FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP | ON |

| l | OMB APPROVAL           |           |  |  |  |  |  |  |  |  |  |
|---|------------------------|-----------|--|--|--|--|--|--|--|--|--|
|   | OMB Number:            | 3235-0287 |  |  |  |  |  |  |  |  |  |
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hours per response:

| (   | Check this box if no longer subject to |
|-----|--|
| 5   | Section 16. Form 4 or Form 5           |
| C   | bligations may continue. See           |
| - 1 | nstruction 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

| Name and Address of Reporting Person* Fisher Melissa B |  |            |                          |                            |                    | 2. Issuer Name <b>and</b> Ticker or Trading Symbol QUALYS, INC. QLYS |   |         |                |                                     |  |                    |                                       |          | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |                      |                            |                              |                         |  |
|--|--|------------|--------------------------|----------------------------|--------------------|--|---|---------|----------------|-------------------------------------|--|--------------------|---------------------------------------|----------|---|---|----------------------|----------------------------|------------------------------|-------------------------|--|
| Fisher i   | <u>vieii55a</u>  | В          |                          |                            |                    |  | <u>,,,</u>  |         |                |                                     |  |                    |                                       |          |   |   | Direc                | ctor                       | 10%                          | Owner                   |  |
| (Cons) (Single)  |  |            |                          |                            | 3 D                | 2. Data of Earlight Transaction (Month/Day/Veer)                     |   |         |                |                                     |  |                    |                                       | $\dashv$ | X   | Office<br>belov                                       | er (give title<br>v) | Othe<br>below              | r (specify<br>v)             |                         |  |
| (Last) (First) (Middle)                                |  |            |                          |                            |                    |  | 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2020 |         |                |                                     |  |                    |                                       |          |   | Chief Financial Officer                               |                      |                            |                              |                         |  |
| C/O QUALYS, INC.                                       |  |            |                          |                            | "-"                |  |   |         |                |                                     |  |                    |                                       |          |   |   |                      |                            |                              |                         |  |
| 919 E. H   | ILLSDA   | LE I       | BLVD.                    |                            |                    |  |   |         |                |                                     |  |                    |                                       |          |   |   |                      |                            |                              |                         |  |
|  |  |            |                          |                            |                    | . 4. If  | 4. If Amendment, Date of Original Filed (Month/Day/Year)    |         |                |                                     |  |                    |                                       |          | 6   | 6. Individual or Joint/Group Filing (Check Applicable |                      |                            |                              |                         |  |
| (Street)   |  |            |                          |                            |                    |  |   |         |                |                                     |  |                    |                                       |          |   | Line)   |                      |                            |                              |                         |  |
| FOSTER   | CITY   | $C\Lambda$ | 0                        | 4404                       |                    |  |   |         |                |                                     |  |                    |                                       |          |   | X   | Form                 | n filed by One             | e Reporting Per              | rson                    |  |
| FOSIER   | CITI   | CA         | 5                        | 4404                       |                    |  |   |         |                |                                     |  |                    |                                       |          |   |   | Form                 | n filed by Mor             | e than One Re                | porting                 |  |
| ,  |  |            |                          |                            |                    | ١.   |   |         |                |                                     |  |                    |                                       |          |   |   | Pers                 | on                         |                              |                         |  |
| (City)   |  | (Sta       | te) (2                   | Zip)                       |                    |  |   |         |                |                                     |  |                    |                                       |          |   |   |                      |                            |                              |                         |  |
|  | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |            |                          |                            |                    |  |   |         |                |                                     |  |                    |                                       |          |   |   |                      |                            |                              |                         |  |
|  |  |            |                          | C 1 - 1401                 |                    |  |   |         |                |                                     | <b>D</b> 13  | 1                  |                                       |          |   |   |                      |                            |                              |                         |  |
| 1. Title of S  | ecurity (I   | nstr.      | 3)                       |                            | 2. Trans           | action   | ction 2A. Deemed Execution Date,                            |         |                |                                     | 3. 4. Securities Acquired (A) Transaction Disposed Of (D) (Instr. 3, 4 |                    |                                       |          |   |   |                      | ount of                    | 6. Ownership<br>Form: Direct | 7. Nature of Indirect   |  |
