

Thakar Sumedh S
 Form 3
 September 27, 2012

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 and Ticker or Trading Symbol	
Thakar Sumedh S		(Month/Day/Year)	QUALYS, INC. [QLYS]	
(Last)	(First)	(Middle)	09/27/2012	
C/O QUALYS, INC., 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 type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
CITY, CA 94065			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			VP, Engineering	
				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	9,539	D	

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

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 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 of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
--	--	---	--	--	---

Edgar Filing: Thakar Sumedh S - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	06/29/2016	Common Stock	6,750	\$ 1.4	D	Â
Employee Stock Option (right to buy)	Â (1)	01/22/2018	Common Stock	5,000	\$ 2.6	D	Â
Employee Stock Option (right to buy)	Â (2)	01/27/2019	Common Stock	5,000	\$ 2.8	D	Â
Employee Stock Option (right to buy)	Â (3)	05/06/2020	Common Stock	5,000	\$ 4.1	D	Â
Employee Stock Option (right to buy)	Â (4)	02/02/2021	Common Stock	50,000	\$ 4.4	D	Â
Employee Stock Option (right to buy)	Â (5)	11/03/2021	Common Stock	20,000	\$ 5.9	D	Â
Employee Stock Option (right to buy)	Â (6)	04/29/2022	Common Stock	50,000	\$ 8.4	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thakar Sumedh S C/O QUALYS, INC. 1600 BRIDGE PARKWAY REDWOOD CITY, CA 94065	Â	Â	Â VP, Engineering	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) The option is fully vested and immediately exercisable.
 - (2) 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 January 16, 2009 and one forty-eighth of the shares vest monthly thereafter.
 - (3) 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 January 16, 2010 and one forty-eighth of the shares vest monthly thereafter.
 - (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 January 1, 2011 and one forty-eighth of the shares vest monthly thereafter.
 - (5) 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 December 4, 2011 and one forty-eighth of the shares vest monthly thereafter.

Edgar Filing: Thakar Sumedh S - Form 3

- (6) 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 May 30, 2012 and one forty-eighth of the shares vest monthly thereafter.

Â

Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.