

QUALYS, INC.  
Form 4  
August 07, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
TRIDENT CAPITAL  
MANAGEMENT V LLC

(Last) (First) (Middle)

505 HAMILTON AVENUE, SUITE  
200

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
QUALYS, INC. [QLYS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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                    | 08/05/2014                           |  | J <sup>(1)</sup>               |   | 1,409,825   | D  | \$ 0 4,229,476  | I | See footnotes (2) (7) |
| Common Stock                    | 08/05/2014                           |  | J <sup>(1)</sup>               |   | 107,108   | D  | \$ 0 321,322  | I | See footnotes (3) (7) |
| Common Stock                    | 08/05/2014                           |  | J <sup>(1)</sup>               |   | 39,214  | D  | \$ 0 117,642  | I | See footnotes (4) (7) |
| Common Stock                    | 08/05/2014                           |  | J <sup>(1)</sup>               |   | 8,193   | D  | \$ 0 24,577   | I | See footnotes         |

|              |            |                  |       |   |      |        |   |  |
|--------------|------------|------------------|-------|---|------|--------|---|--|
| Common Stock | 08/05/2014 | J <sup>(1)</sup> | 7,817 | D | \$ 0 | 23,452 | I | (5) (7)<br>See<br>footnotes<br>(6) (7) |
|--------------|------------|------------------|-------|---|------|--------|---|--|

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       | Amount or Number of Shares |
|---|---------------|-----------|---------|-------|----------------------------|
|   | Director      | 10% Owner | Officer | Other |                            |
| TRIDENT CAPITAL MANAGEMENT V LLC<br>505 HAMILTON AVENUE, SUITE 200<br>PALO ALTO, CA 94301           |               | X         |         |       |                            |
| TRIDENT CAPITAL FUND V LP<br>505 HAMILTON AVENUE, SUITE 200<br>PALO ALTO, CA 94301                  |               | X         |         |       |                            |
| TRIDENT CAPITAL PARALLEL FUND V CV<br>505 HAMILTON AVENUE, SUITE 200<br>PALO ALTO, CA 94301         |               | X         |         |       |                            |
| TRIDENT CAPITAL FUND V PRINCIPALS FUND L P<br>505 HAMILTON AVENUE, SUITE 200<br>PALO ALTO, CA 94301 |               | X         |         |       |                            |
|   |               |           |         |       | X                          |

TRIDENT CAPITAL FUND V AFFILIATES FUND LP  
 505 HAMILTON AVENUE, SUITE 200  
 PALO ALTO, CA 94301

TRIDENT CAPITAL FUND V AFFILIATES FUND Q LP  
 505 HAMILTON AVENUE, SUITE 200 X  
 PALO ALTO, CA 94301

## Signatures

|  |            |
|--|------------|
| /s/ Donald R. Dixon, a Member of Trident Capital Management-V, L.L.C.  | 08/06/2014 |
| __Signature of Reporting Person  | Date       |
| /s/ Donald R. Dixon, a Member of Trident Capital Management-V, L.L.C., the General Partner of Trident Capital Fund-V, L.P.                     | 08/06/2014 |
| __Signature of Reporting Person  | Date       |
| /s/ Donald R. Dixon, a Member of Trident Capital Management-V, L.L.C., the General Partner of Trident Capital Parallel Fund-V, C.V.            | 08/06/2014 |
| __Signature of Reporting Person  | Date       |
| /s/ Donald R. Dixon, a Member of Trident Capital Management-V, L.L.C., the General Partner of Trident Capital Fund-V, Principals Fund, L.P.    | 08/06/2014 |
| __Signature of Reporting Person  | Date       |
| /s/ Donald R. Dixon, a Member of Trident Capital Management-V, L.L.C., the General Partner of Trident Capital Fund-V Affiliates Fund, L.P.     | 08/06/2014 |
| __Signature of Reporting Person  | Date       |
| /s/ Donald R. Dixon, a Member of Trident Capital Management-V, L.L.C., the General Partner of Trident Capital Fund-V Affiliates Fund (Q), L.P. | 08/06/2014 |
| __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).
  - Represents an in-kind distribution to the partners of the applicable partnership in accordance with the partners' relative economic interests
  - (1) in such partnership and includes subsequent distributions by general partners or managing members to their respective partners or members.
  - (2) The shares are held directly by Trident Capital Fund-V, L.P.
  - (3) The shares are held directly by Trident Capital Parallel Fund-V, C.V.
  - (4) The shares are held directly by Trident Capital Fund-V Principals Fund, L.P.
  - (5) The shares are held directly by Trident Capital Fund-V Affiliates Fund, L.P.
  - (6) The shares are held directly by Trident Capital Fund-V Affiliates Fund (Q), L.P.
  - (7) Trident Capital Management-V, L.L.C. ("TCMV") serves as the general partner of each of Trident Capital Fund-V, L.P., Trident Capital Fund-V Principals Fund, L.P., Trident Capital Fund-V Affiliates Fund, L.P., and Trident Capital Fund-V Affiliates Fund (Q), L.P., and as the sole investment general partner of Trident Capital Parallel Fund-V, C.V. As such, TCMV may be deemed to be the beneficial owner of the shares held directly by each of these Trident entities. TCMV disclaims beneficial ownership of these securities except to the extent of its 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. 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.