

QUALYS, INC.
Form SC 13G/A
February 12, 2015

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Qualys, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

74758T 303

(CUSIP Number)

December 31, 2014

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **74758T 303**

1. Names of Reporting Persons.

Trident Capital Management-V, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of 5. Sole Voting Power

Shares

Beneficially **4,716,469**
6. Shared Voting Power

Owned by

Each 7. Sole Dispositive Power

Reporting

Person **4,716,469**
8. Shared Dispositive Power

With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,716,469

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

14.04¹%

12. Type of Reporting Person (see Instructions)

OO

¹ Percentage based on 33,593,285 shares of common stock of Qualys, Inc. (Qualys) outstanding as of December 31, 2014, as reported by Qualys to the reporting person.

CUSIP No. **74758T 303**

1. Names of Reporting Persons.

Trident Capital Fund-V, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of 5. Sole Voting Power

Shares

Beneficially 6. **4,229,476**
Shared Voting Power

Owned by

Each 7. Sole Dispositive Power

Reporting

Person 8. **4,229,476**
Shared Dispositive Power

With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,229,476

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

12.59¹%

12. Type of Reporting Person (see Instructions)

PN

- ¹ Percentage based on 33,593,285 shares of common stock of Qualys outstanding as of December 31, 2014, as reported by Qualys to the reporting person.

CUSIP No. **74758T 303**

1. Names of Reporting Persons.

Trident Capital Fund-V Affiliates Fund, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of 5. Sole Voting Power

Shares

Beneficially **24,577**
6. Shared Voting Power

Owned by

Each 7. Sole Dispositive Power

Reporting

Person **24,577**
8. Shared Dispositive Power

With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

24,577

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.071%

12. Type of Reporting Person (see Instructions)

PN

- ¹ Percentage based on 33,593,285 shares of common stock of Qualys outstanding as of December 31, 2014, as reported by Qualys to the reporting person.

CUSIP No. **74758T 303**

1. Names of Reporting Persons.

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

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of 5. Sole Voting Power

Shares

Beneficially **23,452**
6. Shared Voting Power

Owned by

Each 7. Sole Dispositive Power

Reporting

Person **23,452**
8. Shared Dispositive Power

With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

23,452

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.071%

12. Type of Reporting Person (see Instructions)

PN

- ¹ Percentage based on 33,593,285 shares of common stock of Qualys outstanding as of December 31, 2014, as reported by Qualys to the reporting person.

CUSIP No. **74758T 303**

1. Names of Reporting Persons.

Trident Capital Fund-V Principals Fund, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of 5. Sole Voting Power

Shares

Beneficially 6. **117,642**
Shared Voting Power

Owned by

Each 7. Sole Dispositive Power

Reporting

Person 8. **117,642**
Shared Dispositive Power

With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

117,642

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.35¹%

12. Type of Reporting Person (see Instructions)

PN

- ¹ Percentage based on 33,593,285 shares of common stock of Qualys outstanding as of December 31, 2014, as reported by Qualys to the reporting person.

CUSIP No. **74758T 303**

1. Names of Reporting Persons.

Trident Capital Parallel Fund-V, C.V.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Netherlands

Number of 5. Sole Voting Power

Shares

Beneficially 6. **321,322**
Shared Voting Power

Owned by

Each 7. Sole Dispositive Power

Reporting

Person 8. **321,322**
Shared Dispositive Power

With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

321,322

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.96¹%

12. Type of Reporting Person (see Instructions)

PN

- ¹ Percentage based on 33,593,285 shares of common stock of Qualys outstanding as of December 31, 2014, as reported by Qualys to the reporting person.

Item 1.

(a) Name of Issuer: **Qualys, Inc.**

(b) Address of Issuer's Principal Executive Offices: **1600 Bridge Parkway, Redwood City, California 94065**

Item 2.

