

TRIDENT CAPITAL FUND V LP
Form 4
October 03, 2012

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)
10/03/2012

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 | 10/03/2012 | | C | | 5,360,320 | A | Ⓛ 5,639,301 | I | See footnotes (2) (7) |
| Common Stock | 10/03/2012 | | C | | 407,238 | A | Ⓛ 428,430 | I | See footnotes (3) (7) |
| Common Stock | 10/03/2012 | | C | | 148,783 | A | Ⓛ 156,856 | I | See footnotes (4) (7) |
| Common Stock | 10/03/2012 | | C | | 31,150 | A | Ⓛ 32,770 | I | See footnotes |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|------------|--------|---|----------------------------------|
| Common Stock | 10/03/2012 | | C | 29,724 | A | <u>(1)</u> | 31,269 | I | (5) (7) See footnotes (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | | | |
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Series A Preferred Stock | <u>(1)</u> | 10/03/2012 | | C | 1,346,877 | <u>(1)</u> <u>(1)</u> | Common Stock 1,346,877 |
| Series A Preferred Stock | <u>(1)</u> | 10/03/2012 | | C | 102,325 | <u>(1)</u> <u>(1)</u> | Common Stock 102,325 |
| Series A Preferred Stock | <u>(1)</u> | 10/03/2012 | | C | 32,622 | <u>(1)</u> <u>(1)</u> | Common Stock 32,622 |
| Series A Preferred Stock | <u>(1)</u> | 10/03/2012 | | C | 7,826 | <u>(1)</u> <u>(1)</u> | Common Stock 7,826 |
| Series A Preferred Stock | <u>(1)</u> | 10/03/2012 | | C | 7,468 | <u>(1)</u> <u>(1)</u> | Common Stock 7,468 |
| Series B Preferred Stock | <u>(1)</u> | 10/03/2012 | | C | 3,743,844 | <u>(1)</u> <u>(1)</u> | Common Stock 3,743,844 |
| Series B Preferred Stock | <u>(1)</u> | 10/03/2012 | | C | 284,432 | <u>(1)</u> <u>(1)</u> | Common Stock 284,432 |
| Series B Preferred Stock | <u>(1)</u> | 10/03/2012 | | C | 108,359 | <u>(1)</u> <u>(1)</u> | Common Stock 108,359 |

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| | | | | | | | | |
|--------------------------|-----|------------|---|---------|-----|-----|--------------|---------|
| Series B Preferred Stock | (1) | 10/03/2012 | C | 21,758 | (1) | (1) | Common Stock | 21,758 |
| Series B Preferred Stock | (1) | 10/03/2012 | C | 20,762 | (1) | (1) | Common Stock | 20,762 |
| Series C Preferred Stock | (1) | 10/03/2012 | C | 269,599 | (1) | (1) | Common Stock | 269,599 |
| Series C Preferred Stock | (1) | 10/03/2012 | C | 20,481 | (1) | (1) | Common Stock | 20,481 |
| Series C Preferred Stock | (1) | 10/03/2012 | C | 7,802 | (1) | (1) | Common Stock | 7,802 |
| Series C Preferred Stock | (1) | 10/03/2012 | C | 1,566 | (1) | (1) | Common Stock | 1,566 |
| Series C Preferred Stock | (1) | 10/03/2012 | C | 1,494 | (1) | (1) | Common Stock | 1,494 |

Reporting Owners

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

Signatures

| | |
|---|------------|
| /s/ Donald R. Dixon, a Managing Director of Trident Capital Management-V, L.L.C. | 10/03/2012 |
| __Signature of Reporting Person | Date |
| /s/ Donald R. Dixon, a Managing Director of Trident Capital Management-V, L.L.C., the General Partner of Trident Capital Fund-V, L.P. | 10/03/2012 |
| __Signature of Reporting Person | Date |
| /s/ Donald R. Dixon, a Managing Director of Trident Capital Management-V, L.L.C., the General Partner of Trident Capital Parallel Fund-V, C.V. | 10/03/2012 |
| __Signature of Reporting Person | Date |
| /s/ Donald R. Dixon, a Managing Director of Trident Capital Management-V, L.L.C., the General Partner of Trident Capital Fund-V Principals Fund, L.P. | 10/03/2012 |
| __Signature of Reporting Person | Date |
| /s/ Donald R. Dixon, a Managing Director of Trident Capital Management-V, L.L.C., the General Partner of Trident Capital Fund-V Affiliates Fund, L.P. | 10/03/2012 |
| __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) Each share of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock automatically converted into Common Stock on a 1-for-1 basis upon the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- (2) The reported securities are held directly by Trident Capital Fund-V, L.P.
- (3) The reported securities are held directly by Trident Capital Parallel Fund-V, C.V.
- (4) The reported securities are held directly by Trident Capital Fund-V Principals Fund, L.P.
- (5) The reported securities are held directly by Trident Capital Fund-V Affiliates Fund, L.P.
- (6) The reported securities are held directly by Trident Capital Fund-V Affiliates Fund (Q), L.P.

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 Affiliates Fund, L.P., Trident Capital Fund-V Affiliates Fund (Q), L.P. and Trident Capital Fund-V Principals Fund, L.P. and 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.