SEC Form 5

FORM 5

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

☐ Form 3 Holdings Reported.

[X] Form 4 Transactions Reported.

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

ANNUAL 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

1. Name and Address of Reporting Person[*] COURTOT PHILIPPE F (Last)　(First)　(Middle) 919 E. HILLSDALE BLVD. (Street) FOSTER CITY　CA　94404 (City)　(State)　(Zip)	2. Issuer Name **and** Ticker or Trading Symbol QUALYS, INC. [QLYS] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2017 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director　　X 10% Owner X Officer (give title below)　　Other (specify below) Chairman, President & CEO 6. Individual or Joint/Group Filing (Check Applicable Line) X 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	11/30/2017		G4	34,000	D	$0.00	5,478,934[1]	D	
Common Stock							100,000	I	See Footnote[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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	$3.8						[3]	12/02/2019	Common Stock	231,927		231,927	D	
Stock Option (right to buy)	$26.86						[3]	02/06/2024	Common Stock	398,000		398,000	D	
Stock Option (right to buy)	$25.56						[4]	04/28/2026	Common Stock	500,000		500,000	D	

Explanation of Responses:

1. The reported shares reflect the current ownership of the Reporting Person and incorporates the gift reporting as referenced on Table I of this Form 5.

2. These shares are held directly by a custodian under the Uniform Gifts to Minors Act for the benefit of the Reporting Person's minor child.

3. The option is fully vested and immediately exercisable.

4. Shares subject to the option vest in forty-eight equal monthly installments beginning on April 28, 2016.

Remarks:

/s/ Bruce Posey, under power of attorney for Philippe Courtot　02/08/2018

** 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.