

DIXON DONALD R  
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)

<p>1. Name and Address of Reporting Person *</p> <p>Â DIXON DONALD R</p> <p>(Last) (First) (Middle)</p> <p>505 HAMILTON AVENUE, SUITE 200</p> <p>(Street)</p> <p>PALO ALTO,Â CAÂ 94301</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/27/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>QUALYS, INC. [QLYS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	278,981	I	See footnotes (1) (2)
Common Stock	21,192	I	See footnotes (1) (3)
Common Stock	8,073	I	See footnotes (1) (4)
Common Stock	1,620	I	See footnotes (1) (5)
Common Stock	1,545	I	See footnotes (1) (6)

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)**

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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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	Â (7)	Â (7)	Common Stock	1,346,877	\$ (7)	I	See footnotes (1) (2)
Series A Preferred Stock	Â (7)	Â (7)	Common Stock	102,325	\$ (7)	I	See footnotes (1) (3)
Series A Preferred Stock	Â (7)	Â (7)	Common Stock	32,622	\$ (7)	I	See footnotes (1) (4)
Series A Preferred Stock	Â (7)	Â (7)	Common Stock	7,826	\$ (7)	I	See footnotes (1) (5)
Series A Preferred Stock	Â (7)	Â (7)	Common Stock	7,468	\$ (7)	I	See footnotes (1) (6)
Series B Preferred Stock	Â (7)	Â (7)	Common Stock	3,743,844	\$ (7)	I	See footnotes (1) (2)
Series B Preferred Stock	Â (7)	Â (7)	Common Stock	284,432	\$ (7)	I	See footnotes (1) (3)
Series B Preferred Stock	Â (7)	Â (7)	Common Stock	108,359	\$ (7)	I	See footnotes (1) (4)
Series B Preferred Stock	Â (7)	Â (7)	Common Stock	21,758	\$ (7)	I	See footnotes (1) (5)
Series B Preferred Stock	Â (7)	Â (7)	Common Stock	20,762	\$ (7)	I	See footnotes (1) (6)
Series C Preferred Stock	Â (7)	Â (7)	Common Stock	269,599	\$ (7)	I	See footnotes (1) (2)
Series C Preferred Stock	Â (7)	Â (7)	Common Stock	20,481	\$ (7)	I	See footnotes (1) (3)
Series C Preferred Stock	Â (7)	Â (7)	Common Stock	7,802	\$ (7)	I	See footnotes (1) (4)
Series C Preferred Stock	Â (7)	Â (7)	Common Stock	1,566	\$ (7)	I	See footnotes (1) (5)
Series C Preferred Stock	Â (7)	Â (7)	Common Stock	1,494	\$ (7)	I	See footnotes (1) (6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

DIXON DONALD R  
505 HAMILTON AVENUE, SUITE 200    X       X       X       X  
PALO ALTO, CA 94301

### Signatures

/s/ Donald R.                             09/27/2012  
Dixon

*\*\*Signature of*                                 Date  
Reporting Person

### 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).

- The Reporting Person serves as a Managing Director of Trident Capital Management-V, L.L.C. ("TCMV"). TCMV is the general partner of each of Trident Capital Fund-V, L.P., Trident Capital Fund-V Affiliates Fund, L.P., Trident Capital Fund-V Affiliates Fund (Q), L.P. and Trident Capital Fund-V Principals Fund, L.P. and the sole investment general partner of Trident Capital Parallel Fund-V, C.V. As
- (1) such, the Reporting Person may be deemed to share voting and dispositive power with respect to the shares held by each of these Trident entities. 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.
  - (2) The reported securities are held directly by Trident Capital Fund-V, L.P.
  - (3) The reported securities are held directly by Trident Capital Parallel Fund-V, C.V.
  - (4) The reported securities are held directly by Trident Capital Fund-V Principals Fund, L.P.
  - (5) The reported securities are held directly by Trident Capital Fund-V Affiliates Fund, L.P.
  - (6) The reported securities are held directly by Trident Capital Fund-V Affiliates Fund (Q), L.P.
  - (7) Each share of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall automatically convert into Common Stock on a 1-for-1 basis upon the completion of the Issuer's initial public offering of Common Stock and has no expiration date.

X  
**Remarks:**  
Exhibit 24 - Power of Attorney

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.