

COURTOT PHILIPPE F
Form 5
February 08, 2018

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
COURTOT PHILIPPE F

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

919 E. HILLSDALE BLVD.

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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

6. Individual or Joint/Group Reporting (check applicable line)

FOSTER CITY, CA 94404

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock	11/30/2017	^	G4	34,000 D \$ 0	5,478,934 (1)	D	^
Common Stock	^	^	^	^ ^ ^ ^	100,000	I	See Footnote (2)

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

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SEC 2270 (9-02)

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 3.8	Â	Â	Â	Â Â Â (3)	12/02/2019	Common Stock	231,927
Stock Option (right to buy)	\$ 26.86	Â	Â	Â	Â Â Â (3)	02/06/2024	Common Stock	398,000
Stock Option (right to buy)	\$ 25.56	Â	Â	Â	Â Â Â (4)	04/28/2026	Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COURTOT PHILIPPE F 919 E. HILLSDALE BLVD. FOSTER CITY, CA 94404	Â X	Â X	Â Chairman, President & CEO	Â

Signatures

/s/ Bruce Posey, under power of attorney for Philippe Courtot 02/08/2018

**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) The reported shares reflect the current ownership of the Reporting Person and incorporates the gift reporting as referenced on Table I of this Form 5.

(2) These shares are held directly by a custodian under the Uniform Gifts to Minors Act for the benefit of the Reporting Person's minor child.

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(3) The option is fully vested and immediately exercisable.

(4) Shares subject to the option vest in forty-eight equal monthly installments beginning on April 28, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.