

Sisteron Yves
Form 4
October 03, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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	<u>(1)</u> 1,657,723	I	By AOS Partners, L.P. <u>(2)</u>
Common Stock	10/03/2012		C		575,929	A	<u>(1)</u> 575,929	I	By GRPVC, L.P. <u>(2)</u>
Common Stock	10/03/2012		C		200,776	A	<u>(1)</u> 200,776	I	By GRP I Investors, L.P. <u>(2)</u>
Common Stock	10/03/2012		C		75,289	A	<u>(1)</u> 75,289	I	By GRP I Partners.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Series B Preferred Stock	<u>(1)</u>	10/03/2012		C	1,016,185	<u>(1)</u> <u>(1)</u>	Common Stock 1,016,185
Series B Preferred Stock	<u>(1)</u>	10/03/2012		C	353,045	<u>(1)</u> <u>(1)</u>	Common Stock 353,045
Series B Preferred Stock	<u>(1)</u>	10/03/2012		C	123,076	<u>(1)</u> <u>(1)</u>	Common Stock 123,076
Series B Preferred Stock	<u>(1)</u>	10/03/2012		C	46,153	<u>(1)</u> <u>(1)</u>	Common Stock 46,153
Series C Preferred Stock	<u>(1)</u>	10/03/2012		C	641,538	<u>(1)</u> <u>(1)</u>	Common Stock 641,538
Series C Preferred Stock	<u>(1)</u>	10/03/2012		C	222,884	<u>(1)</u> <u>(1)</u>	Common Stock 222,884
Series C Preferred Stock	<u>(1)</u>	10/03/2012		C	77,700	<u>(1)</u> <u>(1)</u>	Common Stock 77,700
Series C Preferred Stock	<u>(1)</u>	10/03/2012		C	29,136	<u>(1)</u> <u>(1)</u>	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
- (2) 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.

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