

Trout James
Form 4
March 04, 2009

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 *
Trout James

(Last) (First) (Middle)
560 MISSION STREET, SUITE 2900
(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Digital Realty Trust, Inc. [DLR]

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, Portfolio & Tech Ops

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	03/02/2009		M ⁽¹⁾	312 A	312	D	
Common Stock	03/02/2009		S ⁽³⁾	312 D	\$ 29.17 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(5) N/A

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Net income (loss)

\$859 \$847 \$1,954 \$2,153 \$(562)

Explanation of Responses:

(1) Includes stock-based compensation as follows:

	Year Ended December 31,			Six Months Ended June 30,	
	2009	2010	2011	2011 (unaudited)	2012 (unaudited)
	(in thousands)				
Cost of revenues	\$ 47	\$ 80	\$ 143	\$ 52	\$ 127
Research and development	315	359	499	222	317
Sales and marketing	284	467	578	234	507
General and administrative	474	964	927	454	605
Total stock-based compensation	\$ 1,120	\$ 1,870	\$ 2,147	\$ 962	\$ 1,556

Table of Contents

(2) We have restated our consolidated financial statements as of December 31, 2010 and 2011 and for the year ended December 31, 2010 to correct an error in our 2010 provision for income taxes. The restatement relates to a tax benefit of \$0.4 million resulting from a reduction of the liability for uncertain tax positions upon the lapse of the statute of limitations for the 2007 tax year of our French subsidiary. See Note 2 to our consolidated financial statements included elsewhere in this prospectus for additional information regarding the restatement.

The following table sets forth selected consolidated statements of operations data for each of the periods presented as a percentage of revenues.

	Year Ended December 31, 2010 ⁽¹⁾			Six Months Ended June 30,	
	2009	(restated)	2011	2011 (unaudited)	2012 (unaudited)
	(percentage of revenues)				
Revenues	100%	100%	100%	100%	100%
Cost of revenues	19	17	17	16	20
Gross profit	81	83	83	84	80
Operating expenses:					
Research and development	23	24	26	27	24
Sales and marketing	43	44	41	40	44
General and administrative	13	13	12	11	13
Total operating expenses	79	81	79	78	81
Income (loss) from operations	2	2	4	6	(1)
Other income (expense), net	0	(1)	(1)	1	0
Income (loss) before provision for (benefit from) income taxes	2	1	3	7	(1)
Provision for (benefit from) income taxes	1	0	0	1	0
Net income (loss)	1%	1%	3%	6%	(1)%

(1) We have restated our consolidated financial statements as of December 31, 2010 and 2011 and for the year ended December 31, 2010 to correct an error in our 2010 provision for income taxes. The restatement relates to a tax benefit of \$0.4 million resulting from a reduction of the liability for uncertain tax positions upon the lapse of the statute of limitations for the 2007 tax year of our French subsidiary. See Note 2 to our consolidated financial statements included elsewhere in this prospectus for additional information regarding the restatement.

Comparison of Six Months Ended June 30, 2011 and 2012**Revenues**

	Six Months Ended June 30,		Change	
	2011	2012 (unaudited)	\$	%
	(in thousands, except percentages)			
Revenues	\$ 36,185	\$ 43,381	\$ 7,196	20%

Revenues increased \$7.2 million in the six months ended June 30, 2012 compared to the six months ended June 30, 2011. Revenues from customers existing at or prior to June 30, 2011 grew \$2.1 million to \$38.3 million during the six months ended June 30, 2012 due to increased subscriptions. Subscriptions from new customers added in the twelve months ended June 30, 2012 contributed \$5.1 million to the increase in revenues. Of the total increase of \$7.2 million, \$4.8 million was from customers in the United States and the remaining \$2.4 million was from customers in foreign countries. The growth in revenues reflects increased demand for our solutions.

Table of Contents**Cost of Revenues**

	Six Months Ended June 30,		Change	
	2011	2012 (unaudited)	\$	%
	(in thousands, except percentages)			
Cost of revenues	\$ 5,899	\$ 8,789	\$ 2,890	49%
Percentage of revenues	16%	20%		
Gross profit percentage	84%	80%		

Cost of revenues increased \$2.9 million in the six months ended June 30, 2012 compared to the six months ended June 30, 2011, primarily due to \$1.0 million of higher depreciation expenses related to additional data center equipment, third-party software and physical scanner appliances deployed to customers, increased personnel expenses of \$0.9 million, principally driven by the addition of employees in our operations team, and increased third-party software maintenance expense of \$0.5 million.

Research and Development Expenses

	Six Months Ended June 30,		Change	
	2011	2012 (unaudited)	\$	%
	(in thousands, except percentages)			
Research and development	\$ 9,758	\$ 10,249	\$ 491	5%
Percentage of revenues	27%	24%		

Research and development expenses increased \$0.5 million in the six months ended June 30, 2012 compared to the six months ended June 30, 2011, primarily due to an increase in personnel expenses of \$0.6 million, principally driven by the addition of employees as we continue to invest in enhancing our platform and developing new solutions.

Sales and Marketing Expenses

	Six Months Ended June 30,		Change	
	2011	2012 (unaudited)	\$	%
	(in thousands, except percentages)			
Sales and marketing	\$ 14,312	\$ 19,030	\$ 4,718	33%
Percentage of revenues	40%	44%		

Sales and marketing expenses increased \$4.7 million in the six months ended June 30, 2012 compared to the six months ended June 30, 2011, primarily due to an increase in personnel expenses of \$2.9 million, principally driven by the addition of employees as we continue to expand our domestic and international sales and marketing efforts, and higher sales commissions as a result of higher bookings, increased travel and related expense of \$0.6 million and increased marketing expenses of \$0.5 million due to a higher level of trade show and marketing activities.

Table of Contents**General and Administrative Expenses**

	Six Months Ended June 30,		Change	
	2011	2012	\$	%
	(unaudited)			
	(in thousands, except percentages)			
General and administrative	\$ 4,261	\$ 5,657	\$ 1,396	33%
Percentage of revenues	11%	13%		

General and administrative expenses increased \$1.4 million in the six months ended June 30, 2012 compared to the six months ended June 30, 2011, primarily due to an increase in personnel expenses of \$0.8 million, principally driven by the addition of employees to support the growth of our business and an increase in professional services expenses of \$0.3 million.

Other Income (Expense), Net

	Six Months Ended June 30,		Change	
	2011	2012	\$	%
	(unaudited)			
	(in thousands, except percentages)			
Other income (expense), net	\$ 408	\$ (218)	\$ (626)	NM
Percentage of revenues	1%	0%		

Other income (expense), net decreased \$0.6 million in the six months ended June 30, 2012 compared to the six months ended June 30, 2011, primarily due to foreign exchange fluctuations in the Euro. The six months ended June 30, 2011 included \$0.5 million of foreign currency exchange gains, compared to \$0.1 million of foreign currency exchange losses in the six months ended June 30, 2012.

Provision for (Benefit from) Income Taxes

	Six Months Ended June 30,		Change	
	2011	2012	\$	%
	(unaudited)			
	(in thousands, except percentages)			
Provision for (benefit from) income taxes	\$ 210	0	\$ (210)	NM
Percentage of revenues	1%	0%		

Provision for (benefit from) income taxes decreased \$0.2 million in the six months ended June 30, 2012 compared to the six months ended June 30, 2011, primarily due to a reduction of the liability for uncertain tax positions of \$0.1 million, resulting from closure of the 2008 to 2010 tax years upon completion of an income tax audit of our French subsidiary. The remaining decrease is a result of a pre-tax loss in the six months ended June 30, 2012 compared to pre-tax income in the six months ended June 30, 2011.

Comparison of Years Ended December 31, 2010 and 2011**Revenues**

	Year Ended December 31,		Change	
	2010	2011	\$	%
	(in thousands, except percentages)			

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Revenues	\$ 65,432	\$ 76,212	\$ 10,780	16%
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-60-

Table of Contents

Revenues increased \$10.8 million in 2011 compared to 2010. Revenues from customers existing at or prior to December 31, 2010 grew \$5.8 million to \$71.2 million in 2011 due to increased subscriptions. Subscriptions from new customers added in 2011 contributed \$5.0 million to the increase in revenues. Of the total increase of \$10.8 million, \$7.4 million was from customers in the United States and the remaining \$3.4 million was from customers in foreign countries. The growth in revenues reflects increased demand for our solutions.

Cost of Revenues

	Year Ended December 31,		Change	
	2010	2011	\$	%
	(in thousands, except percentages)			
Cost of revenues	\$ 11,204	\$ 13,247	\$ 2,043	18%
Percentage of revenues	17%	17%		
Gross profit percentage	83%	83%		

Cost of revenues increased \$2.0 million in 2011 compared to 2010, primarily due to \$1.4 million of increased personnel expenses, principally driven by the addition of employees in our operations team and customer support team, and \$0.6 million of higher depreciation expenses, principally driven by additional data center equipment and third-party software.

Research and Development Expenses

	Year Ended December 31,		Change	
	2010	2011	\$	%
	(in thousands, except percentages)			
Research and development	\$ 15,780	\$ 19,633	\$ 3,853	24%
Percentage of revenues	24%	26%		

Research and development expenses increased \$3.9 million in 2011 compared to 2010, primarily due to increased personnel expenses of \$3.0 million, principally driven by the addition of employees and higher performance-based compensation, as we continued to invest in enhancing our platform and solutions, and developing new solutions, increased travel expenses of \$0.3 million, and increased amortization expenses of \$0.3 million as a result of the addition of intangible assets acquired through our acquisition of Nemean Networks, LLC, or Nemean, in 2010.

Sales and Marketing Expenses

	Year Ended December 31,		Change	
	2010	2011	\$	%
	(in thousands, except percentages)			
Sales and marketing	\$ 29,056	\$ 31,526	\$ 2,470	9%
Percentage of revenues	44%	41%		

Sales and marketing expenses increased \$2.5 million in 2011 compared to 2010, primarily due to increased personnel expenses of \$1.5 million, principally driven by the addition of employees as we continued to expand our domestic and international sales and marketing efforts and higher sales commissions as a result of higher bookings, increased marketing program and event expenses of \$0.5 million, and higher travel and related expenses of \$0.3 million.

Table of Contents**General and Administrative Expenses**

	Year Ended December 31,		Change	
	2010	2011	\$	%
	(in thousands, except percentages)			
General and administrative	\$ 8,183	\$ 8,900	\$ 717	9%
Percentage of revenues	13%	12%		

General and administrative expenses increased \$0.7 million in 2011 compared to 2010, primarily due to increased personnel expenses of \$0.3 million, principally driven by higher performance-based compensation, and higher administrative expenses of \$0.3 million, primarily for additions of office equipment and third-party fees to support our growth.

Other Income (Expense), Net

	Year Ended December 31,		Change	
	2010	2011	\$	%
	(in thousands, except percentages)			
Other income (expense), net	\$ (566)	\$ (536)	\$ 30	5%
Percentage of revenues	1%	1%		

Other income (expense), net was consistent in 2010 and 2011.

Provision for (Benefit from) Income Taxes

	Year Ended December 31,		Change	
	2010	2011	\$	%
	(in thousands, except percentages)			
Provision for (benefit from) income taxes	\$ (204)	\$ 416	\$ 620	NM
Percentage of revenues	0%	0%		

Provision for (benefit from) income taxes increased \$0.6 million in 2011 compared to 2010. Our benefit from income taxes in 2010 included a \$0.4 million tax benefit resulting from a reduction of the liability for uncertain tax positions upon the lapse of the statute of limitations for the 2007 tax year of our French subsidiary in 2010. Our provision for income taxes in 2011 also increased compared to 2010 due to an increase in pre-tax income related to international operations and state taxes, as we utilized net operating losses to offset federal income taxes in the United States.

Comparison of Years Ended December 31, 2009 and 2010**Revenues**

	Year Ended December 31,		Change	
	2009	2010	\$	%
	(in thousands, except percentages)			
Revenues	\$ 57,425	\$ 65,432	\$ 8,007	14%

Revenues increased \$8.0 million in 2010 compared to 2009. Revenues from customers existing at or prior to December 31, 2009 grew \$3.1 million to \$60.5 million in 2010 due to increased subscriptions. Subscriptions from new customers added in 2010 contributed \$4.9 million to the

Table of Contents

increase in revenues. Of the total increase of \$8.0 million, \$3.8 million was from customers in the United States and the remaining \$4.2 million was from customers in foreign countries. The growth in revenues reflects increased demand for our solutions.

