

QUALYS, INC.
Form 4
October 03, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
AOS Partners, LP

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)
2121 AVENUE OF THE STARS,
SUITE 1630

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

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

(Street)

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

LOS ANGELES, CA 90067

(City) (State) (Zip)

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		1,657,723	A	Ⓣ 1,657,723	D	
Common Stock	10/03/2012		C		575,929	A	Ⓣ 575,929	I	By GRPVC, L.P. (1)
Common Stock	10/03/2012		C		200,776	A	Ⓣ 200,776	I	By GRP II Investors, L.P. (1)
Common Stock	10/03/2012		C		75,289	A	Ⓣ 75,289	I	By GRP II Partners, L.P. (1)

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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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Preferred Stock	(1)	10/03/2012		C		1,016,185	(1)	(1)	Common Stock	1,016,185
Series B Preferred Stock	(1)	10/03/2012		C		353,045	(1)	(1)	Common Stock	353,045
Series B Preferred Stock	(1)	10/03/2012		C		123,076	(1)	(1)	Common Stock	123,076
Series B Preferred Stock	(1)	10/03/2012		C		46,153	(1)	(1)	Common Stock	46,153
Series C Preferred Stock	(1)	10/03/2012		C		641,538	(1)	(1)	Common Stock	641,538
Series C Preferred Stock	(1)	10/03/2012		C		222,884	(1)	(1)	Common Stock	222,884
Series C Preferred Stock	(1)	10/03/2012		C		77,700	(1)	(1)	Common Stock	77,700
Series C Preferred Stock	(1)	10/03/2012		C		29,136	(1)	(1)	Common Stock	29,136

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AOS Partners, LP 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067		X		
GRPVC, L.P. 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067		X		
GRP II Investors, L.P. 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067		X		
GRP II Partners, L.P. 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067		X		

Signatures

/s/ Dana Kibler, for Hique, Inc., the General Partner of AOS Partners, L.P.	10/03/2012
**Signature of Reporting Person	Date
/s/ Dana Kibler, for GRP Management Services Corp., the General Partner of GRPVC, L.P.	10/03/2012
**Signature of Reporting Person	Date
/s/ Dana Kibler, for GRP Management Services Corp., the General Partner of GRP II Investors, L.P.	10/03/2012
**Signature of Reporting Person	Date
/s/ Dana Kibler, for GRPVC, L.P., the General Partner of GRP II Partners, L.P.	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 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.

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.