

QUALYS, INC.
Form 4
February 18, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
TRIDENT CAPITAL
MANAGEMENT V LLC

(Last) (First) (Middle)

505 HAMILTON AVENUE, SUITE
200

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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	(A) or (D)	Price		
Common Stock	02/17/2015		J ⁽¹⁾		1,409,825	D	\$ 0 2,819,651	I	See footnote (2) (3)
Common Stock	02/17/2015		J ⁽¹⁾		107,108	D	\$ 0 214,214	I	See footnote (3) (4)
Common Stock	02/17/2015		J ⁽¹⁾		39,214	D	\$ 0 78,428	I	See footnote (3) (5)
Common Stock	02/17/2015		J ⁽¹⁾		8,193	D	\$ 0 16,384	I	See footnote

Common Stock	02/17/2015	J ⁽¹⁾	7,817	D	\$ 0	15,635	I	(3) (6) See footnote (3) (7)
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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRIDENT CAPITAL MANAGEMENT V LLC 505 HAMILTON AVENUE SUITE 200 PALO ALTO, CA 94301		X		
TRIDENT CAPITAL FUND V LP 505 HAMILTON AVENUE SUITE 200 PALO ALTO, CA 94301		X		
TRIDENT CAPITAL PARALLEL FUND V CV 505 HAMILTON AVENUE SUITE 200 PALO ALTO, CA 94301		X		
TRIDENT CAPITAL FUND V PRINCIPALS FUND L P 505 HAMILTON AVENUE		X		

SUITE 200
PALO ALTO, CA 94301

TRIDENT CAPITAL FUND V AFFILIATES FUND LP
505 HAMILTON AVENUE
SUITE 200 X
PALO ALTO, CA 94301

TRIDENT CAPITAL FUND V AFFILIATES FUND Q LP
505 HAMILTON AVENUE X
SUITE 200
PALO ALTO, CA 94301

Signatures

/s/ Donald R. Dixon, a Member of Trident Capital Management-V, L.L.C.	02/18/2015
__Signature of Reporting Person	Date
/s/ Donald R. Dixon, a Member of Trident Capital Management-V, L.L.C., the General Partner of Trident Capital Fund-V, L.P.	02/18/2015
__Signature of Reporting Person	Date
/s/ Donald R. Dixon, a Member of Trident Capital Management-V, L.L.C., the General Partner of Trident Capital Parallel Fund-V, C.V.	02/18/2015
__Signature of Reporting Person	Date
/s/ Donald R. Dixon, a Member of Trident Capital Management-V, L.L.C., the General Partner of Trident Capital Fund-V, Principals Fund, L.P.	02/18/2015
__Signature of Reporting Person	Date
/s/ Donald R. Dixon, a Member of Trident Capital Management-V, L.L.C., the General Partner of Trident Capital Fund-V Affiliates Fund, L.P.	02/18/2015
__Signature of Reporting Person	Date
/s/ Donald R. Dixon, a Member of Trident Capital Management-V, L.L.C., the General Partner of Trident Capital Fund-V Affiliates Fund (Q), L.P.	02/18/2015
__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) Represents an in-kind distribution to the partners of the applicable partnership in accordance with the partners' relative economic interests in such partnership and includes subsequent distributions by general partners or managing members to their respective partners or members.
 - (2) The shares are held directly by Trident Capital Fund-V, L.P.

Trident Capital Management-V, L.L.C. ("TCMV") serves as the general partner of each of Trident Capital Fund-V, L.P., Trident Capital Fund-V Principals Fund, L.P., Trident Capital Fund-V Affiliates Fund, L.P., and Trident Capital Fund-V Affiliates Fund(Q), L.P., and as the sole investment general partner of Trident Capital Parallel Fund-V, C.V. As such, TCMV may be deemed to be the beneficial owner of the shares held directly by each of these Trident entities. TCMV disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or any other purpose.
 - (4) The shares are held directly by Trident Capital Parallel Fund-V, C.V.
 - (5) The shares are held directly by Trident Capital Fund-V Principals Fund, L.P.

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(6) The shares are held directly by Trident Capital Fund-V Affiliates Fund, L.P.

(7) The shares are held directly by Trident Capital Fund-V Affiliates Fund (Q), L.P.

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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