Cost of Revenues

	Year Ended December 31,		Change	
	2009	2010	\$	%
	(in thousands, except percentages)			
Cost of revenues	\$ 10,692	\$ 11,204	\$ 512	5%
Percentage of revenues	19%	17%		
Gross profit percentage	81%	83%		

Cost of revenues increased \$0.5 million in 2010 compared to 2009, primarily due to higher depreciation expenses principally driven by additional data center equipment, third-party software and physical scanner appliances provided to certain customers as part of their subscriptions.

Research and Development Expenses

	Year Ended December 31,		Change	
	2009	2010	\$	%
	(in thousands, except percentages)			
Research and development	\$ 13,377	\$ 15,780	\$ 2,403	18%
Percentage of revenues	23%	24%		

Research and development expenses increased \$2.4 million in 2010 compared to 2009, primarily due to an increase in personnel expenses of \$2.0 million, principally driven by the addition of employees as we continued to invest in enhancing our platform and solutions and developing new solutions, as well as the addition of several new employees from the acquisition of Nemean in August 2010.

Sales and Marketing Expenses

	Year Ended December 31,		Change	
	2009	2010	\$	%
	(in thousands, except percentages)			
Sales and marketing	\$ 24,782	\$ 29,056	\$ 4,274	17%
Percentage of revenues	43%	44%		

Sales and marketing expenses increased \$4.3 million in 2010 compared to 2009, primarily due to increased personnel expenses of \$2.3 million, principally driven by the addition of employees as we continued to expand our domestic and international sales and marketing efforts, increased marketing program and event expenses of \$1.0 million and increased travel and related expenses of \$0.4 million.

General and Administrative Expenses

	Year Ended December 31,		Change	
	2009	2010	\$	%
	(in thousands, except percentages)			
General and administrative	\$ 7,455	\$ 8,183	\$ 728	10%
Percentage of revenues	13%	13%		

Table of Contents

General and administrative expenses increased \$0.7 million in 2010 compared to 2009, primarily due to an increase in personnel expenses of \$0.4 million, principally driven by higher stock-based compensation expense, and higher professional services fees of \$0.2 million.

Other Income (Expense), Net

	Year Ended December 31,		Change	
	2009	2010	\$	%
	(in thousands, except percentages)			
Other income (expense), net	\$ (40)	\$ (566)	\$ (526)	NM
Percentage of revenues	0%	1%		

Other income (expense), net increased \$0.5 million in 2010 compared to 2009, primarily due to foreign currency exchange losses of \$0.4 million in 2010 compared to foreign exchange gains of \$0.1 million in 2009.

Provision for (Benefit from) income Taxes

	Year Ended December 31,		Change	
	2009	2010	\$	%
	(in thousands, except percentages)			
Provision for (benefit from) income taxes	\$ 220	\$ (204)	\$ (424)	NM
Percentage of revenues	1%	0%		

Provision for (benefit from) income taxes decreased \$0.4 million in 2010 compared to 2009 primarily due to a tax benefit of \$0.4 million resulting from a reduction of the liability for uncertain tax positions upon the lapse of the statute of limitations for the 2007 tax year of our French subsidiary in 2010.

Table of Contents**Quarterly Results of Operations Data**

The following table sets forth our unaudited consolidated statements of operations data for each of the ten consecutive quarters through and including the period ended June 30, 2012, as well as the percentage of revenues for each line item shown. The unaudited quarterly consolidated statements of operations data set forth below have been prepared on the same basis as the audited consolidated financial statements included elsewhere in this prospectus and, in the opinion of management, reflect all necessary adjustments, which consist only of normal recurring adjustments, necessary for a fair presentation of such data. Our historical results are not necessarily indicative of the results for the full year or any other period. This data should be read together with our consolidated financial statements and the related notes included elsewhere in this prospectus.

	Mar. 31, 2010	Jun. 30, 2010	Sep. 30, 2010	Dec. 31, 2010	Three Months Ended					
					Mar. 31, 2011	Jun. 30, 2011	Sep. 30, 2011	Dec. 31, 2011	Mar. 31, 2012	Jun. 30, 2012
Revenues	\$ 15,367	\$ 16,120	\$ 16,689	\$ 17,256	\$ 17,690	\$ 18,495	\$ 19,375	\$ 20,652	\$ 21,191	\$ 22,190
Cost of revenues ⁽¹⁾	2,605	2,914	2,681	3,004	2,873	3,026	3,225	4,123	4,160	4,629
Gross profit	12,762	13,206	14,008	14,252	14,817	15,469	16,150	16,529	17,031	17,561
Operating expenses:										
Research and development ⁽¹⁾	3,856	3,708	3,961	4,255	4,764	4,994	4,922	4,953	5,101	5,148
Sales and marketing ⁽¹⁾	7,402	7,161	6,844	7,649	7,002	7,310	7,985	9,229	9,246	9,784
General and administrative ⁽¹⁾	2,241	2,026	1,851	2,065	2,214	2,047	2,249	2,390	2,814	2,843
Total operating expenses	13,499	12,895	12,656	13,969	13,980	14,351	15,156	16,572	17,161	17,775
Income (loss) from operations	(737)	311	1,352	283	837	1,118	994	(43)	(130)	(214)
Other income (expense), net	(370)	(452)	432	(176)	337	71	(461)	(483)	(77)	(141)
Income (loss) before provision for (benefit from) income taxes	(1,107)	(141)	1,784	107	1,174	1,189	533	(526)	(207)	(355)
Provision for (benefit from) income taxes	62	56	76	(398)	128	82	81	125	78	(78)
Net income (loss)	\$ (1,169)	\$ (197)	\$ 1,708	\$ 505	\$ 1,046	\$ 1,107	\$ 452	\$ (651)	\$ (285)	\$ (277)

⁽¹⁾ Includes stock-based compensation as follows:

Cost of revenues	\$ 9	\$ 19	\$ 25	\$ 27	\$ 18	\$ 34	\$ 44	\$ 47	\$ 54	\$ 73
Research and development	83	91	85	100	113	109	118	159	148	169
Sales and marketing	64	120	124	159	118	116	163	181	199	308
General and administrative	220	244	255	245	228	226	225	248	275	330
Total stock-based compensation	\$ 376	\$ 474	\$ 489	\$ 531	\$ 477	\$ 485	\$ 550	\$ 635	\$ 676	\$ 880

Table of Contents

	Three Months Ended									
	Mar. 31, 2010	Jun. 30, 2010	Sep. 30, 2010	Dec. 31, 2010	Mar. 31, 2011 (unaudited)	Jun. 30, 2011 (unaudited)	Sep. 30, 2011 (unaudited)	Dec. 31, 2011 (unaudited)	Mar. 31, 2012	Jun. 30, 2012
	(percentage of revenues)									
Revenues	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Cost of revenues	17	18	16	17	16	16	17	20	20	21
Gross profit	83	82	84	83	84	84	83	80	80	79
Operating expenses:										
Research and development	25	23	24	25	27	27	25	24	24	23
Sales and marketing	48	44	41	44	40	40	41	45	44	44
General and administrative	15	13	11	12	12	11	12	11	13	13
Total operating expense	88	80	76	81	79	78	78	80	81	80
Income (loss) from operations	(5)	2	8	2	5	6	5	0	(1)	(1)
Other income (expense), net	(2)	(3)	3	(1)	2	0	(2)	(2)	0	0
Income (loss) before provision for (benefit from) income taxes	(7)	(1)	11	1	7	6	3	(2)	(1)	(1)
Provision for (benefit from) income taxes	1	0	1	(2)	1	0	1	1	0	(0)
Net income (loss)	(8)%	(1)%	10%	3%	6%	6%	2%	(3)%	(1)%	(1)%

Cost of Revenues

Cost of revenues generally does not vary directly with changes in revenues, as costs of revenues primarily include on-going and regular costs of personnel, data center, depreciation expense and amortization of third-party technology license fees. Our quarterly trend generally reflects increases in cost of revenues as we add personnel and data center infrastructure and as depreciation expense increases due to purchases of computer hardware to support the expansion of our data centers. The increase in the three months ended December 31, 2010 was primarily due to increased costs incurred to improve our data centers. The increase in the three months ended December 31, 2011 was primarily due to significant capital expenditures, which resulted in higher depreciation expense. The increase in the three months ended June 30, 2012 was primarily due to increased personnel expenses driven by the addition of employees in our operations team, as well as smaller increases in data center costs, depreciation expense and amortization of third-party license fees due to our continued expansion of data center capabilities to support anticipated growth.

Operating Expenses**Research and Development**

Research and development expenses generally increased in absolute dollars quarter over quarter as we continued to invest in developing new solutions, and continued to enhance our platform and existing solutions. We also continued to expand our research and development teams outside of the United States. The increases in the three months ended March 31, 2011 and June 30, 2011 were primarily due to increased personnel expenses during these quarters as a result of higher performance-based compensation.

Table of Contents

Sales and Marketing

Sales and marketing expenses generally fluctuate from quarter to quarter due to the timing of sales, marketing events and related travel expenses. The significant increase in sales and marketing expenses in the three months ended December 31, 2011 was primarily due to increased sales compensation related to higher bookings in that quarter. The increase in the three months ended June 30, 2012 was primarily due to increased sales compensation related to higher bookings, the addition of employees and increased lead-generation marketing programs, as we continued to expand our domestic and international sales and marketing efforts.

General and Administrative

General and administrative expenses generally fluctuate from quarter to quarter due to the timing of certain professional services, such as accounting and legal, that are not incurred ratably throughout the year. The increase in the three months ended March 31, 2012 was primarily due to higher professional services fees and the addition of employees.

Net Income

We incurred net losses in each of the three months ended December 31, 2011, March 31, 2012 and June 30, 2012, primarily due to increased investments in our data centers and infrastructure, which resulted in higher depreciation expense and third-party license fees. Sales and marketing expenses also increased during these periods, primarily due to higher sales compensation for sales personnel and significant marketing events. We also incurred significant foreign currency exchange losses in the three months ended December 31, 2011. We incurred a benefit from income taxes in each of the three months ended December 31, 2010 and June 30, 2012, primarily resulting from reductions in the liability for uncertain tax positions due to the lapse of the statute of limitations or closure of tax years due to a completed audit of our French subsidiary.

Liquidity and Capital Resources

Since our inception, we have financed our operations primarily through the proceeds from the issuance of our preferred stock, including \$23.2 million invested by Philippe F. Courtot, our Chairman, President and Chief Executive Officer, and cash flows from operations. At June 30, 2012, our principal source of liquidity was cash of \$28.5 million, including \$1.3 million held outside of the United States by our foreign subsidiaries. We do not anticipate that we will need funds generated from foreign operations to fund our domestic operations. However, if we repatriate these funds, we could be subject to U.S. income taxes on such amounts, less previously paid foreign income taxes.

We have experienced positive cash flows from operations during each of 2009, 2010 and 2011 and the six months ended June 30, 2011 and 2012. We believe our existing cash and cash from operations will be sufficient to fund our operations for at least the next twelve months. We expect to spend approximately \$20.0 million through December 31, 2013 for capital expenditures, primarily related to infrastructure to support the anticipated growth in our business. Our future capital requirements will depend on many factors, including our rate of revenue growth, the expansion of our sales and marketing activities, the timing and extent of our spending on research and development efforts, international expansion and investment in data centers. We may also seek to invest in or acquire complementary businesses or technologies. To the extent that existing cash, cash from operations and net proceeds from this offering are insufficient to fund our future activities, we may need to raise additional funding through debt and equity financing. Additional funds may not be available on favorable terms or at all.

Table of Contents**Cash Flows**

The following summary of cash flows for the periods indicated has been derived from our consolidated financial statements included elsewhere in this prospectus:

	2009	Year Ended	2011	Six Months Ended	
		December 31,		2011	June 30,
		2010		(unaudited)	
	(in thousands)				
Cash provided by operating activities	\$ 7,471	\$ 9,896	\$ 17,190	\$ 9,660	\$ 10,023
Cash used in investing activities	(3,889)	(4,261)	(7,499)	(1,702)	(5,989)
Cash provided by (used in) financing activities	(1,224)	(547)	(10)	56	(61)
Effect of exchange rates on cash	(64)	(27)	(143)	15	(62)
Net increase in cash	\$ 2,294	\$ 5,061	\$ 9,538	\$ 8,029	\$ 3,911

Cash Flows from Operating Activities

In the six months ended June 30, 2012, operating activities provided \$10.0 million in cash related to an increase of \$3.1 million in deferred revenues, attributable to increased collections from customers and an increase in subscriptions exceeding one year and a decrease of accounts receivable of \$2.3 million due to lower bookings in the second quarter compared to the fourth quarter of the prior year. These working capital increases were partially offset by a net loss of \$0.6 million, adjusted by non-cash items such as depreciation and amortization of \$3.5 million and stock-based compensation of \$1.6 million.