|  |  |            |                          |                            | (Month/            | Day/Yea  |   |         |                | Code (Instr. 5)                     |  |                    | J, 4 a                                | Benef    |   | cially  | (D) or Indirect      | Beneficial                 |                              |                         |  |
|  |  |            |                          |                            |                    |  | (Mont   |         | onth/Day/Year) |                                     | 8)   |                    |                                       |          |   | Owr<br>Rep  |                      | d Following<br>ted         | (I) (Instr. 4)               | Ownership<br>(Instr. 4) |  |
|  |  |            |                          |                            |                    |  |   |         |                | Code                                | l <sub>v</sub>   | Amount             | (A) or Pri                            |          | <br>  Price   | Trans   |                      | action(s)                  |                              | (111341.14)             |  |
|  |  |            |                          |                            |                    |  |   |         |                | Ĺ                                   |  | (D) F              |                                       |          | (Ins  |   | 3 and 4)             |                            |                              |                         |  |
| Common Stock 02/01/                                    |  |            |                          |                            |                    | /2020  |   |         |                | F 734 <sup>(1)</sup>                |  | D                  | \$85                                  | \$85.74  |   | 34,184  | D                    |                            |                              |                         |  |
|  |  |            | Ta                       | hle II - F                 | Perivat            | ive S  | ecu   | rities  | Δcaui          | red D                               | isno   | sed of,            | or F                                  | Renefi   | ciall   | v Ov  | vned                 |                            |                              |                         |  |
|  |  |            |                          |                            |                    |  |   |         |                |                                     |  | onvertib           |                                       |          |   | ,   | cu                   |                            |                              |                         |  |
| 1. Title of  | 2.   | Т          | 3. Transaction           | 3A. Deem                   | he                 | 4.   |   | 5. Nu   | mher           | 6 Date F                            | verci  | sable and          | 7 т                                   | itle and |   | 8 Pr  | ice of               | 9. Number o                | f 10.                        | 11. Nature              |  |
| Derivative   | Conversi   | on         | Date<br>(Month/Day/Year) | Execution if any (Month/Da |                    | Transaction<br>Code (Instr<br>8)                                     |   | on of I |                | Expiration Date<br>(Month/Day/Year) |  |                    | Amount of<br>Securities<br>Underlying |          |   | Derivative<br>Security<br>(Instr. 5)                  |                      | derivative                 | Ownership                    | of Indirect             |  |
| Security<br>(Instr. 3)                                 | or Exerci  | se         |                          |                            | av/Year)           |  |   |         |                |                                     |  |                    |                                       |          |   |   |                      | Securities<br>Beneficially | Form:<br>Direct (D)          | Beneficial<br>Ownership |  |
| Derivative   |  |            |                          | ayriear)   0)              |                    | Acquired   |   | [       |                |                                     | Der  | Derivative         |                                       | 1` '     |   | Owned   | or Indirect          | (Instr. 4)                 |                              |                         |  |
| Security   |  |            |                          |                            | (A) or<br>Disposed |  |   |         |                | Security (Instr<br>and 4)           |  |                    | str. 3                                |          |   | Following<br>Reported                                 | (I) (Instr. 4)       |                            |                              |                         |  |
|  |  |            |                          |                            |                    | of (D)<br>(Instr. 3, 4<br>and 5)                                     |   |         |                |                                     |  | """                |                                       |          |   | Transaction(s)  | (s)                  |                            |                              |                         |  |
|  |  |            |                          |                            |                    |  |   |         |                |                                     |  |                    |                                       |          |   | (Instr. 4)  |                      |                            |                              |                         |  |
|  |  |            |                          | 1                          | ,                  |  |   |         |                | ٦,                                  |  |                    |                                       |          |   |   |                      |                            |                              |                         |  |
|  |  |            |                          |                            |                    |  |   |         |                |                                     | or   | ount               |                                       |          |   |   |                      |                            |                              |                         |  |
|  |  |            |                          |                            |                    |  | Date  |         | Evniratie =    |                                     | Nur  | nber               |                                       |          |   |   |                      |                            |                              |                         |  |
|  |  |            |                          |                            |                    | Code   | v   | (A)     |                | Exercisal                           |  | Expiration<br>Date | Title                                 |          | ires  |   |                      |                            |                              |                         |  |

## Explanation of Responses:

1. The reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of restricted stock units.

## Remarks:

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

02/04/2020

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.