

QUALYS, INC.  
Form 4  
August 08, 2016

**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 \*  
Schmidt Howard A

(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)  
08/05/2016

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 08/05/2016                           |  | M                              | 6,911 A   | \$ 0  | 13,084   | D   |
| Common Stock                    | 08/05/2016                           |  | M                              | 3,517 A   | \$ 0  | 16,601   | D   |
| Common Stock                    | 08/05/2016                           |  | S                              | 6,911 D   | \$ 32   | 9,690  | D   |
| Common Stock                    | 08/05/2016                           |  | S                              | 3,517 D   | \$ 31.8517<br>(1)   | 6,173  | D   |
| Common Stock                    | 08/08/2016                           |  | M                              | 4,635 A   | \$ 0  | 10,808   | D   |

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|              |            |   |       |   |         |        |   |                  |
|--------------|------------|---|-------|---|---------|--------|---|------------------|
| Common Stock | 08/08/2016 | S | 4,635 | D | \$ 31.8 | 6,173  | D |                  |
| Common Stock |            |   |       |   |         | 57,688 | I | See Footnote (2) |

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

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SEC 1474 (9-02)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 8.9   | 08/05/2016                           |  | M                              | 6,911   | (3) 06/18/2022   | Common Stock  | 6,911                         |
| Stock Option (right to buy)                | \$ 8.9   | 08/05/2016                           |  | M                              | 3,517   | (3) 06/18/2022   | Common Stock  | 3,517                         |
| Stock Option (right to buy)                | \$ 8.9   | 08/08/2016                           |  | M                              | 4,635   | (3) 06/18/2022   | Common Stock  | 4,635                         |

## Reporting Owners

| Reporting Owner Name / Address       | Relationships |           |         |       |
|--------------------------------------|---------------|-----------|---------|-------|
|                                      | Director      | 10% Owner | Officer | Other |
| Schmidt Howard A<br>C/O QUALYS, INC. | X             |           |         |       |

1600 BRIDGE PARKWAY  
REDWOOD CITY, CA 94065

## Signatures

/s/ Bruce Posey by power of  
attorney

08/08/2016

\_\_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).

- The purchase price represents the weighted average sale price of the shares purchased ranging from \$31.85 to \$31.86 per share. Upon
- (1) 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 purchased at each separate price within the range set forth in this Form 4.
  - (2) Shares are held directly by the Howard A. Schmidt and Raemarie J. Schmidt Revocable Trust, dated August 5, 2015, for which the Reporting Person serves as Trustee.
  - (3) The shares subject to the option vested in 36 equal monthly installments following the June 18, 2012 vesting commencement date.

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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