

**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* <b>COURTOT PHILIPPE F</b>  (Last) (First) (Middle) <b>C/O QUALYS, INC.</b> <b>919 E. HILLSDALE BLVD.</b>  (Street) <b>FOSTER CITY CA 94404</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>QUALYS, INC. [ QLYS ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman, President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/01/2019</b>	

**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	11/01/2019		F		15,196 <sup>(1)</sup>	D	\$86.35	5,505,273	D	
Common Stock	11/02/2019		A		48,683 <sup>(2)</sup>	A	\$0.00	5,553,956	D	
Common Stock	11/04/2019		M <sup>(3)</sup>		96,806	A	\$26.86	5,650,762	D	
Common Stock	11/04/2019		S <sup>(3)</sup>		59,406	D	\$84.873 <sup>(4)</sup>	5,591,356	D	
Common Stock	11/04/2019		S <sup>(3)</sup>		22,193	D	\$85.799 <sup>(5)</sup>	5,569,163	D	
Common Stock	11/04/2019		S <sup>(3)</sup>		15,207	D	\$86.5839 <sup>(6)</sup>	5,553,956	D	
Common Stock								100,000	I	See Footnote <sup>(7)</sup>

**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				
Stock Option (right to buy)	\$86.35	11/02/2019		A		123,856		(8)	11/01/2029	Common Stock	123,856	\$0.00	123,856	D	
Stock Option (right to buy)	\$26.86	11/04/2019		M <sup>(3)</sup>		96,806		(9)	02/06/2024	Common Stock	96,806	\$0.00	301,194	D	

**Explanation of Responses:**

- The reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of restricted stock units ("RSUs").
- Each RSU represents a contingent right to receive one share of the Issuer's Common Stock. One-sixteenth of the RSUs will commence vesting on December 1, 2019 and will vest quarterly thereafter, subject to the Reporting Person continuing as a service provider through each such date.
- The sale transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 21, 2019.
- The sale price represents the weighted average price of the shares sold ranging from \$84.37 to \$85.36 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 sale price represents the weighted average price of the shares sold ranging from \$85.37 to \$86.34 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 sale price represents the weighted average price of the shares sold ranging from \$86.38 to \$86.97 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.
- These shares are held directly by a custodian under the Uniform Gifts to Minors Act for the benefit of the Reporting Person's minor child.
- Shares subject to the option shall vest based on the achievement of goals that are not market price goals but based on operating performance for the three-year period from January 2020 through December 2022, subject to the Reporting Person continuing as a service provider through the date that performance is certified.
- The option is fully vested and immediately exercisable.

**Remarks:**

/s/ Bruce Posey by power of attorney for Philippe F. Courtot 11/05/2019

\*\* 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.