In the six months ended June 30, 2011, operating activities provided \$9.7 million in cash as a result of net income of \$2.2 million, adjusted by non-cash items including depreciation and amortization of \$2.6 million and stock-based compensation of \$1.0 million. Working capital sources of cash were also related to an increase of \$1.9 million in deferred revenues, attributable to the increased collections from customers and an increase in subscriptions exceeding one year and a \$1.0 million increase in accounts payable and accrued liabilities primarily related to increased headcount and operations.

In 2011, operating activities provided \$17.2 million in cash as a result of net income of \$2.0 million, adjusted by non-cash items, including depreciation and amortization of \$5.4 million and stock-based compensation of \$2.1 million. Working capital sources of cash were related to an increase of \$11.9 million in deferred revenues, attributable to increased collections from customers and subscriptions exceeding one year, a \$4.1 million increase in accounts payable and accrued liabilities primarily related to increased headcount and operations, and a \$1.7 million increase in other non-current liabilities related to obligations for multi-year maintenance and support agreements for third-party licensed technology. These sources of cash were partially offset by an increase of \$6.7 million in accounts receivable due to the overall growth of our business as new bookings outpaced collections of existing receivables and a \$3.8 million increase in prepaid expenses and other assets related to long-term maintenance contracts on third-party licensed technology.

In 2010, operating activities provided \$9.9 million in cash as a result of net income of \$0.8 million, adjusted by non-cash items, including depreciation and amortization of \$4.6 million and stock-based compensation of \$1.9 million. Working capital sources of cash were related to an increase of \$4.4 million in deferred revenues, attributable to increased collections from customers. These sources of cash were partially offset by an increase of \$1.2 million in accounts receivable due to the overall growth of our business.

Table of Contents

In 2009, operating activities provided \$7.5 million in cash as a result of net income of \$0.9 million, adjusted by non-cash items, including depreciation and amortization of \$3.9 million and stock-based compensation of \$1.1 million. Working capital sources of cash were related to an increase of \$5.0 million in deferred revenues, which was attributable to increased collections from customers. These sources of cash were partially offset by an increase of \$3.1 million in accounts receivable due to the overall growth of our business and \$0.5 million decrease in accounts payable and accrued liabilities due to timing of payments.

Cash Flows from Investing Activities

In the six months ended June 30, 2011 and 2012, we used \$1.7 million and \$6.0 million, respectively, of cash for capital expenditures, including computer hardware and software for our data centers to support our growth and development, and to purchase physical scanner appliances provided to certain customers as part of their subscriptions.

In 2009, 2010 and 2011, we used \$3.9 million, \$1.5 million and \$7.5 million, respectively, of cash for capital expenditures, including computer hardware and software for our data centers to support our growth and development, to purchase physical scanner appliances provided to certain customers as part of their subscriptions and to purchase computer hardware provided to customers as part of their subscriptions. Additionally, in 2010, we used \$2.8 million of cash for the acquisition of Nemean.

Cash Flows from Financing Activities

In the six months ended June 30, 2012, cash used in financing activities of \$0.1 million was primarily attributable to repayments on our capital lease obligations of \$1.3 million partially offset by \$1.2 million of proceeds from the exercise of stock options.

In the six months ended June 30, 2011, cash provided by financing activities of \$0.1 million was primarily attributable to \$0.8 million of proceeds from the exercise of stock options and warrants, partially offset by repayments on our capital leases of \$0.8 million.

In 2011, cash used in financing activities of \$10,000 was primarily attributable to repayments on our capital lease obligations of \$1.5 million partially offset by \$1.5 million of proceeds from the exercise of stock options and warrants.

In 2010, cash used in financing activities of \$0.5 million was primarily attributable to repayments on our capital lease obligations of \$1.1 million partially offset by \$0.6 million of proceeds from the exercise of stock options.

In 2009, cash used in financing activities of \$1.2 million was primarily attributable to repayments on our capital lease obligations and notes payable of \$1.4 million, offset by \$0.2 million of proceeds from the exercise of stock options.

Line of Credit

In March 2009, we entered into an equipment line of credit of \$1.5 million. In March 2010, we amended this line of credit. The amount available for draws at the time of the amendment was increased by \$0.8 million and was available through February 2011. In December 2010, we completed a second amendment to our line of credit. The amount available for draws at the time of the second amendment was increased by an additional \$1.0 million and was available through February 2012. At December 31, 2011 and June 30, 2012, we had \$0.9 million and \$0.5 million, respectively, in outstanding borrowings under this line of credit, which are recorded in capital lease obligations in the

Table of Contents

consolidated balance sheets. The remaining amount available for borrowings at December 31, 2011 was \$0.9 million. Our line of credit expired in February 2012, and we are not able to draw any further funds from our line of credit.

Contractual Obligations

Our principal commitments consist of obligations under our outstanding leases for office space and third-party data centers, capital lease and third-party software maintenance obligations and non-contingent payments for business acquisitions. The following table summarizes our contractual cash obligations, including future interest payments, at December 31, 2011 and the effect such obligations are expected to have on our liquidity and cash flows in future periods:

Contractual Obligations	Total	Payment Due by Period			
		Less Than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Operating lease obligations ⁽¹⁾	\$ 10,884	\$ 2,733	\$ 3,859	\$ 2,846	\$ 1,446
Capital lease obligations ⁽²⁾	4,541	2,093	2,448		
Maintenance obligations ⁽³⁾	2,611	826	1,785		
Non-contingent payments for business acquisitions ⁽⁴⁾	1,050	1,050			
Total	\$ 19,086	\$ 6,702	\$ 8,092	\$ 2,846	\$ 1,446

- (1) Operating lease obligations represent our obligations to make payments under the lease agreements for our facilities and office equipment leases. During the six months ended June 30, 2012, we made regular payments on our operating lease obligations of \$1.7 million.
- (2) Capital lease obligations represent financing on computer equipment and software purchases. During the six months ended June 30, 2012, we made regular payments on our capital lease obligations of \$1.3 million.
- (3) Maintenance obligations relate to third-party software licenses. During the six months ended June 30, 2012, we made regular payments on our maintenance obligations of \$0.6 million.
- (4) Non-contingent payments for business acquisitions represents additional cash consideration payable in connection with acquisitions, \$0.1 million of which was paid during the six months ended June 30, 2012.

Off-Balance Sheet Arrangements

During the periods presented, we did not have, nor do we currently have, any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities.

Recent Accounting Pronouncements

Under the JOBS Act we meet the definition of an emerging growth company. We have irrevocably elected to opt out of the extended transition period for complying with new or revised accounting standards pursuant to Section 107(b) of the JOBS Act. As a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required from non-emerging growth companies.

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement*, which generally represents clarifications of ASC Topic 820, Fair Value Measurement, but also includes some instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. ASU 2011-04 results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 should be applied

Table of Contents

prospectively and is effective for annual periods beginning after December 15, 2011. Early adoption is not permitted. We do not expect the adoption of ASU 2011-04 to have a material impact on our consolidated financial statements.

In December 2011, the FASB issued ASU 2011-11, *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities*. This newly issued accounting standard requires an entity to disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position as well as instruments and transactions executed under a master netting or similar arrangement and was issued to enable users of financial statements to understand the effects or potential effects of those arrangements on its financial position. This ASU is required to be applied retrospectively and is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013. As this accounting standard only requires enhanced disclosure, the adoption of this standard is not expected to impact our financial position or results of operations.

Quantitative and Qualitative Disclosures about Market Risk

We have domestic and international operations and we are exposed to market risks in the ordinary course of our business. These risks primarily include interest rate, foreign exchange and inflation risks, as well as risks relating to changes in the general economic conditions in the countries where we conduct business. To reduce certain of these risks, we monitor the financial condition of our large customers and limit credit exposure by collecting subscription fees in advance.

Foreign Currency Risk

Our results of operations and cash flows have been and will continue to be subject to fluctuations because of changes in foreign currency exchange rates, particularly changes in exchange rates between the U.S. dollar and the Euro and British pound, the currencies of countries where we currently have our most significant international operations. A portion of our invoicing is denominated in the Euro, British pound and Japanese yen. Our expenses in international locations are generally denominated in the currencies of the countries in which our operations are located.

Beginning in December 2011, we began to use foreign exchange forward contracts to partially mitigate the impact of fluctuations in cash and accounts receivable balances denominated in Euros. We do not use these contracts for speculative or trading purposes, nor are they designated as hedges. These contracts typically have a maturity of one month, and we record gains and losses from these instruments in other income (expense), net.

Critical Accounting Policies and Estimates

Our financial statements are prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions. Our actual results may differ from these estimates under different assumptions or conditions.

We believe that of our significant accounting policies, which are described in the notes to our consolidated financial statements, the following accounting policies involve the greatest degree of judgment and complexity and have the greatest potential impact on our consolidated financial statements. A critical accounting policy is one that is material to the presentation of our consolidated financial statements and requires us to make difficult, subjective or complex judgments for uncertain matters that could have a material effect on our financial condition and results of operations. Accordingly, these are the policies we believe are the most critical to aid in fully understanding and evaluating our financial condition and results of operations.

Table of Contents

Revenue Recognition

We derive revenues from subscriptions that require customers to pay a fee in order to access our cloud solutions. The subscription fee entitles the customer to an unlimited number of scans for a specified number of networked devices or web applications and, if requested by a customer as part of their subscription, a specified number of physical or virtual scanner appliances. Our physical and virtual scanner appliances are requested by certain customers as part of their subscriptions in order to scan IT infrastructures within their firewalls and do not function without, and are not sold separately from, subscriptions for our solutions. Customers are required to return physical scanner appliances if they do not renew their subscriptions. In some limited cases, we also provide certain computer equipment used to extend our QualysGuard Cloud Platform into our customers' private cloud environment. Customers generally enter into one year renewable annual subscriptions. We assess the ability to separate multiple deliverables in accordance with the relevant accounting literature.

We recognize revenues when all of the following conditions are met: (a) there is persuasive evidence of an arrangement; (b) the service has been provided to the customer; (c) the collection of the fees is reasonably assured; and (d) the amount of fees to be paid by the customer is fixed or determinable.

Subscriptions for unlimited scans and certain limited scan arrangements with firm expiration dates are recognized ratably over the period in which the services are performed, generally one year. We recognize revenues for certain other limited scan arrangements, where expiration dates can be extended, on an as-used basis. We recognize the subscription of physical scanner appliances and other computer equipment as revenues ratably over the period of the subscription, which is commensurate with the term of the related subscription. Because the customer's access to our cloud solutions are delivered at the same time or within close proximity to the delivery of physical scanner appliances and the terms are commensurate for these services and equipment, we consider these elements as a single unit of accounting recognized ratably over the subscription term. Costs of shipping and handling charges associated with physical scanner appliances and other computer equipment are included in cost of revenues.

Deferred revenues consist of revenues billed or received that will be recognized in the future under subscriptions existing at the balance sheet date.

Goodwill and Intangibles

Goodwill represents the excess of the aggregate purchase price paid over the fair value of the net tangible and identifiable intangible assets acquired. Goodwill and other intangible assets are not amortized and are tested for impairment at least annually or whenever events or changes in circumstances indicate that the fair value is less than carrying value. We have determined that we operate in one reporting unit. We performed a qualitative assessment of our single reporting unit for 2011, which did not indicate that it is more likely than not that the reporting unit fair value is less than its carrying value, and concluded there was no impairment of goodwill. The goodwill balance was \$0.3 million as of December 31, 2010 and 2011. No impairment of goodwill was recorded for 2010 or 2011.

Income Taxes

We are subject to taxes in the United States as well as other tax jurisdictions in which we conduct business. Earnings from our non-U.S. activities are subject to local income tax and may be subject to U.S. income tax.

Table of Contents

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the tax impact of timing differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. Deferred tax assets and liabilities are measured using statutory tax rates and laws expected to apply to taxable income in the years in which those temporary differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period in which the statutory rate change is enacted in law.

As of December 31, 2011, we had recorded a full valuation allowance on our deferred tax assets. In assessing the recoverability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The realization of deferred tax assets is dependent upon generation of future taxable income during the periods in which temporary differences such as loss carry-forwards and tax credits become deductible. Management considers projected future taxable income and tax planning strategies in making this assessment and ensuring that the deferred tax asset valuation allowance is adjusted as appropriate. As of December 31, 2011, based on the accumulation of negative evidence, such as inconsistent quarterly earnings, including operating losses in the three months ended December 31, 2011, March 31, 2012 and June 30, 2012, continued heavy investment in research and development activities and in our infrastructure, and international expansion, management determined it was not more likely than not that the benefits of our deferred tax assets will be realized. If we determine in the future that we will be able to realize all or a portion of our net operating loss or tax credit carryforwards, an adjustment to our net operating loss or tax credit carryforwards would increase net income in the period in which we make such a determination.

