| SEC F | Form 4 |
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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| P | OMB Number:            | 3235-0287 |  |  |
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| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5           |
| obligations may continue. See          |
| Instruction 1(b).                      |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI

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 <sup>*</sup><br><u>Thakar Sumedh S</u> |                  |       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>QUALYS, INC.</u> [ QLYS ] | (Check                 | tionship of Reporting Perso<br>all applicable)<br>Director<br>Officer (give title             | on(s) to Issuer<br>10% Owner<br>Other (specify |
|--|------------------|-------|--|------------------------|---|--|
| (Last) (First) (Middle)<br>C/O QUALYS, INC., 1600 BRIDGE PARKWAY               |                  | ( )   | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/02/2014                     | Х                      | below)<br>VP, Engineeri   | below)   |
| (Street)<br>REDWOOD<br>CITY  | REDWOOD CA 94065 |       | 4. If Amendment, Date of Original Filed (Month/Day/Year)                           | 6. Indiv<br>Line)<br>X | idual or Joint/Group Filing (<br>Form filed by One Repor<br>Form filed by More than<br>Person | ting Person                                    |
| (City)   | (State)          | (Zip) |  |                        |   |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   | Disposed Of ( | Disposed Of (D) (Instr. 3, 4 and |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|------------------------------|---|---------------|----------------------------------|-------|---|---|---|
|                                 |  |   | Code                         | v | Amount        | (A) or<br>(D)                    | Price | Transaction(s)<br>(Instr. 3 and 4)  |   | (1150.4)  |

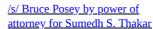
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of     |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--------|-----|--|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)    | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Stock<br>Option<br>(right to<br>buy)                | \$19.26   | 05/02/2014                                 |   | A                            |   | 50,000 |     | (1)  | 05/02/2024         | Common<br>Stock   | 50,000                                 | \$0.00  | 50,000   | D  |  |

Explanation of Responses:

1. One twenty-fourth (1/24th) of the shares subject to the option vest on June 2, 2014 and one twenty-fourth (1/24th) of the shares subject to the option vest monthly thereafter.

**Remarks:** 



05/05/2014

\*\* 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.