

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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. Date of Event Requiring Statement (Month/Day/Year) 09/27/2012	3. Issuer Name and Ticker or Trading Symbol <u>QUALYS, INC.</u> [ QLYS ]	
		4. 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)	5. 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 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	278,981	I	See footnotes <sup>(1)(2)</sup>
Common Stock	21,192	I	See footnotes <sup>(1)(3)</sup>
Common Stock	8,073	I	See footnotes <sup>(1)(4)</sup>
Common Stock	1,620	I	See footnotes <sup>(1)(5)</sup>
Common Stock	1,545	I	See footnotes <sup>(1)(6)</sup>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					Title
Series A Preferred Stock	(7)	(7)	Common Stock	1,346,877	(7)	I	See footnotes <sup>(1)(2)</sup>
Series A Preferred Stock	(7)	(7)	Common Stock	102,325	(7)	I	See footnotes <sup>(1)(3)</sup>
Series A Preferred Stock	(7)	(7)	Common Stock	32,622	(7)	I	See footnotes <sup>(1)(4)</sup>
Series A Preferred Stock	(7)	(7)	Common Stock	7,826	(7)	I	See footnotes <sup>(1)(5)</sup>
Series A Preferred Stock	(7)	(7)	Common Stock	7,468	(7)	I	See footnotes <sup>(1)(6)</sup>
Series B Preferred Stock	(7)	(7)	Common Stock	3,743,844	(7)	I	See footnotes <sup>(1)(2)</sup>
Series B Preferred Stock	(7)	(7)	Common Stock	284,432	(7)	I	See footnotes <sup>(1)(3)</sup>
Series B Preferred Stock	(7)	(7)	Common Stock	108,359	(7)	I	See footnotes <sup>(1)(4)</sup>
Series B Preferred Stock	(7)	(7)	Common Stock	21,758	(7)	I	See footnotes <sup>(1)(5)</sup>
Series B Preferred Stock	(7)	(7)	Common Stock	20,762	(7)	I	See footnotes <sup>(1)(6)</sup>
Series C Preferred Stock	(7)	(7)	Common Stock	269,599	(7)	I	See footnotes <sup>(1)(2)</sup>
Series C Preferred Stock	(7)	(7)	Common Stock	20,481	(7)	I	See footnotes <sup>(1)(3)</sup>
Series C Preferred Stock	(7)	(7)	Common Stock	7,802	(7)	I	See footnotes <sup>(1)(4)</sup>
Series C Preferred Stock	(7)	(7)	Common Stock	1,566	(7)	I	See footnotes <sup>(1)(5)</sup>
Series C Preferred Stock	(7)	(7)	Common Stock	1,494	(7)	I	See footnotes <sup>(1)(6)</sup>

Explanation of Responses:

- 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.
- 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.

6. The reported securities are held directly by Trident Capital Fund-V Affiliates Fund (Q), L.P.

7. Each share of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall automatically convert into Common Stock on a 1-for-1 basis upon the completion of the Issuer's initial public offering of Common Stock and has no expiration date.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Donald R. Dixon

09/27/2012

\*\* 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 5 (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.**

LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, as an officer or director of Qualys, Inc. (the "Corporation"), hereby constitutes and appoints Don McCauley and Bruce Posey, each the undersigned's true and lawful attorney-in-fact and agent to complete and execute such Forms 144, Form ID, Forms 3, 4 and 5 and other forms as such attorney shall in his or her discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended, Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Corporation, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Corporation and such other person or agency as the attorney shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation unless earlier revoked by the undersigned in a writing delivered to the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed at Redwood Shores, CA as of the date set forth below.

Signature: /s/ Donald R. Dixon  
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Print Name: Donald R. Dixon  
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Dated: July 30, 2012  
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Witness: /s/ Rezwan Pavri  
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Print Name: Rezwan Pavri  
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Dated: July 30, 2012  
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