

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>DIXON DONALD R</b>  (Last) (First) (Middle) <b>505 HAMILTON AVENUE, SUITE 200</b>  (Street) <b>PALO ALTO CA 94301</b>  (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)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/05/2014</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

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	08/05/2014		J <sup>(1)</sup>		1,409,825	D	\$0.00	4,229,476	I	See footnotes <sup>(2)(7)</sup>
Common Stock	08/05/2014		J <sup>(1)</sup>		107,108	D	\$0.00	321,322	I	See footnotes <sup>(3)(7)</sup>
Common Stock	08/05/2014		J <sup>(1)</sup>		39,214	D	\$0.00	117,642	I	See footnotes <sup>(4)(7)</sup>
Common Stock	08/05/2014		J <sup>(1)</sup>		8,193	D	\$0.00	24,577	I	See footnotes <sup>(5)(7)</sup>
Common Stock	08/05/2014		J <sup>(1)</sup>		7,817	D	\$0.00	23,452	I	See footnotes <sup>(6)(7)</sup>
Common Stock	08/05/2014		J <sup>(8)</sup>		45,866	A	\$0.00	45,866	D	
Common Stock	08/05/2014		J <sup>(9)</sup>		38,477	A	\$0.00	38,477	I	See footnotes <sup>(6)(10)</sup>
Common Stock	08/05/2014		J <sup>(11)</sup>		321	A	\$0.00	321	I	See footnotes <sup>(6)(12)</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)
					(A)	(D)	Date Exercisable	Expiration Date					
					Code	V			Title	Amount or Number of Shares			

Explanation of Responses:

- Represents an in-kind distribution to the partners of the applicable partnership in accordance with the partners' relative economic interests in such partnership and includes subsequent distributions by general partners or managing members to their respective partners or members.
- The shares are held directly by Trident Capital Fund-V, L.P.
- The shares are held directly by Trident Capital Parallel Fund-V, C.V.
- The shares are held directly by Trident Capital Fund-V Principals Fund, L.P.
- The shares are held directly by Trident Capital Fund-V Affiliates Fund, L.P.
- The shares are held directly by Trident Capital Fund-V Affiliates Fund (Q), L.P.
- Trident Capital Management-V, L.L.C. ("TCMV") serves as the general partner of each of Trident Capital Fund-V, L.P., Trident Capital Fund-V Principals Fund, L.P., Trident Capital Fund-V Affiliates Fund, L.P., and Trident Capital Fund-V Affiliates Fund (Q), L.P., and as the sole investment general partner of Trident Capital Parallel Fund-V, C.V. As such, TCMV may be deemed to be the beneficial owner of the shares held directly by each of these Trident entities. TCMV disclaims beneficial ownership of these securities except to the extent of its 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.
- Represents the receipt of shares by virtue of the distributions described in footnotes (2), (3) and (4) above as follows: (i) 31,795 shares from Trident Capital Fund-V, L.P., (ii) 2,409 shares from Trident Capital Parallel Fund-V, C.V., and (iii) 11,662 shares from Trident Capital Fund-V Principals Fund, L.P. The acquisition of such shares was exempt under Rule 16a-9 and Rule 16a-13.
- Represents the receipt of shares by virtue of the distributions described in footnotes (2) and (3) above as follows: (i) 35,767 shares from Trident Capital Fund-V, L.P., and (ii) 2,710 shares from Trident Capital Parallel Fund-V, C.V. The acquisition of such shares was exempt under Rule 16a-9 and Rule 16a-13.
- 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.
- Represents the receipt of shares by virtue of the distribution described in footnote (5) above. The acquisition of such shares was exempt under Rule 16a-9 and Rule 16a-13.

12. 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/ Donald R. Dixon

08/06/2014

\*\* 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.**