

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)  
June 7, 2023**

**Qualys, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35662**  
(Commission  
File Number)

**77-0534145**  
(IRS Employer  
Identification No.)

**919 East Hillsdale Boulevard  
Foster City, California 94404**  
(Address of principal executive offices, including zip code)

**(650) 801-6100**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 par value per share	QLYS	NASDAQ Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 7, 2023, Qualys, Inc. (the “**Company**”) held its 2023 annual meeting of stockholders (the “**Annual Meeting**”). Present at the Annual Meeting in person or by proxy were holders of 34,013,033 shares of the Company’s common stock, or approximately 92.1% of the shares outstanding and entitled to vote at the Annual Meeting. The voting results for each of the proposals considered at the Annual Meeting are provided below.

*Proposal One – Election of Directors*

The stockholders elected each of the following nominees as Class II directors to serve on the Company’s board of directors (the “**Board**”) until the Company’s 2026 annual meeting of stockholders or until their respective successors are duly elected and qualified.

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Wendy M. Pfeiffer	24,373,176	6,121,294	3,518,563
John Zangardi	28,631,995	1,862,475	3,518,563

Following the resignation of General Peter Pace effective as of the Annual Meeting, the Board is comprised of six members who are divided into three classes with overlapping three-year terms. The term of the Company’s Class III directors, William Berutti, Jeffrey P. Hank, and Sumedh S. Thakar, will expire at the Company’s 2024 annual meeting of stockholders. The term of the Company’s Class I director, Kristi M. Rogers, will expire at the Company’s 2025 annual meeting of the stockholders.

*Proposal Two – Ratification of the Appointment of Independent Registered Public Accounting Firm*

The stockholders ratified the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2023.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
33,863,120	137,211	12,702	—

*Proposal Three – Advisory Approval of Executive Compensation*

The stockholders cast their votes with respect to the advisory vote to approve the compensation of the Company’s named executive officers as described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 20, 2023, as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
26,735,409	3,738,597	20,464	3,518,563

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**QUALYS, INC.**

By: /s/ Joo Mi Kim

**Joo Mi Kim**

**Chief Financial Officer**

Date: June 9, 2023