

Deeba Amer
 Form 3
 September 27, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Deeba Amer | | (Month/Day/Year) | QUALYS, INC. [QLYS] | |
| (Last) | (First) | (Middle) | 09/27/2012 | |
| C/O QUALYS, INC.,Â 1600 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| BRIDGE PARKWAY | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| REDWOOD | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| CITY,Â CAÂ 94065 | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Chief Marketing Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 70,831 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|--------|----------------------------|---|
| Employee Stock Option (right to buy) | Â (1) | 07/27/2015 | Common Stock | 32,285 | \$ 1 | D | Â |
| Employee Stock Option (right to buy) | Â (1) | 06/29/2016 | Common Stock | 89,542 | \$ 1.4 | D | Â |
| Employee Stock Option (right to buy) | Â (1) | 07/29/2019 | Common Stock | 65,000 | \$ 2.8 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 11/04/2020 | Common Stock | 50,000 | \$ 4.1 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 04/29/2022 | Common Stock | 40,000 | \$ 8.4 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Deeba Amer C/O QUALYS, INC. 1600 BRIDGE PARKWAY REDWOOD CITY, CA 94065 | Â | Â | Â Chief Marketing Officer | Â |

Signatures

/s/ Bruce K. Posey, by power of attorney 09/27/2012

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 option is fully vested and immediately exercisable.
- (2) The option is subject to an early exercise provision and is immediately exercisable. One twenty-fourth of the shares subject to the option vested on December 5, 2010 and one twenty-fourth of the shares vest monthly thereafter.
- (3) The option is subject to an early exercise provision and is immediately exercisable. One twenty-fourth of the shares subject to the option vest on December 5, 2012 and one twenty-fourth of the shares vest monthly thereafter.

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Remarks:

Exhibit 24 - Power of Attorney

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.