

QUALYS, INC.  
Form 3  
September 27, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â COURTOT PHILIPPE F		(Month/Day/Year)	QUALYS, INC. [QLYS]	
(Last)	(First)	(Middle)	09/27/2012	
C/O QUALYS, INC.,Â 1600			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
BRIDGE PARKWAY				
(Street)			(Check all applicable)	
REDWOOD			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
CITY,Â CAÂ 94065			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Chairman, President & CEO	
				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 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	1,188,201	D	Â
Common Stock	2,199	I	See footnote <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	1,579,954	\$ (2)	D	Â
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	4,569,443	\$ (2)	D	Â
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	33,580	\$ (2)	I	See footnote (1)
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	465,672	\$ (2)	D	Â
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	34,847	\$ (2)	I	See footnote (1)
Employee Stock Option (right to buy)	Â (3)	01/24/2017	Common Stock	935,782	\$ 1.9	D	Â
Employee Stock Option (right to buy)	Â (4)	12/02/2019	Common Stock	1,053,235	\$ 3.8	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COURTOT PHILIPPE F C/O QUALYS, INC. 1600 BRIDGE PARKWAY REDWOOD CITY, CA 94065	Â X	Â X	Â Chairman, President & CEO	Â

## Signatures

/s/ Bruce K. Posey, by power of attorney  
Date: 09/27/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Shares held directly by the Reporting Person's spouse.
- (2) 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.
- (3) The option is fully vested and immediately exercisable.
- (4) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on February 25, 2011 and one forty-eighth of the shares vest monthly thereafter.

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### Remarks:

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Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.  
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