

QUINSTREET, INC
Form DEF 14A
September 12, 2016

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment no.)**

Filed by the Registrant ☒ Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement
☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12

QuinStreet, Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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(3) Filing Party:

(4) Date Filed:

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD OCTOBER 28, 2016

To our stockholders:

We will hold our annual meeting of stockholders at Metro Tower, 950 Tower Lane, Suite 125, Foster City, California 94404 on Friday, October 28, 2016, at 3:00 p.m. local time. We are holding this meeting for the purpose of considering and voting on:

- (1) Election of three Board nominees to serve as Class I directors for a three-year term expiring on the date of the 2019 annual meeting of stockholders or until their respective successors have been duly elected and qualified;
- (2) Ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2017;
- (3) Approval by non-binding advisory vote of the fiscal year 2016 compensation awarded to our Named Executive Officers; and

(4) The transaction of any other business that properly comes before the meeting.

The stockholders of record at the close of business on September 6, 2016 will be entitled to vote at the meeting or any postponements or adjournments of the meeting.

We have elected to provide access to our proxy materials over the Internet under the SEC's Notice and Access rules, which will reduce the impact of printing and mailing these materials on the environment. Stockholders will not receive printed proxy materials unless they request them or have previously elected to receive printed copies of all future proxy materials. Instead, we will mail on or about September 12, 2016 to most stockholders a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our proxy statement and our annual report on the Internet. Whether or not you expect to attend, we urge you to vote via the Internet in accordance with the instructions in the Notice you received in the mail and in this proxy statement. The Notice will contain instructions on how you may request printed proxy materials, including a proxy card (or voting instruction form, as applicable).

If you have received printed proxy materials, we urge you to sign, date, and promptly return the accompanying proxy card (or voting instruction form, as applicable) in the prepaid postage, pre-addressed envelope or vote via telephone or the Internet in accordance with the instructions on the proxy card (or voting instruction form, as applicable). If you attend the meeting, you may vote your shares in person as described in the proxy statement, which will revoke any prior vote.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting To Be Held on October 28, 2016: This Proxy Statement and the 2016 Annual Report to Stockholders are available on the following website: <http://investor.quinstreet.com/annual-proxy.cfm>.

By order of the Board of Directors,

/s/ Douglas Valenti
Douglas Valenti
Chief Executive Officer

September 12, 2016
Foster City, California

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**950 Tower Lane, Suite 600, Foster City, California
94404**

PROXY STATEMENT

This proxy statement is furnished to you by the Board of Directors of QuinStreet, Inc. (the Board or Board of Directors) and contains information related to the 2016 annual meeting of our stockholders to be held on Friday, October 28, 2016, beginning at 3:00 p.m., local time, at Metro Tower, 950 Tower Lane, Suite 125, Foster City, California 94404, and at any postponements or adjournments thereof. **This proxy is solicited by our Board.**

In accordance with the SEC's Notice and Access rules, we may provide proxy materials, including this proxy statement and our annual report, to our stockholders by providing access to such documents on the Internet instead of mailing printed copies. Stockholders will not receive printed copies of the proxy materials unless they request them or have previously elected to receive printed copies of all future proxy materials. Instead, we will mail on or about September 12, 2016 to most of our stockholders a Notice of Internet Availability of Proxy Materials (the Notice) containing instructions on how to access our proxy statement and our annual report, and vote electronically via the Internet. The Notice will also contain instructions on how to receive a printed copy of your proxy materials, including a proxy card (or voting instruction form, as applicable). Stockholders who do not receive the Notice will receive a copy of the proxy materials by mail or electronic mail.

References in this proxy statement to we, us, our, the Company and QuinStreet refer to QuinStreet, Inc.

ABOUT THE MEETING

Purpose of the 2016 Annual Meeting of Stockholders

The purpose of the 2016 annual meeting of stockholders is:

- (1) To elect three Board nominees to serve as Class I directors for a three-year term expiring on the date of the 2019 annual meeting of stockholders or until their respective successors have been duly elected and qualified;
- (2) To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2017;
- (3) To approve by non-binding advisory vote the fiscal year 2016 compensation awarded to our Named Executive Officers; and
- (4) To transact any other business that properly comes before the meeting.

Quorum

A quorum is the minimum number of shares required to hold and transact business at a meeting. The presence in person or by proxy of the holders of a majority of the outstanding shares of common stock entitled to vote will constitute a quorum for the transaction of business at the meeting. Votes cast by proxy or in person at the meeting will be counted by the person appointed by the Company to act as the inspector of elections for the meeting.