(a) Name of Person Filing: **This statement is being filed by Trident Capital Management-V, L.L.C. (TCMV), Trident Capital Fund-V, L.P. (TCV), Trident Capital Fund-V Affiliates Fund, L.P. (TCVA), Trident Capital Fund-V Affiliates Fund (Q), L.P. (TCVAQ), Trident Capital Fund-V Principals Fund, L.P. (TCVP), and Trident Capital Parallel Fund-V, C.V. (TCVCV). TCMV serves as the sole general partner of TCV, TCVA, TCVAQ and TCVP, and as the sole investment general partner of TCVCV.**

(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of TCMV, TCV, TCVA, TCVAQ, TCVP and TCVCV is:

c/o Trident Capital

505 Hamilton Avenue, Suite 200

Palo Alto, California 94301

(c) Citizenship:

TCMV Delaware

TCV Delaware

TCVA Delaware

TCVAQ Delaware

TCVP Delaware

TCVCV Netherlands

(d) Title of Class of Securities: **Common Stock**

(e) CUSIP Number: **74758T 303**

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C 78c).
- (b) Bank as defined in Section 3(a) (6) of the Act (15 U.S.C 78c).
- (c) Insurance Company as defined in Section 3(a) (19) of the Act (15 U.S.C 78c).
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) Investment Adviser in accordance with SS 240. 13d-1(b) (1) (ii) (E);
- (f) Employee Benefit Plan or Endowment Fund in accordance with SS 240. 13d-1(b) (ii) (F);
- (g) Parent Holding Company or Control Person in accordance with SS.SS.240. 13d-1(b) (ii) (G);

- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act of 1940(15 U.S.C 80a-3);
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of December 31, 2014:

TCV was the record holder of 4,229,476 shares of Common Stock (the TCV Shares);

TCVA was the record holder of 24,577 shares of Common Stock (the TCVA Shares);

TCVAQ was the record holder of 23,452 shares of Common Stock (the TCVAQ Shares);

TCVP was the record holder of 117,642 shares of Common Stock (the TCVP Shares); and

TCVCV was the record holder of 321,322 shares of Common Stock (the TCVCV Shares).

By virtue of their relationship as affiliated entities, each of TCV, TCVA, TCVAQ, TCVP and TCVCV may be deemed to beneficially own the TCV Shares, TCVA Shares, TCVAQ Shares, TCVP Shares and TCVCV Shares for an aggregate of 4,716,469 shares (the Record Shares). TCMV, as sole general partner of TCV, TCVA, TCVAQ and TCVP, and as sole investment general partner of TCVCV, may also be deemed to beneficially own the Record Shares. The members of TCMV are Donald R. Dixon, Peter T. Meekin, John H. Moragne and Robert C. McCormack (the TCMV Members). The TCMV Members may also be deemed to beneficially own the Record Shares. Each reporting person and each TCMV Member disclaims beneficial ownership of such shares except to the extent of their pecuniary interest, if any, and this report shall not be deemed an admission that the reporting persons or any TCMV Member are the beneficial owner of all of the reported shares.

(b) Percent of class:

TCMV

14.04%

TCV	12.59%
TCVA	0.07%
TCVAQ	0.07%
TCVP	0.35%
TCVCV	0.96%

The foregoing percentages are calculated based on 33,593,285 shares of Common Stock of Qualys outstanding as of December 31, 2014, as reported by Qualys to the reporting persons.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

TCMV	4,716,469
TCV	4,229,476
TCVA	24,577
TCVAQ	23,452
TCVP	117,642
TCVCV	321,322

(ii) Shared power to vote or to direct the vote **See item 4(a) above.**

(iii) Sole power to dispose or to direct the disposition of

TCMV	4,716,469
TCV	4,229,476
TCVA	24,577
TCVAQ	23,452
TCVP	117,642
TCVCV	321,322

(iv) Shared power to dispose or to direct the disposition of **See item 4(a) above.**

Item 5. Ownership of Five Percent or Less of a Class
Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on
By the Parent Holding Company or Control Person
Not applicable.

Item 8. Identification and Classification of Members of the Group
Not applicable.

Item 9. Notice of Dissolution of Group
Not applicable.

Item 10. Certifications
Not applicable.

SIGNATURE

After reasonable inquiry and to the best of each of their respective knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 11, 2015

TRIDENT CAPITAL MANAGEMENT V,
L.L.C.

Executed by the undersigned as an authorized signatory of the foregoing limited liability company:

/s/ Donald R. Dixon
Donald R. Dixon

TRIDENT CAPITAL FUND-V, L.P.
TRIDENT CAPITAL FUND-V AFFILIATES
FUND, L.P.
TRIDENT CAPITAL FUND-V AFFILIATES
FUND (Q), L.P.
TRIDENT CAPITAL FUND-V PRINCIPALS
FUND, L.P.
TRIDENT CAPITAL PARALLEL FUND-V,
C.V.

Executed by the undersigned as an authorized signatory of the general partner of each of the foregoing funds:

/s/ Donald R. Dixon
Donald R. Dixon

EXHIBIT INDEX

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.