

QUALYS, INC.
Form 4
February 18, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
DIXON DONALD R

(Last) (First) (Middle)

505 HAMILTON AVENUE, SUITE 200

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QUALYS, INC. [QLYS]

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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 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 | 02/17/2015 | | J ⁽¹⁾ | 1,409,825 D \$ 0 2,819,651 | I | See footnote (2) (3) | |
| Common Stock | 02/17/2015 | | J ⁽¹⁾ | 107,108 D \$ 0 214,214 | I | See footnote (3) (4) | |
| Common Stock | 02/17/2015 | | J ⁽¹⁾ | 39,214 D \$ 0 78,428 | I | See footnote (3) (5) | |
| Common Stock | 02/17/2015 | | J ⁽¹⁾ | 8,193 D \$ 0 16,384 | I | See footnote | |

| | | | | | | | | | (3) (6) |
|--------------|------------|--|-------------------|--------|---|------|--------|---|----------------------|
| Common Stock | 02/17/2015 | | J ⁽¹⁾ | 7,817 | D | \$ 0 | 15,635 | I | See footnote (3) (7) |
| Common Stock | 02/17/2015 | | J ⁽⁸⁾ | 49,101 | A | \$ 0 | 94,967 | D | |
| Common Stock | 02/17/2015 | | J ⁽⁹⁾ | 42,116 | A | \$ 0 | 80,593 | I | See footnote (10) |
| Common Stock | 02/17/2015 | | J ⁽¹¹⁾ | 321 | A | \$ 0 | 642 | I | See footnote (12) |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DIXON DONALD R 505 HAMILTON AVENUE SUITE 200 PALO ALTO, CA 94301 | X | X | | |

Signatures

/s/ Donald R.
Dixon

02/18/2015

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) Represents an in-kind distribution to the partners of the applicable partnership in accordance with the partners' relative economic interests in such partnership and includes subsequent distributions by general partners or managing members to their respective partners or members.

(2) The shares are held directly by Trident Capital Fund-V, L.P.

(3) Trident Capital Management-V, L.L.C. ("TCMV") serves as the general partner of each of Trident Capital Fund-V, L.P., Trident Capital Fund-V Principals Fund, L.P., Trident Capital Fund-V Affiliates Fund, L.P., and Trident Capital Fund-V Affiliates Fund (Q), L.P., and as the sole investment general partner of Trident Capital Parallel Fund-V, C.V. As such, TCMV may be deemed to be the beneficial owner of the shares held directly by each of these Trident entities. TCMV disclaims beneficial ownership of these securities except to the extent of its 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 any other purpose.

(4) The shares are held directly by Trident Capital Parallel Fund-V, C.V.

(5) The shares are held directly by Trident Capital Fund-V Principals Fund, L.P.

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

(7) The shares are held directly by Trident Capital Fund-V Affiliates Fund (Q), L.P.

(8) Represents the receipt of shares by virtue of the distributions described in footnotes (2), (4) and (5) above as follows: (i) 34,904 shares from Trident Capital Fund-V, L.P., (ii) 2,535 shares from Trident Capital Parallel Fund-V, C.V., and (iii) 11,662 shares from Trident Capital Fund-V Principals Fund, L.P. The acquisition of such shares was exempt under Rule 16a-9 and Rule 16a-13.

(9) Represents the receipt of shares by virtue of the distributions described in footnotes (2) and (5) above as follows: 39,264 shares from Trident Capital Fund-V, L.P., and (ii) 2,852 shares from Trident Capital Parallel Fund-V, C.V. The acquisition of such shares was exempt under Rule 16a-9 and Rule 16a-13.

(10) The shares are held directly by Donald and Elizabeth Dixon Family Limited Partnership, for which the Reporting Person and his spouse serve as general partners.

(11) Represents the receipt of shares by virtue of the distribution described in footnote (6) above. The acquisition of such shares was exempt under Rule 16a-9 and Rule 16a-13.

(12) The shares are held directly by Dixon Family Trust U/A Dated 6/18/88, for which the Reporting Person and his spouse serve as settlors.

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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