The inspector of elections will treat shares represented by proxies that reflect abstentions as shares that are present and entitled to vote for purposes of determining the presence of a quorum. The inspector of elections will treat shares referred to as broker non-votes (i.e., shares held by brokers or nominees over

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which the broker or nominee lacks discretionary power to vote and for which the broker or nominee has not received specific voting instructions from the beneficial owner) as shares that are present and entitled to vote for purposes of determining the presence of a quorum.

Who May Vote

Holders of record of our common stock at the close of business on September 6, 2016 (the **Record Date**) may vote at the annual meeting of stockholders. As of the Record Date, we had 45,750,979 issued and outstanding shares of common stock. Each share of QuinStreet common stock that you own entitles you to one vote.

How to Vote

You may vote in person at the meeting or by proxy. We recommend that you vote by proxy even if you plan to attend the meeting. You can change your vote at the meeting as described below under **Revoking Your Proxy** .

If you are a registered stockholder (meaning your name is included on the stockholder file maintained by our transfer agent, Computershare Trust Company, N.A.), you can vote by proxy in any of the following ways:

By Internet. You may submit your proxy by following the **Internet** instructions on the Notice. The deadline for voting electronically is 11:59 p.m. (Eastern Time) on October 27, 2016.

In Writing. If you have requested printed proxy materials, you may complete and sign the proxy card contained in your proxy materials and mail it in the accompanying prepaid postage, pre-addressed envelope. If we receive your proxy card prior to the annual meeting of stockholders, we will vote your shares according to your instructions. If you sign but do not provide instructions in your proxy card, we will vote your shares as recommended by the Board of Directors. Your proxy card will also contain instructions on how to vote by telephone or Internet and the applicable deadlines.

If your shares are held in the name of a broker, bank, trustee or other nominee, you will receive instructions from such broker, bank, trustee or nominee that you must follow in order for your shares to be voted by proxy. You may also vote in person at the meeting if you have obtained a legal proxy from your broker, bank, trustee, or other nominee giving the right to vote your shares.

How Proxies Work

Our Board of Directors is asking for your proxy. Giving us your proxy means you authorize us to vote your shares at the meeting in the manner you direct. You may abstain from voting on any of the proposals. With respect to the nominees proposed to be elected to the Board at the meeting, you may vote for all, some, or none of them. However, if you submit your proxy but do not provide instructions, we will vote your shares as recommended by the Board of Directors.

Proposals You Are Asked To Vote On and the Board's Voting Recommendation

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If you properly fill in your proxy card and send it to us in time to vote, or vote by Internet or telephone, one of the individuals named on your proxy card as the Company's proxies will vote your shares as your proxy and as you have directed. If you sign the proxy card but do not make specific choices, your proxy will follow the Board's recommendations and we will vote your shares:

FOR the election of Stuart M. Huizinga, David Pauldine, and James Simons to serve as Class I directors for a three-year term expiring on the date of the 2019 annual meeting of stockholders or until their respective successors have been duly elected and qualified (see Proposal 1 Election of Class I Directors);

FOR the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2017 (see Proposal 2 Ratification of the Selection of PricewaterhouseCoopers LLP as Our Independent Registered Public Accounting Firm); and

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FOR the approval of fiscal year 2016 compensation awarded to our Named Executive Officers (see Proposal 3 Approval of Fiscal Year 2016 Compensation Awarded to Named Executive Officers).

If any other matter is properly presented at the meeting, your proxy will vote in accordance with the best judgment of the individual voting your shares as your proxy. At the time this proxy statement was made available to stockholders, we knew of no other matters to be acted on at the meeting.

Vote Necessary to Approve Proposals

Directors are elected by a plurality of the shares of common stock present or represented by proxy and entitled to vote, and the nominees who receive the most votes will be elected. The three Class I director nominees with the most votes will be elected as Class I directors to serve terms ending at our 2019 annual meeting of stockholders. Abstentions and broker non-votes will not be taken into account in determining the outcome of the election. We did not receive any nominations from any stockholders for the 2016 annual meeting of stockholders.

Approval of the ratification of the selection of our independent registered public accounting firm and approval by non-binding advisory vote of the fiscal year 2016 compensation of our Named Executive Officers each require the affirmative vote of the majority of the shares of common stock present or represented by proxy with respect to such proposal and entitled to vote. For these proposals, abstentions are treated as shares present or represented and voting, so abstaining has the same effect as a negative vote.

