

QUALYS, INC.  
Form 8-K  
June 19, 2018

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**June 18, 2018**

**Qualys, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation)**

**001-35662**  
**(Commission File Number)**  
**919 East Hillsdale Boulevard**

**77-0534145**  
**(IRS Employer**  
**Identification No.)**

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**Foster City, California 94404**

**(Address of principal executive offices, including zip code)**

**(650) 801-6100**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 18, 2018, Qualys, Inc. (the Company) held its 2018 Annual Meeting of Stockholders (the Annual Meeting). Present at the Annual Meeting in person or by proxy were holders of 35,893,588 shares of the Company's common stock, or approximately 92.1% of the total shares entitled to vote. The voting results for each of the proposals considered at the Annual Meeting are provided below.

*Proposal One Election of Directors.* The following nominees were elected as Class III directors to serve until the 2021 annual meeting of stockholders or until their respective successors are duly elected and qualified.

| <b>Nominee</b>      | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------|------------------|-----------------------|-------------------------|
| Philippe F. Courtot | 32,175,953       | 641,265               | 3,076,370               |
| Jeffrey P. Hank     | 32,671,083       | 146,135               | 3,076,370               |

The Company's Board of Directors is comprised of seven members who are divided into three classes with overlapping three-year terms. The term of the Company's Class I directors, Sandra E. Bergeron, Todd P. Headley and Kristi M. Rogers, will expire at the Company's 2019 annual meeting of stockholders. The term of the Company's Class II directors, Donald R. Dixon and General Peter Pace, will expire at the Company's 2020 annual meeting of stockholders.

*Proposal Two Ratification of the Appointment of Independent Registered Public Accounting Firm.* The appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for its fiscal year ending December 31, 2018 was ratified.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 35,637,518       | 250,691              | 5,379              |

*Proposal Three Advisory Approval of Executive Compensation.* The stockholders cast their votes with respect to the advisory vote to approve the compensation of the Company's named executive officers as described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 27, 2018, as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 12,731,707       | 20,066,350           | 19,161             | 3,076,370               |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**QUALYS, INC.**

By: /s/ Bruce K. Posey  
Bruce K. Posey  
Vice President, General Counsel and Corporate Secretary

Date: June 19, 2018