

DIXON DONALD R
Form 4
October 03, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DIXON DONALD R

2. Issuer Name and Ticker or Trading Symbol
QUALYS, INC. [QLYS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
505 HAMILTON AVENUE, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
10/03/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
PALO ALTO, CA 94301

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/03/2012		C		5,360,320	A	Ⓣ 5,639,301	I	See footnotes (2) (7)
Common Stock	10/03/2012		C		407,238	A	Ⓣ 428,430	I	See footnotes (3) (7)
Common Stock	10/03/2012		C		148,783	A	Ⓣ 156,856	I	See footnotes (4) (7)
Common Stock	10/03/2012		C		31,150	A	Ⓣ 32,770	I	See footnotes

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Common Stock	10/03/2012	C	29,724	A	<u>(1)</u>	31,269	I	(5) (7) See footnotes (6) (7)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred Stock	<u>(1)</u>	10/03/2012		C	1,346,877	<u>(1)</u> <u>(1)</u>	Common Stock 1,346,877
Series A Preferred Stock	<u>(1)</u>	10/03/2012		C	102,325	<u>(1)</u> <u>(1)</u>	Common Stock 102,325
Series A Preferred Stock	<u>(1)</u>	10/03/2012		C	32,622	<u>(1)</u> <u>(1)</u>	Common Stock 32,622
Series A Preferred Stock	<u>(1)</u>	10/03/2012		C	7,826	<u>(1)</u> <u>(1)</u>	Common Stock 7,826
Series A Preferred Stock	<u>(1)</u>	10/03/2012		C	7,468	<u>(1)</u> <u>(1)</u>	Common Stock 7,468
Series B Preferred Stock	<u>(1)</u>	10/03/2012		C	3,743,844	<u>(1)</u> <u>(1)</u>	Common Stock 3,743,844
Series B Preferred Stock	<u>(1)</u>	10/03/2012		C	284,432	<u>(1)</u> <u>(1)</u>	Common Stock 284,432
Series B Preferred Stock	<u>(1)</u>	10/03/2012		C	108,359	<u>(1)</u> <u>(1)</u>	Common Stock 108,359

Series B Preferred Stock	(1)	10/03/2012	C	21,758	(1)	(1)	Common Stock	21,758
Series B Preferred Stock	(1)	10/03/2012	C	20,762	(1)	(1)	Common Stock	20,762
Series C Preferred Stock	(1)	10/03/2012	C	269,599	(1)	(1)	Common Stock	269,599
Series C Preferred Stock	(1)	10/03/2012	C	20,481	(1)	(1)	Common Stock	20,481
Series C Preferred Stock	(1)	10/03/2012	C	7,802	(1)	(1)	Common Stock	7,802
Series C Preferred Stock	(1)	10/03/2012	C	1,566	(1)	(1)	Common Stock	1,566
Series C Preferred Stock	(1)	10/03/2012	C	1,494	(1)	(1)	Common Stock	1,494

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIXON DONALD R 505 HAMILTON AVENUE, SUITE 200 PALO ALTO, CA 94301	X	X		

Signatures

/s/ Donald R.
Dixon

10/03/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock automatically converted into Common Stock on a 1-for-1 basis upon the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- (2) The reported securities are held directly by Trident Capital Fund-V, L.P.
- (3) The reported securities are held directly by Trident Capital Parallel Fund-V, C.V.
- (4) The reported securities are held directly by Trident Capital Fund-V Principals Fund, L.P.

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- (5) The reported securities are held directly by Trident Capital Fund-V Affiliates Fund, L.P.
- (6) The reported securities are held directly by Trident Capital Fund-V Affiliates Fund (Q), L.P.

The Reporting Person serves as a Managing Director of Trident Capital Management-V, L.L.C. ("TCMV"). TCMV is the general partner of each of Trident Capital Fund-V, L.P., Trident Capital Fund-V Affiliates Fund, L.P., Trident Capital Fund-V Affiliates Fund (Q), L.P. and Trident Capital Fund-V Principals Fund, L.P. and the sole investment general partner of Trident Capital Parallel Fund-V, C.V. As

- (7) such, the Reporting Person may be deemed to share voting and dispositive power with respect to the shares held by each of these Trident entities. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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