

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

**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

1. Name and Address of Reporting Person* <u>Thakar Sumedh S</u>  (Last) (First) (Middle) C/O QUALYS, INC. 919 E. HILLSDALE BLVD.  (Street) FOSTER CITY CA 94404  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO & President
	3. Date of Earliest Transaction (Month/Day/Year) 02/05/2024	
	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
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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 - 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	02/05/2024		A		14,005 <sup>(1)</sup>	A	\$0.00	189,586	D	
Common Stock	02/05/2024		F		7,098 <sup>(2)</sup>	D	\$168.24	182,488	D	
Common Stock	02/05/2024		A		12,797 <sup>(3)</sup>	A	\$0.00	195,285	D	
Common Stock	02/05/2024		F		6,486 <sup>(4)</sup>	D	\$168.24	188,799	D	
Common Stock	02/05/2024		A		14,831 <sup>(5)</sup>	A	\$0.00	203,630	D	
Common Stock	02/05/2024		F		7,517 <sup>(6)</sup>	D	\$168.24	196,113	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					

**Explanation of Responses:**

- Represents the acquisition of shares upon the determination of the Board of Directors of the Issuer that the performance conditions were met with respect to performance shares awards granted to the Reporting Person on April 27, 2021.
- The reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of performance restricted stock units awarded to the Reporting Person on April 27, 2021.
- Represents the acquisition of shares upon the determination of the Board of Directors of the Issuer that the performance conditions were met with respect to performance shares awards granted to the Reporting Person on October 28, 2021.
- The reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of performance restricted stock units awarded to the Reporting Person on October 28, 2021.
- Represents the acquisition of shares upon the determination of the Board of Directors of the Issuer that the performance conditions were met with respect to performance shares awards granted to the Reporting Person on October 27, 2022.
- The reported shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of performance restricted stock units awarded to the Reporting Person on October 27, 2022.

**Remarks:**

/s/ Bruce Posey by power of attorney for Sumedh S. Thakar 02/07/2024

\*\* 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.