

QUALYS, INC.
Form 5
February 13, 2013

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
COURTOT PHILIPPE F

(Last) (First) (Middle)

1600 BRIDGE PARKWAY

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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)
President & CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (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) Amount Price			
Common Stock	12/17/2012	Â	G	70,626 D \$ 0 0		I	See footnote (1)
Common Stock	12/17/2012	Â	G	188,201 (2) D \$ 0 7,615,069		D	Â
Common Stock	12/17/2012	Â	G	150,000 (3) D \$ 0 7,465,069		D	Â
Common Stock	12/17/2012	Â	G	100,000 D \$ 0 7,365,069		D	Â

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Common Stock	12/17/2012	Â	G	100,000	A	\$ 0	100,000	I	See footnote (4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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
Stock Option (right to buy)	\$ 1.9	Â	Â	Â	Â Â Â (5)	01/24/2017	Common Stock	935,782
Stock Option (right to buy)	\$ 3.8	Â	Â	Â	Â Â Â (6)	12/02/2019	Common Stock	1,053,235

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COURTOT PHILIPPE F 1600 BRIDGE PARKWAY REDWOOD CITY, CA 94065	Â X	Â X	Â President & CEO	Â

Signatures

/s/ Bruce Posey, under power of attorney for Philippe Courtot

02/13/2013

**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) This transaction involved gifts of securities from the Reporting Person's wife to the adult sons of the Reporting Person and his wife, who do not share the Reporting Person's household. The Reporting Person disclaims beneficial ownership of the shares held by his sons, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his sons' shares for the purposes of Section 16 or for any other purpose.

(2) This transaction involved gifts of securities from the Reporting Person to his adult sons, who do not share the Reporting Person's household. The Reporting Person disclaims beneficial ownership of the shares held by his sons, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his sons' shares for the purposes of Section 16 or for any other purpose.

(3) This transaction involved a gift of securities from the Reporting Person to an individual that is not a family member of the Reporting Person.

(4) This transaction involved a gift of securities from the Reporting Person to Freya Anne Eduarte as custodian under the Uniform Gifts to Minors Act for Reporting Person's minor child.

(5) The shares are fully vested and exercisable as of December 31, 2012.

(6) 1/48th of the shares underlying the option commenced vesting on January 25, 2011, and an additional 1/48th of the shares underlying the option vest monthly thereafter. The shares are fully exercisable as of December 31, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.