

Sisteron Yves
Form 4
October 03, 2012

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 *
Sisteron Yves

(Last) (First) (Middle)

2121 AVENUE OF THE STARS,
SUITE 1630

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/03/2012

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 10/03/2012 | | C | | 1,657,723 | A | 1,657,723 | I | By AOS Partners, L.P. (2) |
| Common Stock | 10/03/2012 | | C | | 575,929 | A | 575,929 | I | By GRPVC, L.P. (2) |
| Common Stock | 10/03/2012 | | C | | 200,776 | A | 200,776 | I | By GRP II Investors, L.P. (2) |
| Common Stock | 10/03/2012 | | C | | 75,289 | A | 75,289 | I | By GRP II Partners, |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|--|---------------|--|-----------------|---|----------------------------|-----------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Series B Preferred Stock | (1) | 10/03/2012 | | C | V | (A) 1,016,185 | (D) | (1) | (1) | Common Stock | 1,016,185 |
| Series B Preferred Stock | (1) | 10/03/2012 | | C | V | (A) 353,045 | (D) | (1) | (1) | Common Stock | 353,045 |
| Series B Preferred Stock | (1) | 10/03/2012 | | C | V | (A) 123,076 | (D) | (1) | (1) | Common Stock | 123,076 |
| Series B Preferred Stock | (1) | 10/03/2012 | | C | V | (A) 46,153 | (D) | (1) | (1) | Common Stock | 46,153 |
| Series C Preferred Stock | (1) | 10/03/2012 | | C | V | (A) 641,538 | (D) | (1) | (1) | Common Stock | 641,538 |
| Series C Preferred Stock | (1) | 10/03/2012 | | C | V | (A) 222,884 | (D) | (1) | (1) | Common Stock | 222,884 |
| Series C Preferred Stock | (1) | 10/03/2012 | | C | V | (A) 77,700 | (D) | (1) | (1) | Common Stock | 77,700 |
| Series C Preferred Stock | (1) | 10/03/2012 | | C | V | (A) 29,136 | (D) | (1) | (1) | Common Stock | 29,136 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sisteron Yves 2121 AVENUE OF THE STARS, SUITE 1630 LOS ANGELES, CA 90067 | X | X | | |

Signatures

/s/ Yves B.

Sisteron 10/03/2012

**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) Each share of Series B Preferred Stock and Series C Preferred Stock automatically converted into Common Stock on a 1-for-1 basis upon the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
The Reporting Person serves as a member of the investment committee of GRP Management Services Corp and may be deemed to share voting and dispositive power with respect to the shares held by AOS Partners, L.P., GRPVC, L.P., GRP II Investors, L.P. and GRP II Partners, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his 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 for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.