

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 22, 2012, Qualstar Corporation (the “Company”) entered into a consulting agreement (the “Consulting Agreement”) with Mr. William J. Gervais, a co-founder and the former Chief Executive Officer, President and a former member of the Board of Directors of the Company. Mr. Gervais retired and resigned from his positions at the Company, effective as of June 15, 2012. Under the terms of the Consulting Agreement, the Company has engaged Mr. Gervais to provide consulting services to the Company from time to time through June 30, 2014. The Consulting Agreement provides that during the first year of that agreement, Mr. Gervais will be paid \$1,000 for each day of consulting, up to a maximum of 50 days a quarter, and in the second year, \$1,000 for each day of consulting, up to a maximum of 25 days a quarter.

The foregoing description of the material terms of the Consulting Agreement does not purport to be complete and is qualified in its entirety by the text of the agreement, a copy of which will be filed as an exhibit to the Company’s annual report on Form 10-K for the fiscal year ending June 30, 2012.

SIGNATURES

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.

QUALSTAR CORPORATION

June 28, 2012

By: /s/ Nidhi H. Andalon
Nidhi H. Andalon
Vice President, Chief Financial Officer and Corporate Secretary