

**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

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>Thakar Sumedh S</u><br><br>(Last) (First) (Middle)<br><u>C/O QUALYS, INC.</u><br><u>1600 BRIDGE PARKWAY</u><br><br>(Street)<br><u>REDWOOD CITY CA 94065</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>QUALYS, INC. [ QLYS ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Product Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/04/2017</u>       |  |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person               |

**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                    | 08/04/2017                           |  | M <sup>(1)</sup>               |   | 1,011   | A          | \$8.4                  | 128,756   | D  |   |
| Common Stock                    | 08/04/2017                           |  | M <sup>(1)</sup>               |   | 989   | A          | \$12.68                | 129,745   | D  |   |
| Common Stock                    | 08/04/2017                           |  | S <sup>(1)</sup>               |   | 7,694   | D          | \$46.31 <sup>(2)</sup> | 122,051   | 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 |   |  |  |   |  | Title |
| Stock Option (right to buy)                | \$8.4  | 08/04/2017                           |  | M <sup>(1)</sup>               |   |  | 1,011 | (3)  | 04/29/2022      | Common Stock  | 1,011                                      | \$0.00   | 11,904  | D  |       |
| Stock Option (right to buy)                | \$12.68  | 08/04/2017                           |  | M <sup>(1)</sup>               |   |  | 989   | (4)  | 02/06/2023      | Common Stock  | 989  | \$0.00   | 74,011  | D  |       |

**Explanation of Responses:**

- 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 30, 2017.
- The sale price represents the weighted average price of the shares sold ranging from \$45.95 to \$46.85 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 option is subject to an early exercise provision and was immediately exercisable. One forty-eighth of the shares subject to the option vested on May 30, 2012 and one forty-eighth of the shares subject to the option vested monthly thereafter.
- The option is subject to an early exercise provision and was immediately exercisable. One thirty-sixth of the shares subject to the option vested on March 07, 2013 and one thirty-sixth of the shares subject to the option vested monthly thereafter.

**Remarks:**

/s/ Bruce Posey by power of attorney for Sumedh S. Thakar 08/08/2017  
 \*\* 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.