We have assessed our income tax positions and recorded tax benefits for all years subject to examination, based upon evaluation of the facts, circumstances and information available at the end of each period. We recognize tax benefits from uncertain tax positions when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits of the position. We record interest and penalties related to unrecognized tax benefits in our provision for income taxes.

Significant judgment is required in evaluating tax positions and determining the provision for income taxes. The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and the deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity's financial statements or tax returns. Variations in the actual outcome of these future tax consequences could materially impact our financial position, results of operations or cash flows.

Stock-Based Compensation

We recognize compensation expense for our employee stock options over the requisite service period for awards of equity instruments based on the grant-date fair value of those awards ultimately expected to vest. Forfeitures are estimated on the date of grant and revised if actual or expected forfeiture activity differs materially from original estimates.

Determining the appropriate fair value model and calculating the fair value of stock-based payment awards requires the use of highly subjective assumptions, including the expected life of the stock-based payment awards and stock price volatility. The assumptions used in calculating the fair value of stock-based payment awards represent management's best estimates, but the estimates involve inherent uncertainties and the application of management's judgment. As a result, if factors change and we use different assumptions, our stock-based compensation expense could be materially different in the future. In 2009, 2010, 2011 and the six months ended June 30, 2011 and 2012, we

Table of Contents

used the Black-Scholes option-pricing model and the following assumptions to determine fair values of option grants and related compensation expense:

	Year Ended December 31,			Six Months Ended June 30,	
	2009	2010	2011	2011	2012
Expected term (in years)	5.7	5.5	5.6	5.6	5.3 to 6.0
Volatility	51%	57% to 58%	55%	55%	53%
Risk-free interest rate	1.7% to 2.7%	1.1% to 2.6%	0.8% to 2.3%	1.7% to 2.2%	0.7% to 1.0%

Dividend yield

We have been a private company and have lacked company-specific historical and implied volatility information. Accordingly, we have estimated our expected volatility based on the historical volatility of our self-designated peer group consisting of publicly-held companies selected because of the similarity of their industry, business model and financial risk profile. The expected volatility of options granted has been determined using an average of the historical volatility measures of this peer group of companies for a period equal to the expected term of the option. We intend to continue to consistently apply this process using the same or similar entities until such time that sufficient information regarding the volatility of our share price becomes available or we determine that other companies should be added or are no longer suitable.

The expected term of options was estimated by analyzing the historical period from grant to settlement of the stock option. This analysis includes exercises and forfeitures, and also gives consideration to the expected holding period for those options that are still outstanding. The risk-free interest rate is based on a daily treasury yield curve rate that has a term consistent with the expected life of the stock option. We have not paid and do not anticipate paying cash dividends on our common stock, and therefore our expected dividend yield is assumed to be zero. We also estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. We use historical data to estimate pre-vesting option forfeitures and record stock-based compensation expense only for those awards that are expected to vest. If our actual forfeiture rate is materially different from its estimate, the stock-based compensation expense could be significantly different from what we have recorded in the current period.

We also record compensation representing the fair value of stock options granted to non-employees. Stock-based non-employee compensation is recognized over the vesting periods of the options. The value of options granted to non-employees is periodically remeasured as they vest over a performance period.

Our stock-based compensation expense was as follows:

	Year Ended December 31,			Six Months Ended June 30,	
	2009	2010	2011	2011	2012
				(unaudited)	
	(in thousands)				
Cost of revenues	\$ 47	\$ 80	\$ 143	\$ 52	\$ 127
Research and development	315	359	499	222	317
Sales and marketing	284	467	578	234	507
General and administrative	474	964	927	454	605
Total stock-based compensation	\$ 1,120	\$ 1,870	\$ 2,147	\$ 962	\$ 1,556

We have historically granted stock options at exercise prices equal to the fair value as determined by our board of directors on the date of grant, with inputs from management. Because our common stock is not publicly traded, our board of directors exercises significant judgment in determining the fair

Table of Contents

value of our common stock on the date of grant based on a number of objective and subjective factors. Factors considered by our board of directors included:

contemporaneous independent valuations performed at periodic intervals by outside firms;

our results of operations, financial condition and future financial projections;

peer group trading multiples;

changes in the company since the last time the board of directors approved option grants and made a determination of fair value;

the illiquidity of shares of our common stock; and

our future prospects and opportunity for liquidity events such as an initial public offering and possible strategic merger or sale.

The following table summarizes by period the number of shares subject to options granted between January 1, 2011 and July 31, 2012, the per share exercise price of the options and the per share estimated fair value of our common stock at the date of grant:

Period	Number of Shares Subject to Options Granted	Per Share Exercise Price of Option	Common Stock Fair Value Per Share at Grant Date
February 2011	585,389	\$ 4.40	\$ 4.40
April 2011	271,892	4.80	4.80
May 2011	3,750	4.80	4.80
July 2011	428,499	5.10	5.10
August 2011	12,500	5.10	5.10
November 2011	427,821	5.90	5.90
December 2011	86,999	5.90	5.90
February 2012	264,863	6.70	6.70
April 2012	327,598	8.40	8.40
May 2012	36,000	8.40	8.40
June 2012	514,289	8.90	8.90
July 2012	176,650	9.40	9.40
August 2012	3,500	9.40	9.40

Significant Factors, Assumptions and Methodologies Used in Determining the Fair Value of Common Stock

Our valuation analysis has been conducted under a probability-weighted expected return method, or PWERM, as prescribed by the AICPA Practice Aid, *Valuation of Privately-Held-Company Equity Securities Issued as Compensation*. The PWERM approach employs various market approach and income approach calculations depending upon the likelihood of various liquidation scenarios. For each of the various scenarios, an equity value is estimated and the rights and preferences for each shareholder class are considered to allocate the equity value to common shares. The common share value is then multiplied by a discount factor reflecting the calculated discount rate and the timing of the event. Lastly, the common share value is multiplied by an estimated probability for each scenario. The probability and timing of each scenario are based upon discussions between our board of directors and our management team. Under the PWERM, the value of our common stock is based on upon three possible future events for our company:

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Completion of an initial public offering;

Strategic merger or sale; and

Continuation as a private company.

-75-

Table of Contents

The market approach uses similar companies or transactions in the marketplace. We utilized the guideline publicly traded company method of the market approach for the initial public offering scenario and the guideline merged and acquired company method of the market approach for the strategic merger or sale scenario. We identified companies similar to our business and used this peer group of companies to develop relevant market multiples and ratios. We then applied these market multiples and ratios to our financial forecasts to create an indication of total equity value. The income approach, which we utilize to assess fair value of the common stock under the assumption we remain a private company, is an estimate of the present value of the future monetary benefits generated by an investment in that asset. Specifically, debt-free cash flows and the estimated terminal value are discounted at appropriate risk-adjusted discount rates to estimate the total invested capital value of the equity.

When considering which companies to include in our comparable peer companies, we focused on U.S. publicly traded companies in the IT security industry in which we operate and software-as-a-service companies with business models similar to ours. We considered a number of factors which required us to make judgments as to the comparability of these companies to ours, including business description, business size, revenue model, development stage and historical operating results. We then analyzed the business and financial profiles of the selected companies for similarities to us and, based on this assessment, we selected our comparable peer companies.

The selection of our comparable peer companies has changed over time as we continue evaluating whether the selected companies remain comparable to us and considering recent initial public offerings and sale transactions. Based on these considerations, we believe the comparable peer companies are a representative group for purposes of performing contemporaneous valuations. However, there could be inherent differences that may impact comparability. Several of the comparable companies are larger than us in terms of total revenues and assets, and several have experienced net operating losses and have not yet generated net income.

Companies in the comparable peer group used for the initial public offering scenario were generally consistent with the peer group utilized to determine estimated volatility, subject to the following differences. The peer group of companies used to determine volatility was made up of a larger number of companies than that considered in our peer group for contemporaneous valuation purposes, primarily due to fewer common comparabilities to us. All but one company in our peer group used for contemporaneous valuation purposes were included in our peer group used to determine estimated volatility.

For all valuation periods presented, for the initial public offering scenario, we reviewed the forecasted twelve-month revenue and last twelve-month revenue multiples of comparable peer companies and selected an appropriate multiple based on our assessment of our comparability to these companies. We then applied the selected multiple to our forecasted twelve-month revenues and last twelve-month revenues and used an average of the two resulting values, which was weighted more heavily for the forecasted revenues, to determine our enterprise value under the initial public offering scenario.

For all valuation periods presented, for the merger or sale scenario, we reviewed the last twelve-month revenue and last twelve-month EBITDA multiples of comparable peer companies who were recently acquired and selected an appropriate multiple based on our assessment of our comparability to these companies. We then applied the selected multiple to our last twelve-month revenues and last twelve-month EBITDA and used an average of the two resulting values to determine our enterprise value under the merger or sale scenario.

We do not use comparable peer companies for any other estimates used in determining valuations. All other assumptions, such as the risk-adjusted discount rate, discount for lack of

Table of Contents

marketability, expected term and interest rate, are determined based on the analysis performed by us without reference to comparable peer companies.

Significant factors considered by our board of directors in determining the fair value of our common stock for each of the grant dates include:

February 2011

We performed the PWERM methodology to value our common stock, which reflected various changes in our financial performance, the value of similar publicly-held companies, the value of similar recently merged or sold companies, and other factors. The present values calculated for common stock under the possible outcomes were weighted based on management's estimates of the probability of each scenario occurring, which were 10% for an initial public offering, 80% for a strategic merger or sale and 10% for continuing as a private company. We determined the enterprise value under the initial public offering scenario using a forecasted twelve-month revenue multiple of 3.2 and a last twelve-month revenue multiple of 3.6. We determined the enterprise value under the merger or sale scenario using a last twelve-month revenue multiple of 3.4 and a last twelve-month EBITDA multiple of 30. We applied a risk-adjusted discount of 27.5%, which was estimated based on our analysis of our weighted average cost of capital and the estimated rate of return expected by venture capital investors at our development stage, and a discount for lack of marketability of 20%. The expected exit date was approximately 14 months from valuation date. Based on these factors, the probability-weighted expected return value resulted in an estimated fair value of our common stock of \$4.40. The board of directors therefore determined the fair value of common stock to be \$4.40 per share and granted 585,389 shares in February 2011 at an exercise price of \$4.40 per share.

April and May 2011

We performed the same PWERM methodology as in the previous quarter to value our common stock. Management's estimates of the probability of each scenario occurring remained unchanged at 10% for an initial public offering, 80% for a strategic merger or sale and 10% for continuing as a private company. We determined the enterprise value under the initial public offering scenario using a forecasted twelve-month revenue multiple of 2.8 and a last twelve-month revenue multiple of 3.0. We removed several companies from the peer group of merged or sold companies as we determined the historical transactions were too dated for consideration in the current valuation. Based on the financial information of the remaining companies in the peer group, we determined the enterprise value under the merger or sale scenario using a last twelve-month revenue multiple of 3.2 and a last twelve-month EBITDA multiple of 25. We applied a risk-adjusted discount of 25% and a discount for lack of marketability of 20%. Given the macro-economic conditions and uncertainty in the market place, we delayed the exit date by one quarter, and accordingly, the expected exit date was approximately 14 months from valuation date. We also reduced the risk-adjusted discount rate to 25% to be more in line with our weighted average cost of capital. Based on these factors, the probability-weighted expected return value resulted in an estimated fair value of our common stock of \$4.80. Although the time to liquidity date did not change, the increase was a result of higher enterprise values calculated based on improved forecasted performance. The board of directors therefore determined the fair value of common stock to be \$4.80 per share and granted 271,892 shares in April 2011 and 3,750 shares in May 2011 at an exercise price of \$4.80 per share.

July and August 2011

We performed the same PWERM methodology as in the previous quarter to value our common stock. Management's estimates of the probability of each scenario occurring were 10% for an initial public offering, 80% for a strategic merger or sale and 10% for continuing as a private company. We

Table of Contents

determined the enterprise value under the initial public offering scenario using a forecasted twelve-month revenue multiple of 2.9 and a last twelve-month revenue multiple of 3.1. We determined the enterprise value under the merger or sale scenario using a last twelve-month revenue multiple of 3.2 and a last twelve-month EBITDA multiple of 25. We applied a risk-adjusted discount of 20% and a discount for lack of marketability of 20%. We continued to delay the exit date by one quarter, and accordingly, the expected exit date was approximately 14 months from valuation date. We also reduced the risk-adjusted discount rate to 20% to be more in line with our weighted average cost of capital. Based on these factors, the probability-weighted expected return value resulted in an estimated fair value of our common stock of \$5.10. Although the time to liquidity date did not change, the increase was a result of higher enterprise values as we continued to fine-tune our forecast of future revenues, given the bookings growth of the most recent four quarters. The board of directors therefore determined the fair value of common stock to be \$5.10 per share and granted 428,499 shares in July 2011 and 12,500 shares in August 2011 at an exercise price of \$5.10 per share.

