joint Filing Agreement, dated as of February 25, 2019, by and among Park West Asset Management LLC, Park West Investors Master Fund, Limited, and Peter S. Park.