

QUALYS, INC.
Form 4
November 03, 2014

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 *
Thakar Sumedh S

(Last) (First) (Middle)

C/O QUALYS, INC., 1600 BRIDGE PARKWAY

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2014

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)

Chief Product Officer

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 | Price | | |
| Common Stock | 10/30/2014 | | M ⁽¹⁾ | | 589 | \$ 4.4 | 589 | D |
| Common Stock | 10/30/2014 | | S ⁽¹⁾ | | 589 | \$ 30.0897 | 0 | D |
| Common Stock | 10/31/2014 | | M ⁽¹⁾ | | 3,000 | \$ 4.4 | 3,000 | D |
| Common Stock | 10/31/2014 | | S ⁽¹⁾ | | 1,500 | \$ 31.0922 | 1,500 | D |
| | 10/31/2014 | | S ⁽¹⁾ | | 1,500 | | 0 | D |

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Common Stock \$ 32.0155
(4)

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Stock Option (right to buy) | \$ 30.58 | 10/30/2014 | | A | 75,000 | (5) 10/30/2024 | Common Stock | 75,000 |
| Stock Option (right to buy) | \$ 4.4 | 10/30/2014 | | M(1) | 589 | (6) 02/02/2021 | Common Stock | 589 |
| Stock Option (right to buy) | \$ 4.4 | 10/31/2014 | | M(1) | 3,000 | (6) 02/02/2021 | Common Stock | 3,000 |

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

Chief Product Officer

Signatures

/s/ Bruce Posey by power of attorney for Sumedh S. Thakar

11/03/2014

__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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 27, 2014.

The sale price reported for this transaction in column 4 of Table I represents the weighted average sale price of the shares sold, ranging
- (2) from \$30.00 to \$30.29 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

The sale price reported for this transaction in column 4 of Table I represents the weighted average sale price of the shares sold, ranging
- (3) from \$31.00 to \$31.37 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

The sale price reported for this transaction in column 4 of Table I represents the weighted average sale price of the shares sold, ranging
- (4) from \$32.00 to \$32.07 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (5) One twenty-fourth of the shares subject to the option vest on November 30, 2014 and one twenty-fourth of the shares subject to the option vest monthly thereafter.
- (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 January 1, 2011 and one forty-eighth of the shares subject to the option vest monthly thereafter.

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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