November and December 2011

We performed the same PWERM methodology as in the previous quarter to value our common stock. Management's estimates of the probability of each scenario occurring were 10% for an initial public offering, 80% for a strategic merger or sale and 10% for continuing as a private company. We determined the enterprise value under the initial public offering scenario using a forecasted twelve-month revenue multiple of 2.7 and a last twelve-month revenue multiple of 3.0. We added a company to the peer group of merged or sold companies due to a recent sale transaction within our industry. We determined the enterprise value under the merger or sale scenario using a last twelve-month revenue multiple of 3.0 and a last twelve-month EBITDA multiple of 25. We applied a risk-adjusted discount of 20% and a discount for lack of marketability of 20%. The expected exit date at the latter part of 2012 remained unchanged and was approximately 11 months from valuation date. Based on these factors, the probability-weighted expected return value resulted in an estimated fair value of our common stock of \$5.90. The increase primarily resulted from the shortened period to exit date as well as increased enterprise values with improved bookings growth from the prior year's four quarters. The board of directors therefore determined the fair value of common stock to be \$5.90 per share and granted 427,821 shares in November 2011 and 86,999 shares in December 2011 at an exercise price of \$5.90 per share.

February 2012

We performed the same PWERM methodology as in the previous quarter to value our common stock. Management's estimates of the probability of each scenario occurring were 20% for an initial public offering, 70% for a strategic merger or sale and 10% for continuing as a private company. We had just completed three profitable years and had bookings growth of over 20% for the most recently completed full year. Given our performance and the improving overall market conditions, we felt that we were more likely to pursue an initial public offering and increased the probability to 20% for the initial public offering scenario and reduced the merger and sale scenario to 70%. We determined the enterprise value under the initial public offering scenario using a forecasted twelve-month revenue multiple of 2.7 and a last twelve-month revenue multiple of 3.0. We determined the enterprise value under the merger or sale scenario using a last twelve-month revenue multiple of 3.2 and a last twelve-month EBITDA multiple of 25. The exit date remained unchanged for the latter part of 2012 and was approximately 8 months from valuation date. As we approached the liquidity date, we also reduced the risk-adjusted discount to 15% and the discount for lack of marketability to 15%. Based on these factors, the probability-weighted expected return value resulted in an estimated fair value of our common stock of \$6.70. The board of directors therefore determined the fair value of common stock to be \$6.70 per share and granted 264,863 shares in February 2012 at an exercise price of \$6.70 per share.

Table of Contents

April and May 2012

We performed the same PWERM methodology as in the previous quarter to value our common stock. Given our continuing improved performance and increasing strength in the financial markets, in March 2012 we commenced discussions with our attorneys as well as prospective underwriters to explore the potential of an initial public offering. In April 2012, we held our organizational meeting with underwriters. Accordingly, management's estimates of the probability of scenarios were increased to 60% for an initial public offering and decreased to 35% for a merger or sale and 5% for continuing as a private company. We added several companies to our peer group of public companies due to several recent initial public offerings of companies in our industry or with similar business models. As we added companies, we also removed a company from the peer group. We determined the enterprise value under the initial public offering scenario using a forecasted twelve-month revenue multiple of 3.1 and a last twelve-month revenue multiple of 3.7. Similarly, we added companies to the peer group of merged or sold companies due to two transactions that had recently occurred. We determined the enterprise value under the merger or sale scenario using a last twelve-month revenue multiple of 3.4 and a last twelve-month EBITDA multiple of 30. The exit date remained unchanged for the latter part of 2012 and was approximately 5 months from valuation date. As we started to move forward with the initial public offering process and approached the liquidity date, we reduced the risk-adjusted discount to 10% and the discount for lack of marketability to 10%. Based on these factors, the probability-weighted expected return value resulted in an estimated fair value of our common stock of \$8.40. The board of directors therefore determined the fair value of common stock to be \$8.40 per share and granted 327,598 shares in April 2012 and 36,000 shares in May 2012 at an exercise price of \$8.40 per share.

June 2012

We performed the same PWERM methodology as in the previous period to value our common stock. We continued to make progress toward an initial public offering; however, there were no other significant events that warranted changes in the assumptions. Management's estimates of the probability of each scenario remained at 60% for an initial public offering, 35% for a strategic merger or sale and 5% for continuing as a private company. We determined the enterprise value under the initial public offering scenario using a forecasted twelve-month revenue multiple of 3.2 and a last twelve-month revenue multiple of 3.8. We determined the enterprise value under the merger or sale scenario using a last twelve-month revenue multiple of 3.4 and a last twelve-month EBITDA multiple of 30. The exit date remained unchanged for the latter part of 2012 and was approximately 4 months from the valuation date. The risk-adjusted discount remained at 10% and the discount for lack of marketability also stayed the same at 10%. Based on these factors, the probability-weighted expected return value resulted in an estimated fair value of our common stock of \$8.90. The board of directors therefore determined the fair value of common stock to be \$8.90 per share and granted 514,289 shares in June 2012 at an exercise price of \$8.90 per share.

July and August 2012

We performed the same PWERM methodology as in the previous period to value our common stock. We continued to make progress toward an initial public offering and filed our initial registration statement in June 2012. Management's estimates of the probability of each scenario increased to 70% for an initial public offering and decreased to 25% for a strategic merger or sale. The probability for continuing as a private company remained at 5%. We determined the enterprise value under the initial public offering scenario using a forecasted twelve-month revenue multiple of 3.2 and a last twelve-month revenue multiple of 3.8. We determined the enterprise value under the merger or sale scenario using a last twelve-month revenue multiple of 3.4 and a last twelve-month EBITDA multiple of 30. The exit date remained unchanged for the latter part of 2012 and was approximately 2.5 months from the valuation date. The risk-adjusted discount remained at 10% and as we approached the

Table of Contents

expected liquidity date, the discount for lack of marketability decreased to 5%. Based on these factors, the probability-weighted expected return value resulted in an estimated fair value of our common stock of \$9.40. The board of directors therefore determined the fair value of common stock to be \$9.40 per share and granted 176,650 shares in July 2012 and 3,500 shares in August 2012 at an exercise price of \$9.40 per share.

The intrinsic value of all outstanding options as of June 30, 2012 was \$52.9 million based on the estimated fair value for our common stock of \$12.00 per share, which is the midpoint of the estimated offering price range set forth on the cover page of this prospectus. As of June 30, 2012, we had \$6.5 million of unrecognized stock-based compensation expense, net of estimated forfeitures, that is expected to be recognized over a weighted-average period of three years. The unrecognized stock-based compensation expense related to options to purchase common stock granted in July and August 2012, net of estimated forfeitures, is \$0.5 million, which amount is expected to be recognized over a weighted-average period of three years. In future periods, we expect our stock-based compensation expense to increase in absolute dollars as a result of our existing stock-based compensation to be recognized as these options vest and as we issue additional stock-based awards to attract and retain employees.

In August 2012, in consultation with the underwriters, we determined our estimated offering price range to be \$11.00 to \$13.00 per share. As of the date of our most recent stock option grants in July and August 2012, our board of directors determined the fair value of our common stock to be \$9.40 per share. The determination by our board of directors of the fair value of our common stock in July and August 2012 was based on the objective and subjective factors described above and, in part, on a valuation report that we received from an independent valuation specialist. We believe the difference between the fair value of our common stock on the most recent date of grant of stock options, as determined by our board of directors, and the estimated offering price range, is the result of many factors. In particular, the estimated offering price range takes into account, among other things:

The successful completion of our initial public offering, which would result in:

the elimination of the discounts for illiquidity and lack of marketability of our common stock;

the conversion of all of our preferred stock into common stock, which would result in the elimination of the preferences and rights enjoyed by the holders of our preferred stock;

the receipt by us of proceeds from the offering, which would substantially strengthen our balance sheet as a result of increased cash; and

access to the public company debt and equity markets, and a currency to enable us to make strategic acquisitions;

The modest increase in the value of the common stock of many of our comparable companies; and

The modest increase in the value of the New York Stock Exchange, the NASDAQ Stock Market, the S&P 500 and the Dow Jones Industrial Average.

Table of Contents

BUSINESS

Overview

We are a pioneer and leading provider of cloud security and compliance solutions that enable organizations to identify security risks to their IT infrastructures, help protect their IT systems and applications from ever-evolving cyber attacks and achieve compliance with internal policies and external regulations. Our cloud solutions address the growing security and compliance complexities and risks that are amplified by the dissolving boundaries between internal and external IT infrastructures and web environments, the rapid adoption of cloud computing and the proliferation of geographically dispersed IT assets. Our integrated suite of security and compliance solutions delivered on our QualysGuard Cloud Platform enable our customers to identify their IT assets, collect and analyze large amounts of IT security data, discover and prioritize vulnerabilities, recommend remediation actions and verify the implementation of such actions. Organizations can use our integrated suite of solutions delivered on our QualysGuard Cloud Platform to cost-effectively obtain a unified view of their security and compliance posture across globally-distributed IT infrastructures.

IT infrastructures are more complex and globally-distributed today than ever before, as organizations of all sizes increasingly rely upon myriad interconnected information systems and related IT assets, such as servers, databases, web applications, routers, switches, desktops, laptops, other physical and virtual infrastructure, and numerous external networks and cloud services. In this environment, new and evolving technologies intended to improve organizations' operations can also increase vulnerability to cyber attacks, which can expose sensitive data, damage IT and physical infrastructures, and result in serious financial or reputational consequences. In addition, the rapidly increasing amount of data and devices in IT environments makes it more difficult to identify and remediate vulnerabilities in a timely manner. The predominant approach to IT security has been to implement multiple disparate security products that can be costly and difficult to deploy, integrate and manage and may not adequately protect organizations. As a result, we believe there is a large and growing opportunity for comprehensive cloud security and compliance solutions.

We designed our QualysGuard Cloud Platform to transform the way organizations secure and protect their IT infrastructures and applications. Our cloud platform offers an integrated suite of solutions that automates the lifecycle of asset discovery, security assessments, and compliance management for an organization's IT infrastructure and assets, whether they reside inside the organization, on their network perimeter or in the cloud. Since inception, our solutions have been designed to be delivered through the cloud and to be easily and rapidly deployed on a global scale across a broad range of industries, enabling faster implementation and lower total cost of ownership than traditional on-premise enterprise software products. Our customers, ranging from some of the largest organizations to small businesses, are all served from our globally-distributed cloud platform, enabling us to rapidly deliver new solutions, enhancements and security updates.

Our QualysGuard Cloud Platform is currently used by over 5,800 organizations in more than 100 countries, including a majority of each of the Forbes Global 100 and Fortune 100. We offer our suite of solutions primarily through renewable annual subscriptions. Our revenues increased from \$57.4 million in 2009 to \$65.4 million in 2010 and to \$76.2 million in 2011, and reached \$43.4 million for the six months ended June 30, 2012, compared to \$36.2 million in the six months ended June 30, 2011. We generated net income of \$0.9 million in 2009, \$0.8 million in 2010 and \$2.0 million in 2011, and a net loss of \$0.6 million for the six months ended June 30, 2012, compared to net income of \$2.2 million for the six months ended June 30, 2011.

Table of Contents

Industry Overview

IT infrastructures are rapidly evolving to take advantage of new technology trends, such as increasing adoption of cloud computing, broad usage of virtualization and increasing workforce mobility, that enable organizations to enhance productivity, lower costs, increase operational flexibility and gain a competitive advantage. However, as IT infrastructures evolve into more complex combinations of on-premise products and cloud solutions delivered globally through a wide range of devices and applications, these technologies also present new security and compliance challenges.

The rise of cloud computing has expanded the traditional IT infrastructure boundary to incorporate third-party providers that host applications and store and share sensitive data. For example, it is increasingly common for organizations to employ third-party providers to deliver mission-critical financial, human resources or sales and support applications as a service in the cloud. IDC estimates that the worldwide software-as-a-service market will grow from \$16.6 billion in 2010 to \$53.6 billion in 2015, representing a compound annual growth rate, or CAGR, of 26.4%. This transition to cloud computing reflects a marked departure from the traditional on-premise enterprise software delivery model and exposes organizations to additional security vulnerabilities. Concurrently, other technology trends, such as the broad adoption of virtualization and increasing workforce mobility have also rapidly expanded the scope of physical and virtual endpoints that need to be identified, monitored and managed as these endpoints access and store sensitive corporate, customer, or personal data.

