

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 *

Â COURTOT PHILIPPE F

(Last) (First) (Middle)

C/O QUALYS, INC.,Â 1600
BRIDGE PARKWAY

(Street)

REDWOOD
CITY,Â CAÂ 94065

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/27/2012

3. Issuer Name **and** Ticker or Trading Symbol
QUALYS, INC. [QLYS]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chairman, President & CEO

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 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 (1)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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 of5. Ownership
Form of
Derivative6. 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 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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