

QUALYS, INC.  
Form 8-K  
February 11, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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)

February 11, 2013

**Qualys, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of

incorporation)

001-35662  
(Commission File Number)

1600 Bridge Parkway

77-0534145  
(IRS Employer

Identification No.)

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**Redwood City, California 94065**

**(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):

- .. 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))

**Item 2.02 Results of Operations and Financial Condition.**

On February 11, 2013, Qualys, Inc. ( Qualys ) issued a press release announcing its financial results for the fourth quarter and fiscal year ended December 31, 2012. In the press release, Qualys also announced that it would be holding a conference call on February 11, 2013 to discuss its financial results for the quarter and year ended December 31, 2012. The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This information is intended to be furnished under Item 2.02 of Form 8-K, Results of Operations and Financial Condition and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press release issued by Qualys, Inc. dated February 11, 2013. |

**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/ Philippe F. Courtot**  
**Philippe F. Courtot**

**Chairman, President and Chief Executive Officer**

Date: February 11, 2013

**EXHIBIT INDEX**

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press release issued by Qualys, Inc. dated February 11, 2013. |

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d> 159,384 D Ordinary Common Stock, \$0.01 par value08/01/2006 S<sup>(1)</sup> 100 D \$ 47 159,284 D Ordinary Common Stock, \$0.01 par value08/01/2006 S<sup>(1)</sup> 200 D \$ 46.94 159,084 D Ordinary Common Stock, \$0.01 par value08/01/2006 S<sup>(1)</sup> 200 D \$ 46.92 158,884 D Ordinary Common Stock, \$0.01 par value08/01/2006 S<sup>(1)</sup> 100 D \$ 46.91 158,784 D Ordinary Common Stock, \$0.01 par value08/01/2006 S<sup>(1)</sup> 100 D \$ 46.9 158,684 D Ordinary Common Stock, \$0.01 par value08/01/2006 S<sup>(1)</sup> 700 D \$ 46.88 157,984 D Ordinary Common Stock, \$0.01 par value08/01/2006 S<sup>(1)</sup> 100 D \$ 46.87 157,884 D Ordinary Common Stock, \$0.01 par value08/01/2006 S<sup>(1)</sup> 100 D \$ 46.86 157,784 D Ordinary Common Stock, \$0.01 par value08/01/2006 S<sup>(1)</sup> 900 D \$ 46.85 156,884 D

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 11.91   | 08/01/2006                           |  | X <sup>(1)</sup>               | 4,300   | 01/05/2006 12/31/2006                                    | Common Stock  | 4,300                         |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                |               |           |         |       |

SHULMAN STEVEN J  
55 NOD ROAD  
AVON, CT 06001

X

Chairman and CEO

## Signatures

/s/ Steven J  
Shulman

08/03/2006

\*\*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) This transaction was effectuated pursuant to a Rule 10b-5-1 plan and, accordingly, not on a discretionary basis by the reporting person.
- (2) Includes 156,884 shares owned prior to current transaction, of which 18,339 shares are unvested restricted stock.
- (3) Not applicable.
- (4) Of the 220,336 options in this tranche, 13,834 are exercisable until 12/31/06. The remainder of 206,502 options in this tranche will become exercisable on January 5, 2007 and until December 31, 2007.

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.