

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

1. Name and Address of Reporting Person* <b>AOS Partners, LP</b>  (Last) (First) (Middle) 2121 AVENUE OF THE STARS, SUITE 1630  (Street) LOS ANGELES CA 90067  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>QUALYS, INC. [ QLYS ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/03/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

**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				
Series B Preferred Stock	(1)	10/03/2012		C		1,016,185		(1)	(1)	Common Stock	1,016,185	\$0	0	D	
Series B Preferred Stock	(1)	10/03/2012		C		353,045		(1)	(1)	Common Stock	353,045	\$0	0	I	By GRPVC, L.P. <sup>(1)</sup>
Series B Preferred Stock	(1)	10/03/2012		C		123,076		(1)	(1)	Common Stock	123,076	\$0	0	I	By GRP II Investors, L.P. <sup>(1)</sup>
Series B Preferred Stock	(1)	10/03/2012		C		46,153		(1)	(1)	Common Stock	46,153	\$0	0	I	By GRP II Partners, L.P. <sup>(1)</sup>
Series C Preferred Stock	(1)	10/03/2012		C		641,538		(1)	(1)	Common Stock	641,538	\$0	0	D	
Series C Preferred Stock	(1)	10/03/2012		C		222,884		(1)	(1)	Common Stock	222,884	\$0	0	I	By GRPVC, L.P. <sup>(1)</sup>
Series C Preferred Stock	(1)	10/03/2012		C		77,700		(1)	(1)	Common Stock	77,700	\$0	0	I	By GRP II Investors, L.P. <sup>(1)</sup>
Series C Preferred Stock	(1)	10/03/2012		C		29,136		(1)	(1)	Common Stock	29,136	\$0	0	I	By GRP II Partners, L.P. <sup>(1)</sup>

1. Name and Address of Reporting Person\*  
**AOS Partners, LP**  
  
 (Last) (First) (Middle)

2121 AVENUE OF THE STARS, SUITE 1630

(Street)

LOS ANGELES CA 90067

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

GRPVC, L.P.

(Last)

(First)

(Middle)

2121 AVENUE OF THE STARS, SUITE 1630

(Street)

LOS ANGELES CA 90067

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

GRP II Investors, L.P.

(Last)

(First)

(Middle)

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**Explanation of Responses:**

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.

/s/ Dana Kibler, for Hique, Inc.,  
the General Partner of AOS 10/03/2012  
Partners, L.P.

/s/ Dana Kibler, for GRP  
Management Services Corp., the 10/03/2012  
General Partner of GRPVC, L.P.

/s/ Dana Kibler, for GRP  
Management Services Corp., the 10/03/2012  
General Partner of GRP II  
Investors, L.P.

/s/ Dana Kibler, for GRPVC,  
L.P., the General Partner of GRP 10/03/2012  
II Partners, L.P.

\*\* 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.

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