

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>COURTOT PHILIPPE F</u> (Last) (First) (Middle) <u>1600 BRIDGE PARKWAY</u> (Street) <u>REDWOOD CITY CA 94065</u> (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 <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">President & CEO</p>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/17/2012		G	70,626	D	\$0.00	0	I	See footnote ⁽¹⁾
Common Stock	12/17/2012		G	188,201 ⁽²⁾	D	\$0.00	7,615,069	D	
Common Stock	12/17/2012		G	150,000 ⁽³⁾	D	\$0.00	7,465,069	D	
Common Stock	12/17/2012		G	100,000	D	\$0.00	7,365,069	D	
Common Stock	12/17/2012		G	100,000	A	\$0.00	100,000	I	See footnote ⁽⁴⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$1.9						(5)	01/24/2017	Common Stock	935,782	935,782	D	
Stock Option (right to buy)	\$3.8						(6)	12/02/2019	Common Stock	1,053,235	1,053,235	D	

Explanation of Responses:

- This transaction involved gifts of securities from the Reporting Person's wife to the adult sons of the Reporting Person and his wife, who do not share the Reporting Person's household. The Reporting Person disclaims beneficial ownership of the shares held by his sons, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his sons' shares for the purposes of Section 16 or for any other purpose.
- This transaction involved gifts of securities from the Reporting Person to his adult sons, who do not share the Reporting Person's household. The Reporting Person disclaims beneficial ownership of the shares held by his sons, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his sons' shares for the purposes of Section 16 or for any other purpose.
- This transaction involved a gift of securities from the Reporting Person to an individual that is not a family member of the Reporting Person.
- This transaction involved a gift of securities from the Reporting Person to Freya Anne Eduarte as custodian under the Uniform Gifts to Minors Act for Reporting Person's minor child.
- The shares are fully vested and exercisable as of December 31, 2012.
- 1/48th of the shares underlying the option commenced vesting on January 25, 2011, and an additional 1/48th of the shares underlying the option vest monthly thereafter. The shares are fully exercisable as of December 31, 2012.

/s/ Bruce Posey, under power of attorney for Philippe Courtot 02/13/2013

** 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.