

Thakar Sumedh S
 Form 4
 December 11, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Thakar Sumedh S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O QUALYS, INC., 919 E. HILLSDALE BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Product Officer

FOSTER CITY, CA 94404

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common Stock	12/10/2018		M ⁽¹⁾		1,600 A \$ 12.68	218,081	D
Common Stock	12/10/2018		S ⁽¹⁾		700 D \$ 75.6614	217,381	D
Common Stock	12/10/2018		S ⁽¹⁾		2,802 D \$ 77.3607	214,579	D
Common Stock	12/10/2018		S ⁽¹⁾		294 D \$ 77.862	214,285	D

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 12.68	12/10/2018		M ⁽¹⁾	1,600	⁽⁵⁾ 02/06/2023	Common Stock	1,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thakar Sumedh S C/O QUALYS, INC. 919 E. HILLSDALE BLVD. FOSTER CITY, CA 94404			Chief Product Officer	

Signatures

/s/ Bruce Posey by power of attorney for Sumedh S. Thakar 12/11/2018

**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 sale transaction reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 30, 2017.

The sale price represents the weighted average price of the shares sold ranging from \$75.61 to \$75.70 per share. Upon request by the

(2) 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 within the range set forth in this Form 4.

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- The sale price represents the weighted average price of the shares sold ranging from \$76.76 to \$77.72 per share. Upon request by the
- (3) 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 within the range set forth in this Form 4.

- The sale price represents the weighted average price of the shares sold ranging from \$77.83 to \$77.93 per share. Upon request by the
- (4) 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 within the range set forth in this Form 4.

- (5) The option is fully vested and immediately exercisable.

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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