As IT infrastructures have evolved, so too have cyber attackers, who are motivated by the increasing value of stolen information or the potential recognition from disrupting corporate and government assets, such as networks, power plants and financial trading platforms. These cyber attackers are seeking to exploit the increased vulnerability of IT infrastructures and growing number of potential methods that can be used to gain unauthorized access to IT assets, which are referred to as attack vectors. As a result, the sophistication, scale and frequency of attacks continue to increase.

Critical Security and Compliance Challenges Facing Organizations

The dramatic changes in IT infrastructures have created significant challenges for organizations of all sizes. These challenges include:

Traditional IT security and compliance approaches struggle to effectively secure evolving IT environments. As IT infrastructures evolve to include a mixture of on-premise, cloud and hybrid environments consisting of multiple networks and millions of devices, traditional on-premise enterprise software products may limit the ability of organizations to provide a complete and accurate inventory of IT assets and configurations, and may prevent organizations from effectively protecting their infrastructures from security threats and ensuring compliance with internal policies and external regulations. In an effort to secure their IT infrastructures and achieve compliance, organizations have historically made significant investments in a variety of products and services, each of which was typically designed to address a specific security issue. However, this approach often does not provide a current, accurate and global picture of an organization's security and compliance posture without costly and labor-intensive integration. The time and effort required to audit an organization's IT infrastructure, prioritize threats by their potential impact and find remediations for identified vulnerabilities under this traditional approach can impose substantial burdens on IT infrastructure and personnel.

Security attacks targeting new layers of the IT infrastructure. In addition to well-known attack vectors, such as email and firewalls, the proliferation of networked devices, endpoints and web applications provides cyber attackers with a broader range of additional vulnerabilities to exploit across the IT infrastructures, many of which are difficult for enterprises to identify and costly to remediate. These vulnerabilities typically result from coding weaknesses in

Table of Contents

commercial and custom software, use of outdated software with known security weaknesses, and configuration flaws such as unchanged default passwords or unnecessary access privileges. Some of the common points of vulnerability include:

Networked devices, including databases, desktops, mobile devices, routers, servers and switches, which are used to store, manage and access sensitive data, are being deployed more rapidly within organizations, with some having millions of these assets. This expansion of networked devices increases the number of security vulnerabilities that may allow hackers to gain unauthorized access to IT systems.

Modern web applications, which are becoming more prevalent across organizations, making them more difficult to detect, track and manage. The importance of these applications and the quantity and sensitivity of their underlying data have attracted cyber attackers intent on exploiting related coding weaknesses and configuration flaws to steal sensitive data or to reduce application availability.

Web browsers and browser plug-ins, which are increasingly used to access an organization's data and applications hosted in public and private cloud environments, and often contain vulnerabilities that can lead to malware infection. Although browser providers and plug-in developers frequently release patches or new versions of their software to address these vulnerabilities, remediation of these vulnerabilities can be both time consuming and expensive, particularly in large organizations. Absent appropriate assessment and monitoring tools, outdated browsers and plug-ins can be exploited by cyber attackers to capture information, steal access credentials or gain control of users' devices.

Costly regulatory and compliance requirements. As security breaches have increased, so have regulatory and compliance requirements. Regulations and policies are often required by multiple national and local authorities, and can overlap one another, change frequently, require costly and time consuming compliance measures and carry significant financial and reputational consequences for non-compliance. Examples of such external regulations include the Revised International Capital Framework, or Basel II, the Health Insurance Portability and Accountability Act, or HIPAA, North American Electric Reliability Corporation Standards, or NERC, Payment Card Industry Data Security Standards, or PCI DSS, and the Sarbanes-Oxley Act. A 2011 Gartner survey estimates that it costs organizations an average of \$1.7 million to become compliant with PCI DSS. In addition, the growth in attack vectors is compelling organizations to implement increasingly complex internal IT policies. As a result, organizations are faced with the increasing challenge and cost of managing policy compliance in addition to maintaining the security of their IT infrastructures.

Security concerns for organizations adopting cloud applications and services. IT organizations are under increasing pressure to adopt next-generation cloud applications and services that enable organizations to be competitive and operate more effectively. Although many cloud application providers have made significant advancements in securing their environments, they typically provide organizations with limited visibility and access to the underlying architecture, inhibiting IT administrators from identifying potential gaps and validating the effectiveness of their security strategies. As a result, IT organizations are seeking solutions that provide comprehensive security across internal and cloud-based infrastructures.

Market Opportunity

The increasing complexity of IT infrastructures demands a new approach to IT security and compliance. Organizations are seeking efficient methods for discovering their IT assets, assessing the vulnerabilities of those assets and promptly remediating vulnerabilities. Reflecting this growing demand for next-generation solutions, IDC forecasts that the vendor revenue tied to Cloud Security based

Table of Contents

solutions and for all types of Security & Vulnerability Management solutions will grow from a combined \$5.1 billion in 2011 to a combined \$9.3 billion in 2015, representing a CAGR of 15.9%. We believe there is considerable need for a comprehensive cloud security and compliance platform that can be easily and quickly deployed and can continuously collect and analyze large amounts of data from IT assets and web applications across globally-distributed IT environments.

Our Solution

We provide a cloud platform and integrated suite of solutions that enable organizations to simplify the process and reduce the cost of securing their IT assets and achieving compliance with internal policies and external regulations. Our solutions help organizations with globally distributed data centers and IT infrastructures to identify their IT assets, collect and analyze large amounts of IT security data, discover and prioritize vulnerabilities, recommend remediation actions and verify the implementation of such actions. By deploying our solutions, organizations can gain actionable security intelligence into potential vulnerabilities and malware in their IT infrastructure and enable their compliance with internal policies and external regulations.

Table of Contents

Our platform and integrated suite of solutions:

Delivers a robust and integrated suite of security solutions through a cloud platform. Our cloud architecture enables regular, automated scanning and analysis across large, global networks for an organization's connected devices, endpoints and web applications from a single platform, and can be extended to third-party systems and applications within an organization's ecosystem of customers and partners. This allows an organization to audit, enforce and document network and application security in accordance with internal policies and external regulations and to replace complex, costly and time-consuming manual tasks with automated and repeatable processes. Our suite of solutions is designed to be easily deployed on a global scale and accessed and managed through a unified web-based interface, enabling faster implementation and lower total cost of ownership than traditional solutions.

Provides visibility into security across a broad range of IT assets and attack vectors. We enable our customers to substantially improve the security of their IT infrastructures by providing an automated, global and objective assessment of their security and compliance posture from the network to the application, including an organization's networked devices, endpoints and web applications, as well as web browsers with their corresponding plug-ins. Our platform provides detailed reporting and analysis to enable remediation of potential vulnerabilities and confirm that remediation actions have been successfully implemented. Built on a uniform code base, our cloud platform enables our customers to deploy our solutions concurrently or sequentially depending on their security needs and adoption strategy.

Enables more effective and lower-cost policy and regulatory compliance. Our policy compliance solutions enable organizations to reduce the risk of internal and external threats, automate compliance-related workflows and provide documentation of compliance demanded by regulators, auditors and other governing bodies. These solutions leverage the scanning capabilities of our cloud platform to collect operating system configurations and application access control data from IT assets and map this information to user-defined policies in order to accurately and efficiently document compliance with regulations and business mandates, thereby potentially reducing cost. Our solutions also provide pre-configured compliance frameworks to automate compliance with external regulations and other requirements, such as Basel II, HIPAA, NERC, PCI DSS and the Sarbanes-Oxley Act.

Enhances security of cloud computing. We help our customers to securely extend their IT infrastructures to cloud environments. Our cloud platform identifies and evaluates physical and virtual IT assets within internal and third-party IT environments, providing our customers with visibility into their security and compliance postures across their extended infrastructures. In addition, by utilizing our cloud platform, cloud service providers can more effectively secure their IT infrastructures and demonstrate their level of security and compliance to their customers.

Our Competitive Strengths

Our vision is to transform the way organizations secure and protect their IT infrastructures and applications. We believe our competitive strengths include:

Trusted brand in cloud security. We are a pioneer in cloud security, having introduced our vulnerability management solution as a service in 2000, and have since built a reputation as a trusted and objective provider of reliable and accurate vulnerability and compliance assessments. With over 5,800 customers worldwide, our suite of solutions is used by leading organizations, managed service providers and consulting organizations to help protect IT assets.

Table of Contents

Scalable and extensible cloud platform serving organizations of all sizes, across many industries globally. Our highly-scalable cloud architecture and modular security and compliance solutions allow customers to access the functionality they need to help ensure the security of their IT infrastructures. Our cloud platform is designed to serve organizations ranging from small businesses to large enterprises with millions of unique IP-addressable networked devices and applications across globally-distributed IT infrastructures. Our cloud platform also allows us to rapidly deliver enhancements to our entire customer base. Our world-wide customers and channel partners operate in numerous industries including education, financial services, government, healthcare, insurance, manufacturing, media, retail, technology and utilities.

Longstanding focus on innovation in cloud security and compliance. Since inception, we have introduced innovative cloud security and compliance solutions that allow our customers to protect their IT environments more effectively and at a lower cost. We have invested significantly to continuously improve our platform and believe that we are well positioned to address the challenges of the evolving IT security and compliance landscape. Our extensive domain expertise in both security and cloud architecture allows us to rapidly introduce new security and compliance solutions, anticipate evolving security and compliance needs and develop new, innovative solutions for our customers.

Efficient customer acquisition and upsell model. Our cloud delivery model allows potential and existing customers to easily and immediately access one or more of our solutions on a trial basis from any web browser. This model also allows our customers to subscribe to only the solutions they need initially and easily expand the breadth of their deployment and the number of solutions they use as their needs evolve. In an effort to increase market awareness of our brand and solutions and to generate sales leads, we also offer several free services from our website, including vulnerability scans, web application scans, malware detection, browser checks and SSL configuration analysis. We believe our customer acquisition model provides the flexibility organizations desire when evaluating software purchases and encourages the adoption of our solutions.

Our Growth Strategy

We intend to leverage our innovation and extensive expertise to strengthen our leadership position as a trusted provider of cloud security and compliance solutions. The key elements of our growth strategy are:

Continue to innovate and enhance our cloud platform and suite of solutions. We intend to continue to make significant investments in research and development to extend our cloud platform's functionality by developing new security solutions and further enhancing our existing suite of solutions. We recently introduced several new solutions on our platform, including our Web Application Scanning and Zero-Day Risk Analyzer, and have additional solutions under development.

Expand the use of our suite of solutions by our large and diverse customer base. With more than 5,800 customers across many industries and geographies, we believe we have a significant opportunity to sell additional solutions to our customers and expand their use of our suite of solutions. Since the majority of our customers initially deploy only one of our solutions and in select parts of their IT infrastructures, our existing customers serve as a strong source of new sales. In this regard, we have significantly expanded our sales execution and marketing functions to increase adoption of our newly developed solutions among our existing customers.

Drive new customer growth. We are pursuing new customers by targeting key accounts and expanding our sales and marketing organization and network of channel partners. We will

Table of Contents

continue to seek to make significant investments to encourage organizations to replace their existing security products with our cloud solutions.

Broaden our global reach. We intend to expand our relationships with key security consulting organizations, managed security service providers and value added resellers to accelerate the adoption of our cloud platform. We seek to strengthen existing relationships as well as establish new relationships to increase the distribution and market awareness of our cloud platform and target new geographic regions.

Selectively pursue technology acquisitions to bolster our capabilities and leadership position. We may explore acquisitions that are complementary to and can expand the functionality of our cloud platform. We may also seek to acquire technology teams to supplement our own team and increase the breadth of our cloud security and compliance solutions.

Our Platform

Our QualysGuard Cloud Platform consists of a suite of IT security and compliance solutions that leverage our shared and extensible core services and our highly scalable multi-tenant cloud infrastructure.

The following diagram illustrates our QualysGuard Cloud Platform:

Our suite of solutions provides security intelligence by automating the life cycle of IT asset discovery, security assessment and compliance management. Our core services layer provides a set

Table of Contents

of advanced shared technologies that are leveraged by our suite of security and compliance solutions, which we refer to as our Core Services.

Built on our cloud platform infrastructure, our Core Services provide an integrated framework with proprietary functionalities that act as building blocks to enable efficient and scalable delivery of our customer-facing cloud solutions. Our cloud platform's infrastructure includes integrated services that deliver a highly automated and scalable scanning infrastructure capable of scanning IT systems and web applications, inside and outside corporate firewalls.

