

QUALYS, INC.  
Form 10-K/A  
December 01, 2017

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

FORM 10-K/A

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the Annual Period Ended December 31, 2016

or  
 Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 001-35662

QUALYS, INC.  
(Exact name of registrant as specified in its charter)

Delaware 77-0534145  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)  
1600 Bridge Parkway, Redwood City, California 94065  
(Address of principal executive offices, including zip code)  
(650) 801-6100  
(Registrant's telephone number, including area code)

Securities registered pursuant to section 12(b) of the Act:  
Title of each class Name of each exchange on which registered  
Common stock, \$0.001 par value per share NASDAQ Stock Market

Securities registered pursuant to section 12(g) of the Act: None  
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

company” in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)  
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2016, the aggregate market value of voting shares of common stock held by non-affiliates of the registrant was \$874 million based on the last reported sale price of the registrant's common stock on June 30, 2016. Shares of common stock held by each executive officer and director and by each person who owns 10% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes. The number of shares of the Registrant's common stock outstanding as of January 31, 2017 was 36,359,340 shares.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for its 2017 Annual Meeting of Stockholders are incorporated by reference in Part III of this Annual Report on Form 10-K where indicated. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 31, 2016.

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EXPLANATORY NOTE

Qualys, Inc. (“Qualys” or the “Company”) is filing this Amendment No. 1 on Form 10-K/A to its Annual Report on Form 10-K for the year ended December 31, 2016 (this “Amendment”) solely to amend the List of subsidiaries of Qualys, Inc and the Consent of Independent Registered Public Accounting Firm, Exhibit 21.1 and Exhibit 23.1 respectively, which were inadvertently omitted from the original Form 10-K filed on February 24, 2017 (the “Original Form 10-K”). Except as described above, this Amendment does not modify or update disclosures presented in the Original Form 10-K, nor does it reflect events occurring after the filing of the Original Form 10-K or modify or update those disclosures. Accordingly, this Amendment should be read in conjunction with the Original Form 10-K and the Company’s filings with the SEC subsequent to the filing of the Original Form 10-K.

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EXHIBIT INDEX

ExhibitDescription  
Number

21.1 QLYS-2016-10K/A-Exhibit 21.1 Q416

23.1 QYLS-2016-10K/A-Exhibit 23.1 Q416

31.3^ QLYS-2016-10K/A-Exhibit 31.3

31.4^ QLYS-2016-10K/A-Exhibit 31.4

^ Exhibits 31.3 and 31.4 are being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, nor shall such exhibits be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise specifically stated in such filing