FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20549

| STATEMENT | OF CHANG | GES IN BEN | EFICIAL OV | /NERSHIP |
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| l | OMB APPRO | VAL |
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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>Fisher Melissa B</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol QUALYS, INC. [QLYS] | | | | | | | | | tionship of Reporting all applicable) Director Officer (give title | | 10% Own Other (sp | | wner |
|--|---|--|---|-----------|---|---|---|------------------|--|--------|------------------------|--|--------------------------------------|---|---|--|---|--|--|
| (Last) (First) (Middle) C/O QUALYS, INC. 919 E. HILLSDALE BLVD. (Street) FOSTER CITY CA 94404 (City) (State) (Zip) | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/06/2019 | | | | | | | | | below) below) Chief Financial Officer | | | | |
| | | | | | _ 4.1 | 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | | | | | on | | |
| | | Tab | le I - 1 | Non-Deriv | vative | e Sec | uriti | ies A | cquire | ed, D | isposed o | of, or B | enefici | ally | Owned | I | | | |
| | | 2. Transact Date (Month/Day | e Exe nth/Day/Year) if a | | 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 an | | | nd 5) Secu Bene Own | | mount of urities eficially ned Following | | n: Direct r Indirect istr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Code | v | Amount | (A) or (D) | Price | | Reporte Transac (Instr. 3 | ction(s) | | | (Instr. 4) |
| Common Stock 06/0 | | | 06/06/2 | 019 | | | | M ⁽¹⁾ | | 1,500 | A | \$25.5 | 66 | 6 150,62 | | | D | | |
| Common | Stock | | | 06/06/2 | 019 | | | | S ⁽¹⁾ | | 1,000 | D | \$84.65 | 73 ⁽²⁾ | 3 ⁽²⁾ 149,629 D | | | | |
| Common | Stock | | | 06/06/2 | 019 | | | | S ⁽¹⁾ | | 500 | D | \$85.8 | 33 | 149 | 149,129 D | | | |
| | | Т | able | | | | | | | | posed of , converti | | | | wned | | | | |
| 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 Exerci Expiration Dat (Month/Day/Yo | | ate | 7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4) | | De Se (In | Price of erivative ecurity estr. 5) | 9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4) | ly | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date Exerci | isable | Expiration Date | Title | Amoun or Numbe of Shares | r | | | | | |
| Stock Option (right to | \$25.56 | 06/06/2019 | | | M ⁽¹⁾ | | | 1,500 | (3 | 3) | 04/28/2026 | Common | 1,500 | | \$0.00 | 51,411 | | D | |

Explanation of Responses:

- 1. The sale transaction reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 31, 2018.
- 2. The sale price represents the weighted average price of the shares sold ranging from \$84.38 to \$85.10 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.
- 3. Twenty-five percent (25%) of the shares subject to the option shall vest on April 28, 2017 and the remaining shares shall vest monthly thereafter, subject to the Reporting Person's continued service through each vesting date.

Remarks:

/s/ Bruce Posey, by power of attorney for Melissa B. Fisher

06/10/2019

** 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.