

DIXON DONALD R
Form 4/A
November 17, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
DIXON DONALD R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
505 HAMILTON AVENUE, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2017

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/17/2017

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PALO ALTO, CA 94301

(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 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/15/2017 | | S | 7,707 | D | \$ 57.8047 (1) | 196,839 D |
| Common Stock | 11/15/2017 | | S | 49 | D | \$ 57.8041 (2) | 1,234 I See Footnote (3) |
| Common Stock | 11/15/2017 | | S | 6,374 | D | \$ 57.8047 (1) | 158,700 I See Footnote (4) |
| Common Stock | 11/16/2017 | | S | 25,437 | D | \$ 58.0858 | 171,402 D |

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| | | | | | <u>(5)</u> | | | |
|--------------|------------|---|--------|---|------------|---------|---|------------------|
| Common Stock | 11/16/2017 | S | 9,202 | D | \$ 58.6095 | 162,200 | D | |
| | | | | | <u>(6)</u> | | | |
| Common Stock | 11/16/2017 | S | 271 | D | \$ 57.9262 | 963 | I | See Footnote (3) |
| | | | | | <u>(2)</u> | | | |
| Common Stock | 11/16/2017 | S | 25,100 | D | \$ 58.0723 | 133,600 | I | See Footnote (4) |
| | | | | | <u>(5)</u> | | | |
| Common Stock | 11/16/2017 | S | 9,603 | D | \$ 58.6008 | 123,997 | I | See Footnote (4) |
| | | | | | <u>(7)</u> | | | |

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DIXON DONALD R 505 HAMILTON AVENUE SUITE 200 PALO ALTO, CA 94301 | X | | | |

Signatures

/s/ Bruce Posey by power of
attorney

11/17/2017

__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 sale price represents the weighted average price of the shares sold ranging from \$57.45 to \$58.40 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(2) The sale price represents the weighted average price of the shares sold ranging from \$57.45 to \$58.35 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(3) The shares are held directly by Dixon Family Trust U/A Dated 6/18/88, for which the Reporting Person and his spouse serve as settlors.

(4) The shares are held directly by Donald and Elizabeth Dixon Family Limited Partnership, for which the Reporting Person and his spouse serve as general partners.

(5) The sale price represents the weighted average price of the shares sold ranging from \$57.50 to \$58.45 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(6) The sale price represents the weighted average price of the shares sold ranging from \$58.50 to \$58.80 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(7) The sale price represents the weighted average price of the shares sold ranging from \$58.50 to \$58.75 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

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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