

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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>DIXON DONALD R</u> (Last) (First) (Middle) 505 HAMILTON AVENUE, SUITE 200 (Street) PALO ALTO CA 94301 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>QUALYS, INC. [QLYS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/03/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	10/03/2012		C		5,360,320	A	(1)	5,639,301	I	See footnotes ⁽²⁾⁽⁷⁾
Common Stock	10/03/2012		C		407,238	A	(1)	428,430	I	See footnotes ⁽³⁾⁽⁷⁾
Common Stock	10/03/2012		C		148,783	A	(1)	156,856	I	See footnotes ⁽⁴⁾⁽⁷⁾
Common Stock	10/03/2012		C		31,150	A	(1)	32,770	I	See footnotes ⁽⁵⁾⁽⁷⁾
Common Stock	10/03/2012		C		29,724	A	(1)	31,269	I	See footnotes ⁽⁶⁾⁽⁷⁾

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
Series A Preferred Stock	(1)	10/03/2012		C			1,346,877	(1)	(1)	Common Stock	1,346,877	\$0	0	I	See footnotes ⁽²⁾⁽⁷⁾
Series A Preferred Stock	(1)	10/03/2012		C			102,325	(1)	(1)	Common Stock	102,325	\$0	0	I	See footnotes ⁽³⁾⁽⁷⁾
Series A Preferred Stock	(1)	10/03/2012		C			32,622	(1)	(1)	Common Stock	32,622	\$0	0	I	See footnotes ⁽⁴⁾⁽⁷⁾
Series A Preferred Stock	(1)	10/03/2012		C			7,826	(1)	(1)	Common Stock	7,826	\$0	0	I	See footnotes ⁽⁵⁾⁽⁷⁾
Series A Preferred Stock	(1)	10/03/2012		C			7,468	(1)	(1)	Common Stock	7,468	\$0	0	I	See footnotes ⁽⁶⁾⁽⁷⁾
Series B Preferred Stock	(1)	10/03/2012		C			3,743,844	(1)	(1)	Common Stock	3,743,844	\$0	0	I	See footnotes ⁽²⁾⁽⁷⁾
Series B Preferred Stock	(1)	10/03/2012		C			284,432	(1)	(1)	Common Stock	284,432	\$0	0	I	See footnotes ⁽³⁾⁽⁷⁾
Series B Preferred Stock	(1)	10/03/2012		C			108,359	(1)	(1)	Common Stock	108,359	\$0	0	I	See footnotes ⁽⁴⁾⁽⁷⁾
Series B Preferred Stock	(1)	10/03/2012		C			21,758	(1)	(1)	Common Stock	21,758	\$0	0	I	See footnotes ⁽⁵⁾⁽⁷⁾
Series B Preferred Stock	(1)	10/03/2012		C			20,762	(1)	(1)	Common Stock	20,762	\$0	0	I	See footnotes ⁽⁶⁾⁽⁷⁾
Series C Preferred Stock	(1)	10/03/2012		C			269,599	(1)	(1)	Common Stock	269,599	\$0	0	I	See footnotes ⁽²⁾⁽⁷⁾

**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	Amount or Number of Shares				
Series C Preferred Stock	(1)	10/03/2012		C			20,481	(1)	(1)	Common Stock	20,481	\$0	0	I	See footnotes ⁽³⁾⁽⁷⁾
Series C Preferred Stock	(1)	10/03/2012		C			7,802	(1)	(1)	Common Stock	7,802	\$0	0	I	See footnotes ⁽⁴⁾⁽⁷⁾
Series C Preferred Stock	(1)	10/03/2012		C			1,566	(1)	(1)	Common Stock	1,566	\$0	0	I	See footnotes ⁽⁵⁾⁽⁷⁾
Series C Preferred Stock	(1)	10/03/2012		C			1,494	(1)	(1)	Common Stock	1,494	\$0	0	I	See footnotes ⁽⁶⁾⁽⁷⁾

Explanation of Responses:

- Each share of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock automatically converted into Common Stock on a 1-for-1 basis upon the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- The reported securities are held directly by Trident Capital Fund-V, L.P.
- The reported securities are held directly by Trident Capital Parallel Fund-V, C.V.
- The reported securities are held directly by Trident Capital Fund-V Principals Fund, L.P.
- The reported securities are held directly by Trident Capital Fund-V Affiliates Fund, L.P.
- The reported securities are held directly by Trident Capital Fund-V Affiliates Fund (Q), L.P.
- The Reporting Person serves as a Managing Director of Trident Capital Management-V, L.L.C. ("TCMV"). TCMV is the general partner of each of Trident Capital Fund-V, L.P., Trident Capital Fund-V Affiliates Fund, L.P., Trident Capital Fund-V Affiliates Fund (Q), L.P. and Trident Capital Fund-V Principals Fund, L.P. and the sole investment general partner of Trident Capital Parallel Fund-V, C.V. As such, the Reporting Person may be deemed to share voting and dispositive power with respect to the shares held by each of these Trident entities. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

/s/ Donald R. Dixon

10/03/2012

** 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.