QUALYS, INC. Form 4 August 08, 2013

## FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

obligations may continue. See Instruction

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

0.5

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Wilson John N

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

QUALYS, INC. [QLYS]

(First) (Middle) 3. Date of Earliest Transaction (Check all applicable)

C/O QUALYS, INC., 1600 BRIDGE 08/06/2013

(Month/Day/Year)

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

**PARKWAY** 

(Street)

4. If Amendment, Date Original

EVP, Worldwide Field Ops 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

REDWOOD CITY, CA 94065

| (City)                               | (State)                                 | (Zip) Tak   | ole I - Non-                            | Derivative Se                   | ecurities Acquir                | ed, Disposed of,   | or Beneficiall   | y Owned   |
|--------------------------------------|---|---|---|---------------------------------|---------------------------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | onor Disposed<br>(Instr. 3, 4 a | ` ′                             | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 08/06/2013                              |   | M(1)                                    | 10,000 A                        | A \$ 4.1                        | 65,500   | D  |   |
| Common<br>Stock                      | 08/06/2013                              |   | S <u>(1)</u>                            | 10,000 I                        | \$ 18.3654<br>\(\frac{(2)}{2}\) | 55,500   | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of on 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Stock Option (right to buy)                         | \$ 4.1  | 08/06/2013                           |   | M <u>(1)</u>                           | 10,000   | (3)  | 11/05/2020         | Common<br>Stock   | 10,000                              |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                                |       |  |  |
|--|---------------|-----------|--------------------------------|-------|--|--|
| Topozonia o maor rumo / radaross   | Director      | 10% Owner | Officer                        | Other |  |  |
| Wilson John N<br>C/O QUALYS, INC.<br>1600 BRIDGE PARKWAY<br>REDWOOD CITY, CA 94065 |               |           | EVP,<br>Worldwide<br>Field Ops |       |  |  |

### **Signatures**

/s/ Bruce Posey by power of attorney for John N. Wilson 08/07/2013

\*\*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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 21, 2013.
- The sale price for this transaction reported in column 4 of Table I represents the weighted average sale price of the shares sold, ranging (2) from \$18.00 to \$18.81 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (3) The option is subject to an early exercise provision and is immediately exercisable. One thirty-sixth of the shares subject to the option vested on November 29, 2010 and one thirty-sixth of the shares vest monthly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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