## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

t	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* Hank Jeffrey P						2. Issuer Name and Ticker or Trading Symbol QUALYS, INC. [QLYS]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
<u>Hank senicy 1</u>														_	Х	Direct	tor		10% O\	wner	
(Last)	ast) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 06/07/2023										Office below	er (give title /)		Other (s below)	specify	
C/O QUALYS, INC.						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
919 E. HILLSDALE BLVD.															Line)						
ļ												X Form filed by One Reporting Person									
(Street)	(Street) FOSTER CITY CA 94404														Form filed by More than One Reporting Person						
FOSTER	FOSTER CITTI CA 94404					Dule 10hE 1(a) Transaction Indication															
	(0		<b>.</b>		Rule 10b5-1(c) Transaction Indication																
(City) (State) (Zip)					X Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.																
		Table	I - No	n-Deriva	tive S	ecui	rities	Acq	uired,	Dis	posed of	f, or	Ben	efici	ally (	Own	ed				
1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day					/Year)   Execu		Deemed cution Date, y nth/Day/Year)		3.4. SecuritieTransactionDisposed (0Code (Instr.5)8)			es Acquired (A Of (D) (Instr. 3,		(A) oi . 3, 4 a	, 4 and Secu Ben Own Follo		owing		n: Direct or rect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A (D	A) or D)	Price			ted action(s) 3 and 4)					
Common Stock 06/07/20						023			A		1,700(1)	00 <sup>(1)</sup> A		\$ <mark>0.(</mark>	00	) 13,759			D		
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
				(e.g., pu	ts, cai	is, v	varra	ints,	option	is, c	convertio	ole s	ecur	ities	5)						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 34. Deemed Execution Date, if any (Month/Day/Year)			ition Date,	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		F 9	8. Price of Derivative Security (Instr. 5)		9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	or	ount nber ires							

Explanation of Responses:

1. The reported securities represent restricted stock units which vest on the earlier of: (i) June 7, 2024 or (ii) the day before the Issuer's 2024 annual meeting of stockholders, subject to the Reporting Person's continued service through each such vesting date.

**Remarks:** 

<u>/s/ Bruce Posey by power of</u>

<u>attorney</u>

06/09/2023

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.

Check this box if no longer subjec to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).