

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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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

1. Name and Address of Reporting Person* <u>DIXON DONALD R</u> (Last) (First) (Middle) <u>505 HAMILTON AVENUE</u> <u>SUITE 200</u> (Street) <u>PALO ALTO</u> <u>CA</u> <u>94301</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>QUALYS, INC.</u> [<u>QLYS</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>11/27/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	11/27/2017		S		40,591	D	\$59.7167 ⁽¹⁾	114,064	D	
Common Stock	11/27/2017		S		8,800	D	\$60.5134 ⁽²⁾	105,264	D	
Common Stock	11/27/2017		S		500	D	\$61.36 ⁽³⁾	104,764	D	
Common Stock	11/27/2017		S		35,808	D	\$59.7871 ⁽⁴⁾	87,998	I	See Footnote ⁽⁵⁾
Common Stock	11/27/2017		S		5,360	D	\$60.6991 ⁽⁶⁾	82,638	I	See Footnote ⁽⁵⁾
Common Stock	11/27/2017		S		100	D	\$61.5	82,538	I	See Footnote ⁽⁵⁾
Common Stock	11/28/2017		S		320	D	\$60	643	I	See Footnote ⁽⁷⁾

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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Title	Amount or Number of Shares			

Explanation of Responses:

1. The sale price represents the weighted average price of the shares sold ranging from \$59.25 to \$60.20 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 within the range set forth in this Form 4.
2. The sale price represents the weighted average price of the shares sold ranging from \$60.25 to \$60.95 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 within the range set forth in this Form 4.
3. The sale price represents the weighted average price of the shares sold ranging from \$61.30 to \$61.50 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 within the range set forth in this Form 4.
4. The sale price represents the weighted average price of the shares sold ranging from \$59.45 to \$60.40 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 within the range set forth in this Form 4.
5. The shares are held directly by Donald and Elizabeth Dixon Family Limited Partnership, for which the Reporting Person and his spouse serve as general partners.
6. The sale price represents the weighted average price of the shares sold ranging from \$60.45 to \$61.35 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 within the range set forth in this Form 4.
7. The shares are held directly by Dixon Family Trust U/A Dated 6/18/88, for which the Reporting Person and his spouse serve as settlors.

Remarks:

/s/ Bruce Posey by power of attorney
11/29/2017
** 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.