The Core Services and infrastructure layers of our cloud platform deliver benefits to our entire suite of security and compliance solutions, including:

Dynamic and interactive user interfaces with configurable report templates to present scan data with a wide range of presentation options to match a customer's needs;

Fast searching of several extensive QualysGuard data sets, including scan results, asset data, scan profiles, users and vulnerabilities;

Asset management technology for hierarchical asset categorization via dynamic tagging and role-based customer access management; and

Distributed scanning platform for global cloud-based environments.

We also provide open application program interfaces, or APIs, and other developer tools that allow third parties to embed our technology into their solutions and build applications on our cloud platform.

QualysGuard Cloud Suite

Our suite of solutions, which we refer to as the QualysGuard Cloud Suite, currently includes six solutions: Vulnerability Management, Web Application Scanning, Malware Detection Service, Policy Compliance, PCI Compliance and Qualys SECURE Seal. This integrated set of cloud solutions enables organizations to:

Discover and catalogue information assets inside the organization, on the perimeter, or in the cloud;

Manage assets on an ongoing basis to establish a trusted repository for IT system configurations and to maintain hierarchical relationships between them;

Design policies to establish a secure and compliant IT infrastructure and automate ongoing security and compliance assessments of IT systems and applications in accordance with best practices;

Proactively identify and help fix vulnerabilities to mitigate security risks and achieve compliance;

Monitor and measure security and compliance through a unified user interface; and

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Distribute security and compliance reports tailored to differing customer needs, including management personnel, auditors and security professionals.

Our customers can subscribe to one or more of our security and compliance solutions based on their initial needs and expand their subscriptions over time to new areas within their organization or to additional QualysGuard solutions. We offer two editions of our QualysGuard Cloud Suite, the Enterprise edition for large and medium-sized enterprises and the Express edition for small and medium-sized businesses. QualysGuard Cloud Suite solutions are described below.

-88-

Table of Contents

QualysGuard Vulnerability Management

QualysGuard Vulnerability Management, or QualysGuard VM, is an industry leading and award-winning solution that automates network auditing and vulnerability management across an organization, including network discovery and mapping, asset management, vulnerability reporting, and remediation tracking. Driven by our comprehensive KnowledgeBase of known vulnerabilities, QualysGuard VM enables cost-effective protection against vulnerabilities without substantial resource deployment.

QualysGuard Policy Compliance

QualysGuard Policy Compliance, or QualysGuard PC, allows customers to analyze and collect configuration and access control information from their networked devices and web applications and automatically maps this information to internal policies and external regulations in order to document compliance. QualysGuard PC is fully automated and helps reduce customers' cost of compliance without requiring the use of software agents.

QualysGuard PCI Compliance

QualysGuard PCI Compliance, or QualysGuard PCI, provides organizations that store cardholder data a cost-effective and highly automated solution to verify and document compliance with PCI DSS. QualysGuard PCI allows merchants to complete the annual PCI Self-Assessment Questionnaire, or SAQ, to perform vulnerability scanning for quarterly PCI audits and to meet the demands of PCI for web application security.

QualysGuard Web Application Scanning

QualysGuard Web Application Scanning, or QualysGuard WAS, uses the scalability of our cloud platform to allow customers to discover, catalog and scan a large number of web applications. QualysGuard WAS scans and analyzes custom web applications and identifies vulnerabilities that threaten underlying databases or bypass access controls. These web applications are often the main attack vectors for cyber attackers.

QualysGuard Malware Detection Service

QualysGuard Malware Detection Service, or QualysGuard MDS, provides organizations with the ability to scan, identify and remove malware infections from their websites. QualysGuard MDS utilizes behavioral and static analysis to provide malware detection to organizations. It provides periodic scanning to monitor web sites and delivers email alerts to notify customers of infections.

QualysGuard Web Application Firewall

QualysGuard Web Application Firewall, or QualysGuard WAF, currently in beta testing, delivers enterprise-grade web application security without the costs, footprint, and complexity associated with appliance-based web application firewall solutions. It is designed to protect web applications from attack vectors by enhancing default web application configurations and virtual patching. QualysGuard WAF can improve website performance by reducing page load times and optimizing bandwidth.

Qualys SECURE Seal

QualysGuard SECURE Seal helps organizations demonstrate to their online customers that they maintain a proactive security program. This solution includes scanning for the presence of malware, network and web application vulnerabilities and for SSL certificate validation. Websites that regularly

Table of Contents

perform these security scans with no critical security issues detected can display a QualysGuard SECURE Seal on their website to demonstrate to visitors that they are proactively securing their websites.

QualysGuard Core Services

Our Core Services enable integrated workflows, management and real-time analysis and reporting across all of our IT security and compliance solutions. Our Core Services include:

Asset Tagging and Management. Enables customers to easily identify, categorize and manage large numbers of assets in highly dynamic IT environments and automates the process of inventory management and hierarchical organization of IT assets.

Reporting and Dashboards. A highly configurable reporting engine that provides customers with reports and dashboards based on their roles and access privileges.

Questionnaires and Collaboration. A configurable workflow engine that enables customers to easily build questionnaires and capture existing business processes and workflows to evaluate controls and gather evidence to validate and document compliance.

Remediation and Workflow. An integrated workflow engine that allows customers to automatically generate helpdesk tickets for remediation and to manage compliance exceptions based on customer-defined policies, enabling subsequent review, commentary, tracking and escalation. This engine automatically distributes remediation tasks to IT administrators upon scan completion, tracks remediation progress and closes open tickets once patches are applied and remediation is verified in subsequent scans.

Big Data Correlation and Analytics Engine. Provides capabilities for indexing, searching and correlating large amounts of security and compliance data with other security incidents and third-party security intelligence data. Embedded workflows enable customers to quickly assess risk and access information for remediation, incident analysis and forensic investigations.

Alerts and Notifications. Creates email notifications to alert customers of new vulnerabilities, malware infections, scan completion, open trouble tickets and system updates.

QualysGuard Cloud Infrastructure

Our infrastructure layer, which we refer to as our Infrastructure, includes the data, data processing capabilities, software and hardware infrastructure and infrastructure management capabilities that provide the foundation for our cloud platform and allow us to automatically scale our Infrastructure and Core Services to scan millions of IPs. Each Infrastructure service is described below:

Scalable Capacity. We have designed a modular and scalable infrastructure that leverages virtualization and cloud technologies. This allows our operations team to dynamically allocate additional capacity on-demand across our entire QualysGuard Cloud Platform to address the growth and scalability of our solutions.

Big Data Indexing and Storage. Built on top of our secure data storage model, this engine indexes petabytes of data and uses this information in real-time to execute tags or rules to dynamically update IT assets' properties, which are used in various workflows for scanning, reporting and remediation.

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QualysGuard KnowledgeBase. QualysGuard relies on our comprehensive repository, which we refer to as our KnowledgeBase, of known vulnerabilities and compliance controls for a wide range of devices, technologies and applications that powers our security and compliance scanning technology. We update our KnowledgeBase daily with signatures for new vulnerabilities, control checks, validated fixes and improvements.

-90-

Table of Contents

Managed Scanner Appliances. As part of our cloud platform, we host and operate a large number of globally distributed physical scanner appliances that our customers use to scan their externally facing systems and web applications. To scan internal IT assets, customers can also deploy our scanners, which are available on a subscription basis as physical appliances or downloadable virtual images, within their internal networks. Our scanner appliances self-update daily in a transparent manner using our automated and proprietary scan management technology. These scanner appliances allow us to scale our cloud platform to scan networked devices and web applications across organizations' networks around the world.

Our Customers

Our integrated suite of security and compliance solutions is used by a large and diverse customer base ranging from some of the largest organizations to small businesses, worldwide. Our customers include organizations in the education, financial services, government, healthcare, insurance, manufacturing, media, retail, technology and utilities industries. We currently have over 5,800 customers in more than 100 countries. Some of our top 100 customers, based on revenues in 2011, that consented to being named in this prospectus include Ally Financial Inc., Automatic Data Processing, Inc., Cargill, Inc., Cigna Corporation, Daimler AG and E.I. duPont de Nemours and Company. The majority of our customers maintain relationships directly with us, while the others purchase subscriptions for our security and compliance solutions through our channel partners.

In each of 2009, 2010 and 2011, no one customer accounted for more than 10% of our revenues. In 2009, 2010, 2011 and the six months ended June 30, 2012, we generated approximately 69%, 67%, 67% and 67% of our revenues, respectively, from customers in the United States and approximately 31%, 33%, 33% and 33% of our revenues, respectively, from customers outside of the United States.

Sales and Marketing

Sales

We market and sell our IT security and compliance solutions to customers directly through our sales teams as well as indirectly through our network of channel partners.

Our global sales force is organized into a field sales team, which focuses on enterprises, generally including organizations with more than 4,000 employees, and an inside sales team, which focuses on small to medium businesses, which generally include organizations with less than 4,000 employees. Both our field and inside sales teams are divided into three geographic regions, including the Americas; Europe, Middle East and Africa; and Asia-Pacific. We also further segment each of our sales teams into groups that focus on adding new customers or expanding relationships with existing customers.

Our channel partners maintain relationships with their customers throughout the territories in which they operate and provide their customers with services and third-party solutions to help meet those customers' evolving security and compliance requirements. As such, these partners offer our IT security and compliance solutions in conjunction with one or more of their own products or services and act as a conduit through which we can connect with these prospective customers to offer our solutions. Our channel partners include security consulting organizations, managed service providers and resellers, such as Computacenter UK Ltd., Dell Inc., FishNet Security, Inc., Insight Technologies, Inc., Symantec Corporation and Verizon Communications Inc.

For sales involving a channel partner, the channel partner engages with the prospective customer directly and involves our sales team as needed to assist in developing and closing an order. When a channel partner secures a sale, we sell the associated subscription to the channel partner who in turn

Table of Contents

resells the subscription to the customer, with the channel partner earning a fee based on the total value of the order. Once the order is completed, we provide these customers with direct access to our solutions and other associated back-office applications, enabling us to establish a direct relationship as part of ensuring customer satisfaction with our solutions. At the end of the subscription term, the channel partner engages with the customer to execute a renewal order, with our sales team providing assistance as required. For the six months ended June 30, 2012, 40% of our revenues were generated by channel partners.

Marketing

Our marketing programs include a variety of online marketing, advertising, conferences, events, public relations activities and web-based seminar campaigns targeted at key decision makers within our prospective customers.

We have a number of marketing initiatives to build awareness and encourage customer adoption of our solutions. We offer free trials and services to allow prospective customers to experience the quality of our solutions, to learn in detail about the features and functionality of our cloud platform, and to quantify the potential benefits of our solutions.

Customer Support

We deliver 24x7x365 customer support from centers located in Redwood City, California; Durham, North Carolina; and Slough, United Kingdom. We recruit senior level technical personnel and trained subject matter experts who work closely with engineering and operations personnel to resolve issues quickly. Our security and compliance solutions can be deployed easily and are designed to be implemented and operated without the need for any professional services. Accordingly, we do not sell any professional services. However, we do offer various training programs as part of our subscriptions to all of our customers. We believe that our customer support helps ensure customer satisfaction and is critical to retaining and expanding our customer base. In addition, we leverage the insights drawn from our customers to further improve the functionality of our security and compliance solutions.

Research and Development and Operations

We devote significant resources to maintain, enhance and add new functionality to our QualysGuard Cloud Platform and the integrated suite of solutions that we offer. Our development organization consists of agile engineering teams with substantial security expertise in specific areas of our solutions. In addition to our development teams, we have also built a sophisticated research team focused on identifying threats and developing signatures for vulnerabilities and compliance checks so that we can provide our customers with daily updates and enable them to scan their assets for the latest threats. We conduct our research and development in the United States, Brazil, China, France, India, and United Kingdom, which gives us access to some of the best research and engineering talent in the world. Our focus remains to attract engineering talent as we continue to add new solutions and improve existing ones.

Our development team works closely with our customers and partners to gain valuable insights into their environments and gather feedback for threat research, product development and innovations. We typically release updates to our solutions, including enhancements and new features multiple times a year, and we measure the quality of our scan results on a frequent basis in an effort to maintain the highest level of scan accuracy.

The modular architecture of our cloud platform enables our engineering teams to simultaneously work on different features, accelerating the delivery of new functionalities to customers. Our research

Table of Contents

and development team also works collaboratively with our technical support team to ensure customer satisfaction and with our sales team to accelerate the adoption of our solutions.

Research and development expenses were \$13.4 million, \$15.8 million and \$19.6 million for 2009, 2010 and 2011, respectively, and \$10.2 million for the six months ended June 30, 2012.

