

COURTOT PHILIPPE F  
Form 4  
November 22, 2017

**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 \*  
COURTOT PHILIPPE F

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., 1600 BRIDGE PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)  
11/21/2017

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

Chairman, President & CEO

(Street)  
REDWOOD CITY, CA 94065

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  | (D)  | Price   |
| Common Stock                    | 11/21/2017                           |  | M <sup>(1)</sup>               |   | 20,000  | A  | \$ 3.8  |
| Common Stock                    | 11/21/2017                           |  | S <sup>(1)</sup>               |   | 12,314  | D  | \$ 59.9992  |
| Common Stock                    | 11/21/2017                           |  | S <sup>(1)</sup>               |   | 7,686   | D  | \$ 60.7245  |
| Common Stock                    | 11/22/2017                           |  | M <sup>(1)</sup>               |   | 20,000  | A  | \$ 3.8  |
|                                 | 11/22/2017                           |  | S <sup>(1)</sup>               |   | 18,996  | D  |   |

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|              |            |  |                  |       |            |            |         |           |   |                         |
|--------------|------------|--|------------------|-------|------------|------------|---------|-----------|---|-------------------------|
| Common Stock |            |  |                  |       | \$         |            |         |           |   |                         |
|              |            |  |                  |       | 60.8442    |            |         |           |   |                         |
|              |            |  |                  |       | <u>(4)</u> |            |         |           |   |                         |
| Common Stock | 11/22/2017 |  | S <sup>(1)</sup> | 1,004 | D          | \$         | 61.3578 | 5,544,435 | D |                         |
|              |            |  |                  |       |            | <u>(5)</u> |         |           |   |                         |
| Common Stock |            |  |                  |       |            |            |         | 100,000   | I | See Footnote <u>(6)</u> |

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.**

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)                | \$ 3.8   | 11/21/2017                           |  | M <sup>(1)</sup>               | 20,000  | <u>(7)</u> 12/02/2019                                    | Common Stock  | 20,000                        |
| Stock Option (right to buy)                | \$ 3.8   | 11/22/2017                           |  | M <sup>(1)</sup>               | 20,000  | <u>(7)</u> 12/02/2019                                    | Common Stock  | 20,000                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| COURTOT PHILIPPE F<br>C/O QUALYS, INC.<br>1600 BRIDGE PARKWAY<br>REDWOOD CITY, CA 94065 | X             | X         | Chairman, President & CEO |       |

## Signatures

/s/ Bruce Posey by power of attorney for Philippe F.  
Courtot

11/22/2017

\_\_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 August 29, 2017.  
The sale price represents the weighted average price of the shares sold ranging from \$59.40 to \$60.375 per share. Upon 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 sold at each separate price within the range set forth in this Form 4.
  - (2) The sale price represents the weighted average price of the shares sold ranging from \$60.40 to \$61.10 per share. Upon 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 sold at each separate price within the range set forth in this Form 4.
  - (3) The sale price represents the weighted average price of the shares sold ranging from \$60.35 to \$61.30 per share. Upon 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 sold at each separate price within the range set forth in this Form 4.
  - (4) The sale price represents the weighted average price of the shares sold ranging from \$61.35 to \$61.40 per share. Upon 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 sold at each separate price within the range set forth in this Form 4.
  - (5) These shares are held directly by a custodian under the Uniform Gifts to Minors Act for the benefit of the Reporting Person's minor child.
  - (6) The option is fully vested and immediately exercisable.
  - (7)

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.