

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <b>PACE PETER</b>			2. Issuer Name and Ticker or Trading Symbol <b>QUALYS, INC. [ QLYS ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/12/2020</b>			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		
C/O QUALYS, INC. 919 E. HILLSDALE BLVD.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) FOSTER CITY CA 94404								
(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	08/12/2020		M		12,000	A	\$13.5	23,860	D	
Common Stock	08/12/2020		M		12,000	A	\$22.31	35,860	D	
Common Stock	08/12/2020		M		12,000	A	\$40.68	47,860	D	
Common Stock	08/12/2020		S		14,602	D	\$100.8705 <sup>(1)</sup>	33,258	D	
Common Stock	08/12/2020		S		6,123	D	\$102.3252 <sup>(2)</sup>	27,135	D	
Common Stock	08/12/2020		S		6,093	D	\$103.6383 <sup>(3)</sup>	21,042	D	
Common Stock	08/12/2020		S		7,389	D	\$104.6379 <sup>(4)</sup>	13,653	D	
Common Stock	08/12/2020		S		1,793	D	\$105.2367 <sup>(5)</sup>	11,860	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		Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$13.5	08/12/2020		M		12,000	(6)	06/04/2023	Common Stock	12,000	\$0.00	0	D	
Stock Option (right to buy)	\$22.31	08/12/2020		M		12,000	(6)	06/04/2024	Common Stock	12,000	\$0.00	0	D	
Stock Option (right to buy)	\$40.68	08/12/2020		M		12,000	(6)	06/04/2025	Common Stock	12,000	\$0.00	0	D	

**Explanation of Responses:**

- The sale price represents the weighted average price of the shares sold ranging from \$100.58 to \$101.17 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.
- The sale price represents the weighted average price of the shares sold ranging from \$102.02 to \$102.95 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.
- The sale price represents the weighted average price of the shares sold ranging from \$103.10 to \$104.08 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.
- The sale price represents the weighted average price of the shares sold ranging from \$104.10 to \$105.08 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.
- The sale price represents the weighted average price of the shares sold ranging from \$105.10 to \$105.55 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.
- The option is fully vested and immediately exercisable.

**Remarks:**

/s/ Bruce Posey by power of attorney

08/14/2020

\*\* Signature of Reporting Person

Date

\* 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.**