

**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

1. Name and Address of Reporting Person* <u>Kim Joo Mi</u> <hr/> (Last) (First) (Middle) C/O QUALYS, INC. 919 E. HILLSDALE BLVD. <hr/> (Street) FOSTER CITY CA 94404 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>QUALYS, INC. [ QLYS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chief Financial Officer</b></p>
3. Date of Earliest Transaction (Month/Day/Year) 02/05/2024		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
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	02/05/2024		s <sup>(1)</sup>		417	D	\$166.7289 <sup>(2)</sup>	97,447	D	
Common Stock	02/05/2024		s <sup>(1)</sup>		268	D	\$168.2169 <sup>(3)</sup>	97,179	D	
Common Stock	02/05/2024		s <sup>(1)</sup>		224	D	\$169.195 <sup>(4)</sup>	96,955	D	
Common Stock	02/05/2024		s <sup>(1)</sup>		56	D	\$170.2963 <sup>(5)</sup>	96,899	D	
Common Stock	02/05/2024		s <sup>(1)</sup>		55	D	\$173.7467 <sup>(6)</sup>	96,844	D	
Common Stock	02/05/2024		s <sup>(1)</sup>		55	D	\$179.38	96,789	D	
Common Stock	02/05/2024		s <sup>(1)</sup>		55	D	\$182.89	96,734	D	
Common Stock	02/05/2024		A		4,620 <sup>(7)</sup>	A	\$0.00	101,354	D	
Common Stock	02/05/2024		F		2,342 <sup>(8)</sup>	D	\$168.24	99,012	D	
Common Stock	02/05/2024		A		3,834 <sup>(9)</sup>	A	\$0.00	102,846	D	
Common Stock	02/05/2024		F		1,944 <sup>(10)</sup>	D	\$168.24	100,902	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	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The sale transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 28, 2023.
- The sale price represents the weighted average price of the shares sold ranging from \$166.28 to \$167.22 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 \$167.71 to \$168.70 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 \$168.72 to \$169.60 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 \$170.04 to \$170.67 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 \$173.72 to \$173.77 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.
- Represents the acquisition of shares upon the determination of the Board of Directors of the Issuer that the performance conditions were met with respect to performance share awards granted to the Reporting Person on October 28, 2021.
- The reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of performance restricted stock units awarded to the Reporting Person on October 28, 2021.
- Represents the acquisition of shares upon the determination of the Board of Directors of the Issuer that the performance conditions were met with respect to performance share awards granted to the Reporting Person on October 27, 2022.

10. The reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of performance restricted stock units awarded to the Reporting Person on October 27, 2022.

**Remarks:**

/s/ Bruce Posey, by power of  
attorney for Joo Mi Kim      02/07/2024

\*\* 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.**