

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* Sisteron Yves			2. Issuer Name and Ticker or Trading Symbol QUALYS, INC. [QLYS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/03/2012			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
2121 AVENUE OF THE STARS, SUITE 1630			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	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)	1,657,723	I	By AOS Partners, L.P. ⁽²⁾
Common Stock	10/03/2012		C		575,929	A	(1)	575,929	I	By GRPVC, L.P. ⁽²⁾
Common Stock	10/03/2012		C		200,776	A	(1)	200,776	I	By GRP II Investors, L.P. ⁽²⁾
Common Stock	10/03/2012		C		75,289	A	(1)	75,289	I	By GRP II Partners, L.P. ⁽²⁾

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	I	By AOS Partners, L.P. ⁽²⁾
Series B Preferred Stock	(1)	10/03/2012		C		353,045		(1)	(1)	Common Stock	353,045	\$0	0	I	By GRPVC, L.P. ⁽²⁾
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. ⁽²⁾
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. ⁽²⁾
Series C Preferred Stock	(1)	10/03/2012		C		641,538		(1)	(1)	Common Stock	641,538	\$0	0	I	By AOS Partners, L.P. ⁽²⁾
Series C Preferred Stock	(1)	10/03/2012		C		222,884		(1)	(1)	Common Stock	222,884	\$0	0	I	By GRPVC, L.P. ⁽²⁾
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. ⁽²⁾
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. ⁽²⁾

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.

2. The Reporting Person serves as a member of the investment committee of GRP Management Services Corp and may be deemed to share voting and dispositive power with respect to the shares held by AOS Partners, L.P., GRPVC, L.P., GRP II Investors, L.P. and GRP II Partners, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

/s/ Yves B. Sisteron

10/03/2012

** 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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