

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Thakar Sumedh S	QUALYS, INC. [ QLYS ]	Director 10% Owner
(Last) (First) (Middle)		X Officer (give title below) Other (specify below)
C/O QUALYS, INC., 1600 BRIDGE PARKWAY	3. Date of Earliest Transaction (Month/Day/Year)	VP, Engineering
(Street)	06/10/2013	
REDWOOD SHORES CA 94065	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)	06/11/2013	X 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	06/10/2013		S <sup>(1)</sup>		3,139	D	\$15.0013 <sup>(2)</sup>	0	D	
Common Stock	06/10/2013		M <sup>(1)</sup>		861	A	\$1.4	861	D	
Common Stock	06/10/2013		S <sup>(1)</sup>		861	D	\$15.0013 <sup>(2)</sup>	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$1.4	06/10/2013		M <sup>(1)</sup>			861	(3)	06/30/2016	Common Stock	861	\$0	5,889	D	

Explanation of Responses:

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 28, 2013.

2. The sale price reported for this transaction in column 4 of Table I represents the weighted average sale price of the shares sold, ranging from \$15.00 to \$15.02 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 fully vested and immediately exercisable.

Remarks:

An aggregate of 4,000 shares was sold on behalf of the Reporting Person on June 10, 2013 and reported on a Form 4 filed June 11, 2013. Due to broker error, the Form 4 filed on June 11, 2013 reported the incorrect number of shares sold from (i) long shares owned by the Reporting Person, and (ii) the number of shares subject to a same-day option exercise and sale by the Reporting Person. As such, this Form 4 amends and restates all transactions dated June 10, 2013 that were previously reported.

/s/ Bruce Posey by power of attorney for Sumedh S. Thakar 06/13/2013

\*\* Signature of Reporting Person Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.