

QUALYS, INC.
Form SC 13G
February 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Qualys, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

74758T303

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

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Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74758T303

1 NAMES OF REPORTING PERSONS

GRP II Investors, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

200,776

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

200,776

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

200,776

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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12 0.6%¹
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

¹ Based on 31,420,028 shares of the Issuer's Common Stock outstanding as of December 31, 2012, according to information provided to the reporting persons by the Issuer.

CUSIP No. 74758T303

1 NAMES OF REPORTING PERSONS

GRP II Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

75,289

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

75,289

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,289

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 0.2%²
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

² Based on 31,420,028 shares of the Issuer's Common Stock outstanding as of December 31, 2012, according to information provided to the reporting persons by the Issuer.

CUSIP No. 74758T303

1 NAMES OF REPORTING PERSONS

GRP Management Services Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

851,994

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

851,994

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

851,994

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 2.7%³
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

³ Based on 31,420,028 shares of the Issuer's Common Stock outstanding as of December 31, 2012, according to information provided to the reporting persons by the Issuer.

CUSIP No. 74758T303

1 NAMES OF REPORTING PERSONS

GRPVC, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

575,929

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

575,929

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

575,929

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.8%⁴
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

⁴ Based on 31,420,028 shares of the Issuer's Common Stock outstanding as of December 31, 2012, according to information provided to the reporting persons by the Issuer.

CUSIP No. 74758T303

1 NAMES OF REPORTING PERSONS

AOS Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,657,723

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

1,657,723

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,657,723

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 5.3%⁵
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

⁵ Based on 31,420,028 shares of the Issuer's Common Stock outstanding as of December 31, 2012, according to information provided to the reporting persons by the Issuer.

CUSIP No. 74758T303

1 NAMES OF REPORTING PERSONS

Hique, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,657,723

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

1,657,723

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,657,723

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 5.3%⁶
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

⁶ Based on 31,420,028 shares of the Issuer's Common Stock outstanding as of December 31, 2012, according to information provided to the reporting persons by the Issuer.

Item 1(a) Name of issuer:

Qualys, Inc.

Item 1(b) Address of issuer's principal executive offices:

1600 Bridge Parkway

Redwood City, CA 94065

2(a) Name of person filing:

- (1) GRP II Investors, L.P.
- (2) GRP II Partners, L.P.
- (3) GRP Management Services Corp.
- (4) GRPVC, L.P.
- (5) AOS Partners, LP
- (6) Hique, Inc.

2(b) Address or principal business office or, if none, residence:

2121 Avenue of the Stars

16th Floor

Los Angeles, CA 90067-5014

Attn: Steven Dietz

2(c) Citizenship:

GRP II Investors, L.P., GRP II Partners, L.P, GRP Management Services Corp., GRPVC, L.P., AOS Partners, LP and Hique, Inc: Delaware

2(d) Title of class of securities:

Common Stock

2(e) CUSIP No.:

74758T303

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

Item 4. Ownership

The information in items 1 and 5 through 11 on the cover pages (pp. 2-8) of this Schedule 13G is hereby incorporated by reference. GRPVC, L.P. (GRPVC) is the general partner of GRP II Partners, L.P. (GRP II Partners). GRP Management Services Corp. (GRPMSC) is the general partner of GRPVC and GRP II Investors, L.P. (GRP II Investors). Hique, Inc. (Hique) is the general partner of AOS Partners, LP. Due to the composition of the investment committees of each of Hique and GRPMSC, Hique and GRPMSC may be deemed to share voting and investment power with respect to the shares of Issuer common stock held by each fund.

Item 5. Ownership of 5 Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Please see attached [Exhibit 1](#).

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2013

GRP II Investors, L.P.

By: GRP Management Services Corp., its
General Partner

By: /s/ Dana Kibler
Dana Kibler, Chief Financial Officer

GRP II Partners, L.P.

By: GRPVC, L.P., its General Partner

By: GRP Management Services Corp., its General
Partner

By: /s/ Dana Kibler
Dana Kibler, Chief Financial Officer

GRP Management Services Corp.

By: /s/ Dana Kibler
Dana Kibler, Chief Financial Officer

GRPVC, L.P.

By: GRP Management Services Corp., its
General Partner

By: /s/ Dana Kibler
Dana Kibler, Chief Financial Officer

AOS Partners, LP

By: Hique, Inc., its General Partner

By: /s/ Dana Kibler
Dana Kibler, Chief Financial Officer

Hique, Inc.

By: /s/ Dana Kibler
Dana Kibler, Chief Financial Officer

JOINT FILING AGREEMENT

In accordance with Rule 13(d)-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other of the attached statement on Schedule 13G and to all amendments to such statement.

IN WITNESS WHEREOF, the undersigned hereby executed this Agreement as of February 14, 2013.

GRP II Investors, L.P.

By: GRP Management Services Corp., its General Partner

By: /s/ Dana Kibler
Dana Kibler, Chief Financial Officer

GRP II Partners, L.P.

By: GRPVC, L.P., its General Partner

By: GRP Management Services Corp., its General
Partner

By: /s/ Dana Kibler
Dana Kibler, Chief Financial Officer

GRP Management Services Corp.

By: /s/ Dana Kibler
Dana Kibler, Chief Financial Officer

GRPVC, L.P.

By: GRP Management Services Corp., its
General Partner

By: /s/ Dana Kibler
Dana Kibler, Chief Financial Officer

AOS Partners, LP

By: Hique, Inc., its General Partner

By: /s/ Dana Kibler
Dana Kibler, Chief Financial Officer

Hique, Inc.

By: /s/ Dana Kibler
Dana Kibler, Chief Financial Officer

EXHIBIT 1

Group Members

- (1) GRP II Investors, L.P.
- (2) GRP II Partners, L.P.
- (3) GRP Management Services Corp.
- (4) GRPVC, L.P.
- (5) AOS Partners, LP
- (6) Hique, Inc.