If you hold your shares through a broker and do not provide your broker with specific voting instructions, your shares may constitute broker non-votes. Under the rules that govern brokers in such circumstances, your broker will have the discretion to vote such shares on routine matters but not on non-routine matters. Even though we are a NASDAQ-listed company, the New York Stock Exchange (NYSE) rules govern how a broker licensed by the NYSE can vote shares it holds on behalf of stockholders of NASDAQ-listed companies. As a result:

Your broker will not have the authority to exercise discretion to vote your shares with respect to the election of directors and the advisory vote on executive compensation because those matters are treated as non-routine under NYSE rules.

Your broker will have the authority to exercise discretion to vote your shares with respect to the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2017 because that matter is treated as routine under NYSE rules.

Because the proposals to be acted upon at the annual meeting of stockholders include both routine and non-routine matters, if you do not give voting instructions to your broker, bank, trustee or other nominee, your broker, bank, trustee or other nominee may either (1) vote your shares on routine matters or (2) leave your shares unvoted. Broker non-votes occur on a matter when a broker or nominee lacks discretionary power to vote and for which the broker or nominee has not received specific voting instructions from the beneficial owner.

Revoking Your Proxy

You may revoke your proxy by: (1) sending in another signed proxy card with a later date prior to the deadlines noted above under How to Vote ; (2) providing subsequent Internet or telephone voting instructions prior to the deadlines noted above; (3) notifying our Corporate Secretary in writing at the address set forth below under Board of Directors Contacting the Board and Further Information on Corporate Governance prior to the deadlines noted above that you have revoked your proxy; or (4) voting in person at the meeting.

Proxy Solicitation Costs

The Company will bear the costs of soliciting proxies.

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PROPOSAL 1:

ELECTION OF CLASS I DIRECTORS

Recommendation of the Board of Directors

*The Board of Directors recommends that you vote **FOR** the election of each of the nominees for election as Class I directors described below, which proposal is designated as Proposal 1.*

Our Certificate of Incorporation currently provides for a classified Board of Directors. Our Board has nominated Stuart M. Huizinga, David Pauldine, and James Simons for election as Class I directors at the 2016 annual meeting of stockholders. We did not receive any nominations from stockholders. Each person elected as a Class I director at the 2016 annual meeting of stockholders will serve a three-year term expiring on the date of the 2019 annual meeting of stockholders or until his respective successor has been duly elected and qualified.

Unless authority to vote for any of these three nominees is withheld, the shares represented by your properly completed proxy will be voted **FOR** the election of Stuart M. Huizinga, David Pauldine, and James Simons as Class I directors. In the event that any of Stuart M. Huizinga, David Pauldine, and James Simons becomes unable or unwilling to serve, the shares represented by your properly returned proxy will be voted for the election of such other person as the Board may recommend in his place. We have no reason to believe that any of our nominees will be unable or unwilling to serve as a director.

Directors are elected by a plurality of the shares of common stock present or represented by proxy and entitled to vote, and the three nominees who receive the most votes will be elected. Abstentions and broker non-votes will not be taken into account in determining the outcome of the election.

Each of our nominees has been chosen to stand for election in part because of his ability and willingness to ask relevant questions, understand QuinStreet's challenges, and evaluate the strategies proposed by management, as well as the implementation of such strategies. Each of the nominees has a long record of professional integrity, a dedication to his profession, a strong work ethic that includes coming fully prepared to meetings and a willingness to spend the time and effort needed to fulfill his professional obligations, the ability to maintain a collegial environment, and in some cases, the experience of having served as a board member of several other companies. Specific experience, qualifications, attributes, and skills of each nominee are described in each nominee's biography below.

Nominees for Election as Class I Directors (Terms Expiring on the Date of the 2019 Annual Meeting of Stockholders, if Elected)

Stuart M. Huizinga
David Pauldine
James Simons

Director since April 2015
Director since October 2014
Director since July 1999

Continuing Class II Directors (Terms Expiring on the Date of the 2017 Annual Meeting of Stockholders)

Robin Josephs
John G. McDonald
Gregory Sands

Director since May 2013
Director since September 2004
Director since July 1999

Continuing Class III Directors (Terms Expiring on the Date of the 2018 Annual Meeting of Stockholders)

Marjorie T. Sennett
Douglas Valenti

Director since August 2014
Director since July 1999

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Directors and Executive Officers

The names of our directors and executive officers and their ages, positions, and biographies as of the date of this proxy statement are set forth below. Our executive officers are appointed by, and serve at the discretion of, our Board of Directors. There are no family relationships among any of our directors or executive officers.

Name	Age	Position with QuinStreet
Douglas Valenti	56	Chief Executive Officer and Chairman
Stuart M. Huizinga	54	Director and Nominee for Director
Robin Josephs	56	Director
John G. McDonald	79	Director
David Pauldine	59	Director and Nominee for Director
Gregory Sands	50	