

Thakar Sumedh S  
 Form 3  
 September 27, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Thakar Sumedh S		(Month/Day/Year)	QUALYS, INC. [QLYS]	
(Last)	(First)	(Middle)	09/27/2012	
C/O QUALYS, INC., 1600 BRIDGE PARKWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
REDWOOD CITY, CA 94065			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			VP, Engineering	<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,539	D	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	06/29/2016	Common Stock	6,750	\$ 1.4	D	Â
Employee Stock Option (right to buy)	Â (1)	01/22/2018	Common Stock	5,000	\$ 2.6	D	Â
Employee Stock Option (right to buy)	Â (2)	01/27/2019	Common Stock	5,000	\$ 2.8	D	Â
Employee Stock Option (right to buy)	Â (3)	05/06/2020	Common Stock	5,000	\$ 4.1	D	Â
Employee Stock Option (right to buy)	Â (4)	02/02/2021	Common Stock	50,000	\$ 4.4	D	Â
Employee Stock Option (right to buy)	Â (5)	11/03/2021	Common Stock	20,000	\$ 5.9	D	Â
Employee Stock Option (right to buy)	Â (6)	04/29/2022	Common Stock	50,000	\$ 8.4	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thakar Sumedh S C/O QUALYS, INC. 1600 BRIDGE PARKWAY REDWOOD CITY, CA 94065	Â	Â	Â VP, Engineering	Â

## Signatures

/s/ Bruce K. Posey, by power of attorney 09/27/2012

         \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 option is fully vested and immediately exercisable.
  - (2) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on January 16, 2009 and one forty-eighth of the shares vest monthly thereafter.
  - (3) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on January 16, 2010 and one forty-eighth of the shares vest monthly thereafter.
  - (4) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on January 1, 2011 and one forty-eighth of the shares vest monthly thereafter.
  - (5) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on December 4, 2011 and one forty-eighth of the shares vest monthly thereafter.

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- (6) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on May 30, 2012 and one forty-eighth of the shares vest monthly thereafter.

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**Remarks:**

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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