
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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)
February 4, 2016**

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.)

1600 Bridge Parkway
Redwood City, California 94065
(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 (see General Instruction A.2):

- 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))
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Item 5.02 Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

(d) Appointment of New Director

On February 4, 2016, the Board of Directors (the “**Board**”) of Qualys, Inc. (“**Qualys**”) appointed Todd P. Headley to serve as a member of the Board, effective immediately. Mr. Headley will serve in the class of directors whose term expires at the Annual Meeting of Stockholders to be held in 2016. In addition, Mr. Headley was appointed as a member of the audit committee of the Board, effective immediately.

In connection with his appointment to the Board on February 4, 2016, and in accordance with Qualys’ compensation program for non-employee directors, as currently in effect, Mr. Headley was granted restricted stock units (“**RSUs**”) having a value of \$420,000 (which is 14,142 RSUs) based on the average of the closing trading prices for the 30 days ending one week before the date of grant. The shares subject to the grant will vest in three (3) equal annual installments on each of the first three (3) anniversaries of March 1, 2016, subject to continued service as a director through each vesting date. The grant is subject to the terms and conditions of Qualys’ 2012 Equity Incentive Plan and the related restricted stock unit agreement. Qualys will also reimburse Mr. Headley for all reasonable expenses in connection with his services to Qualys.

In addition, Mr. Headley has executed Qualys’ standard form of indemnification agreement, a copy of which has been filed as Exhibit 10.10 to Qualys’ Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 10, 2012.

On February 8, 2016, Qualys issued a press release regarding the appointment of Mr. Headley to the Board, which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Qualys, Inc. dated February 8, 2016.

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/ Philippe F. Courtot

Philippe F. Courtot

Chairman, President and Chief Executive Officer

Date: February 8, 2016

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Qualys, Inc. dated February 8, 2016.



Qualys Appointments Todd Headley, Former CFO of Sourcefire, to its Board of Directors

Appointment Brings a Unique Combination of Financial and Security Industry Experience To Qualys

Redwood City, Calif. – Feb. 8, 2016 - Qualys, Inc., a pioneer and leading provider of cloud-based security and compliance solutions, today announced Todd Headley as the newest member of its Board of Directors. Headley, who brings more than thirty years of experience helping technology companies through various stages of growth, will join a board comprised of industry leaders to provide strategic guidance on driving global expansion of Qualys' cloud security and compliance solutions to meet the needs of both public and private sectors.

“Qualys is a successful, profitable and proven security company with a great customer base and innovative solutions that provide visibility to today’s advanced threats,” said Headley. “I am very excited to join the company at this time and look forward to helping them achieve their vision of making their extensible cloud security and compliance platform a must-have security solution.”

Headley served as chief financial officer of Sourcefire from 2003 until the company’s acquisition by Cisco in 2013. Over a ten-year period, he was instrumental in helping grow the business to more than 700 employees with nearly \$300M in global annual revenue. After leading the company through four rounds of venture financing to raise \$55M, completing a \$93M IPO in 2007 and making two technology acquisitions, Headley also managed the acquisition of the company by Cisco for \$2.7B in 2013. He also serves as a director for three privately held, security-minded companies.

“Todd brings a wealth of knowledge from his experience working with other technology and security brands,” said Philippe Courtot, Chairman and CEO, Qualys. “With unique expertise in leading businesses through every stage of growth, he will help us build on our momentum to further drive global expansion for Qualys to the next level.”

The Qualys Board of Directors is led by Qualys Chairman and CEO, Philippe Courtot and includes: General Peter Pace, former Chairman of the Joint Chiefs of Staff for the U.S. Armed Forces; Sandra England Bergeron, board member of Sophos Group plc and F5 Networks; Donald R. Dixon, managing director for Trident Capital; Jeffrey P. Hank, former vice president and corporate controller for Intuit; Kristi M. Rogers, chairman of Aspen Medical International; and former Cybersecurity Coordinator and Special Assistant to the President of the United States, Howard A. Schmidt.

About Todd Headley

Formerly the Chief Financial Officer of Sourcefire, Todd Headley now serves as an advisor and board member to three privately held security companies, in addition to his role with Qualys. He brings more than 30 years of experience in helping scale and grow technology organizations, with specific experience in mergers and acquisitions, partnerships, international expansion and raising capital. Prior to Sourcefire, Headley held key financial management positions in four venture-backed technology start-ups: Riverbed Technologies, Roadshow, BioNetrix and POMS. He began his career as a public accountant with Arthur Andersen in Washington, DC. He is a CPA and holds a bachelor’s degree in accounting from Virginia Tech.

About Qualys

Qualys, Inc. (NASDAQ: QLYS) is a pioneer and leading provider of cloud-based security and compliance solutions with over 8,000 customers in more than 100 countries, including a majority of each of the Forbes Global 100 and Fortune 100. The Qualys Cloud Platform and integrated suite of solutions help organizations simplify security operations and lower the cost of compliance by delivering critical security intelligence on demand and automating the full spectrum of auditing, compliance and protection for IT systems and web applications. Founded in 1999, Qualys has established strategic partnerships with leading managed service providers and consulting organizations including Accenture, BT, Cognizant Technology Solutions, Dell SecureWorks, Fujitsu, HCL Comnet, Infosys, NTT, Optiv, Tata Communications, Verizon and Wipro. The company is also a founding member of the Cloud Security Alliance (CSA). For more information, please visit www.qualys.com.

Qualys, the Qualys logo and QualysGuard are proprietary trademarks of Qualys, Inc. All other products or names may be trademarks of their respective companies.

Additional Resources

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