Manufacturing Agreement

Our physical appliances are provided by SYNnex Corporation, or SYNnex, pursuant to a manufacturing services agreement dated March 1, 2011. Under this agreement, SYNnex manufactures, assembles and tests our physical scanner appliances. This agreement has an initial term of one year, which is automatically renewed for additional one-year terms, unless terminated (i) at anytime upon the mutual written agreement of us and SYNnex, (ii) by either party upon 90 days or more written notice, (iii) upon written notice, subject to applicable cure periods, if the other party has materially breached its obligations under the agreement or (iv) by either party upon the other party seeking an order for relief under the bankruptcy laws of the United States or similar laws of any other jurisdiction, a composition with or assignment for the benefit of creditors, or dissolution or liquidation.

Data Center Agreements

Our data center operations are provided by Savvis Communications Corporation, or Savvis, pursuant to a master services agreement dated June 22, 2010, and Interoute Communications Limited, or Interoute, pursuant to a master agreement dated March 31, 2008. Under these agreements, Savvis and Interoute provide us with data center space in various locations. The Savvis agreement has an initial term of 24 months, which can be renewed, unless terminated upon written notice, subject to applicable cure periods, if the other party has materially breached its obligations under the agreement. The Interoute agreement has an initial term of three years, which is automatically renewed for additional one-year terms, unless terminated (i) immediately upon written notice, subject to applicable cure periods, if the other party has materially breached its obligations, or breached certain specific obligations under the agreement or (ii) by Interoute in the event that we engage in fraud, fail to make undisputed payments or violate certain Interoute policies.

Competition

The expanding capabilities of our security and compliance solutions have enabled us to address a growing array of opportunities in the cloud IT security and compliance market. We compete with a large and broad array of established and emerging vulnerability management vendors, compliance vendors and data security vendors in a highly fragmented and competitive environment.

We compete with large public companies, such as Hewlett-Packard Company, Imperva, Inc., International Business Machines Corporation, McAfee, Inc. (a subsidiary of Intel Corporation) and Symantec Corporation, as well as private security providers including Barracuda Networks, Inc., BeyondTrust Software, Inc., Lumension Security, Inc., nCircle Network Security, Inc., NetIQ Corporation, Rapid7 LLC, Tenable Network Security, Inc. and Trustwave Holdings, Inc. We also seek to replace IT security and compliance solutions that organizations have developed internally. As we continue to extend our cloud platform's functionality by further developing security and compliance solutions, such as web application scanning and firewalls, we expect to face additional competition in these new markets.

We believe that the principal competitive factors affecting the market for cloud security and compliance solutions include product functionality, breadth of offerings, flexibility of delivery models, ease of deployment and use, total cost of ownership, scalability and performance, customer support and extensibility of platform. We believe that our suite of solutions generally competes favorably with

Table of Contents

respect to these factors. However, many of our primary competitors have greater name recognition, longer operating histories, more established customer relationships, larger marketing budgets and significantly greater resources than we do.

Intellectual Property

We rely on a combination of trade secrets, copyrights, patents and trademarks, as well as contractual protections, to establish and protect our intellectual property rights and protect our proprietary technology. We have several pending U.S. patent applications and an inbound license to four U.S. patents, which was obtained in connection with our acquisition of Nemean. The inbound license remains in effect until the licensed patents are no longer enforceable, unless the applicable license agreement is first terminated by us or terminated by the licensor for a breach of the agreement or if we undergo certain bankruptcy events. The licenses are currently exclusive and will remain exclusive so long as we make an appropriately-timed written election and pay an annual fixed royalty for ten years thereafter. These exclusive licenses are subject to the licensor's reservation of certain rights in the patents and subject to the U.S. government's reserved rights in the technology. We have a number of registered and unregistered trademarks. We require our employees, consultants and other third parties to enter into confidentiality and proprietary rights agreements and control access to software, documentation and other proprietary information. We view our trade secrets and know-how as a significant component of our intellectual property assets, as we have spent years designing and developing our QualysGuard Cloud Platform, which we believe differentiates us from our competitors.

Despite our efforts to protect our proprietary technology and our intellectual property rights, unauthorized parties may attempt to copy or obtain and use our technology to develop products with the same functionality as our solution. Policing unauthorized use of our technology and intellectual property rights is difficult.

We expect that software and other solutions in our industry may be subject to third-party infringement claims as the number of competitors grows and the functionality of products in different industry segments overlaps. Any of these third parties might make a claim of infringement against us at any time.

Employees

As of June 30, 2012, we had 334 full-time employees, including 121 in research and development, 127 in sales and marketing, 49 in operations and customer support and 37 in general and administrative. As of June 30, 2012, we had 249 employees in the United States and 85 employees internationally. None of our U.S. employees are covered by collective bargaining agreements. Employees in certain European countries have the benefits of collective bargaining arrangements at the national level. We believe our employee relations are good and we have not experienced any work stoppages.

Facilities

Our principal executive offices are located in Redwood City, California, where we occupy a 50,000 square-foot facility under a lease expiring on November 30, 2017. We have additional U.S. offices in Bellevue, Washington; Denver, Colorado; Durham, North Carolina; and Madison, Wisconsin. We also lease offices in Beijing, China; Courbevoie, France; Manila, Philippines; Munich, Germany; Pune, India; Ras al-Khaimah, United Arab Emirates; Slough, United Kingdom; and Tokyo, Japan. We believe our facilities are adequate for our current needs and for the foreseeable future.

Table of Contents

We operate two principal data centers at third-party facilities in Santa Clara, California and Geneva, Switzerland.

Legal Proceedings

From time to time we may become involved in legal proceedings or be subject to claims arising in the ordinary course of our business. We are not presently a party to any legal proceedings that, if determined adversely to us, would individually or taken together have a material adverse effect on our business, operating results, financial condition or cash flows. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

Table of Contents**MANAGEMENT****Executive Officers and Directors**

The following table sets forth the names, ages and positions of our executive officers and directors as of June 30, 2012:

Name	Age	Position
Executive Officers		
Philippe F. Courtot	67	Chairman, President and Chief Executive Officer
Donald C. McCauley	60	Chief Financial Officer
Peter Albert	45	Vice President, Operations
Amer S. Deeba	45	Chief Marketing Officer
Bruce K. Posey	60	Vice President, General Counsel and Corporate Secretary
Sumedh S. Thakar	36	Vice President, Engineering
John N. Wilson	46	Executive Vice President, Worldwide Field Operations
Non-Employee Directors		
Sandra E. Bergeron ⁽¹⁾⁽²⁾	53	Director
Donald R. Dixon ⁽²⁾	64	Director
Jeffrey P. Hank ⁽¹⁾	52	Director
General Peter Pace ⁽³⁾	66	Director
Howard A. Schmidt ⁽³⁾	62	Director
Yves B. Sisteron ⁽¹⁾⁽³⁾	57	Director

⁽¹⁾ Member of the Audit Committee.

⁽²⁾ Member of the Compensation Committee.

⁽³⁾ Member of the Nominating and Governance Committee.

Executive Officers

Philippe F. Courtot has served as our Chairman, President and Chief Executive Officer since March 2001, and has been a director since January 2000. From April 1999 to February 2000, Mr. Courtot served as Chairman and Chief Executive Officer of Signio Inc., a secure payments solution provider, until its acquisition by VeriSign, Inc. Mr. Courtot holds a Master of Science degree from the University of Paris.

We believe that Mr. Courtot possesses specific attributes that qualify him to serve as a member of our board of directors, including his experience as our President and Chief Executive Officer and his background in the technology industry, as well as his perspective as one of our significant stockholders.

Donald C. McCauley has served as our Chief Financial Officer since February 2006. From August 1999 to July 2005, Mr. McCauley served as Vice President and Chief Financial Officer of iPass, Inc. Mr. McCauley holds a Bachelor of Science degree from the University of Rhode Island.

Peter Albert has served as our Vice President, Operations since April 2011. From November 1999 to August 2010, Mr. Albert held various positions at iPass, including Vice President of Network Operations and Vice President of Engineering. Mr. Albert holds an Associate of Science degree from West Valley College.

Amer S. Deeba has served as our Chief Marketing Officer since January 2007. Mr. Deeba joined us in 2001 and has held various positions with us since that time, including Vice President, Product

Table of Contents

Marketing and Vice President, Strategic Alliances, before assuming his current position. From April 1999 until February 2000, Mr. Deeba served as Director of Product Management at Signio until its acquisition by VeriSign, and from February 2000 until June 2001 he held various positions at VeriSign, including General Manager of the Payment Division. Mr. Deeba holds a Bachelor of Engineering degree from the American University of Beirut and a Master of Science degree from Santa Clara University.

Bruce K. Posey has served as our Vice President and General Counsel since May 2012, and has been our Corporate Secretary since June 2012. From December 2011 to May 2012, Mr. Posey served as Senior Vice President, General Counsel and Corporate Secretary of IntelePeer, Inc. From January 2009 to December 2011, Mr. Posey served as Senior Vice President, General Counsel and Corporate Secretary at Openwave Systems, Inc. From July 2002 to January 2009, Mr. Posey served as Senior Vice President, General Counsel and Corporate Secretary at iPass. Mr. Posey holds a Bachelor of Science degree from the University of Oregon and a Juris Doctor degree from the University of Michigan Law School.

Sumedh S. Thakar has served as our Vice President, Engineering since December 2010. Mr. Thakar joined us in February 2003 and has held various positions with us since that time, including Principal Engineer, Engineering Manager and Director of Engineering, before assuming his current position. Mr. Thakar holds a Bachelor of Science degree from the University of Pune, India.

John N. Wilson has served as our Executive Vice President, Worldwide Field Operations since October 2010. From September 2009 to October 2010, Mr. Wilson served as Vice President of Security Solutions at Verizon Business, a division of Verizon Communications Inc. From October 2008 to September 2009, Mr. Wilson served as Vice President of Worldwide Sales at GFI Software Ltd., a security software company. From January 2005 to October 2008, Mr. Wilson held various positions with us, including Vice President, United States Field Operations. Mr. Wilson holds a Bachelor of Science degree from the United States Military Academy at West Point and a Master of Business Administration degree from Fordham University.

Non-Employee Directors

Sandra E. Bergeron has served as a director of our company since June 2006. From 2004 until 2012, Ms. Bergeron was a venture partner at Trident Capital, Inc., a venture capital firm. Ms. Bergeron currently serves on the board of directors of Sophos plc and previously served on the board of directors of ArcSight, Inc. until it was acquired by Hewlett-Packard Company in September 2010. Ms. Bergeron holds a Bachelor of Business Administration degree from Georgia State University and a Master of Business Administration degree from Xavier University.

We believe that Ms. Bergeron possesses specific attributes that qualify her to serve as a member of our board of directors, including her experience as a director of technology companies and her background in the venture capital industry.

Donald R. Dixon has served as a director of our company since 2000. Since 1993, Mr. Dixon has been a co-founder and managing director of Trident Capital. Since 2008, Mr. Dixon has served on the board of directors of XATA Corporation. Mr. Dixon also currently serves on the boards of directors of several private companies. Mr. Dixon holds a Bachelor of Science degree from Princeton University and a Master of Business Administration degree from the Stanford Graduate School of Business.

We believe that Mr. Dixon possesses specific attributes that qualify him to serve as a member of our board of directors, including his experience as a director of technology companies, his background in the venture capital industry and his perspective as a representative of one of our significant stockholders.

Table of Contents

Jeffrey P. Hank has served as a director of our company since January 2010. From June 2005 to July 2012, Mr. Hank was the Vice President and Corporate Controller of Intuit, Inc. and since July 2012, he has served as the Vice President of Finance and Chief Accounting Officer of Intuit. From June 2002 until September 2003, Mr. Hank was an audit partner at KPMG LLP. From September 1994 until June 2002, Mr. Hank was an audit partner at Arthur Andersen LLP. Mr. Hank holds a Bachelor of Science degree in Business Administration from the University of California at Berkeley.

We believe that Mr. Hank possesses specific attributes that qualify him to serve as a member of our board of directors, including his experience as an executive at a technology company and his background in the accounting industry.

General Peter Pace has served as a director of our company since May 2009. Since October 2007, Gen. Pace has been a principal at Pace Enterprises LLC. From June 1967 until October 2007, Gen. Pace served in the United States Marine Corps, including as Chairman of the Joint Chiefs of Staff. Since February 2010, Gen. Pace has served on the board of directors of Pike Electric Corporation. Since January 2011, Gen. Pace has served on the board of directors of AAR Corp. Gen. Pace also currently serves on the boards of directors of several private companies and previously served on the President's Intelligence Advisory Board and Secretary of Defense's Defense Policy Board. Gen. Pace holds a Bachelor of Science degree from the U.S. Naval Academy and a Master of Science degree in Business Administration from The George Washington University.

We believe that Gen. Pace possesses specific attributes that qualify him to serve as a member of our board of directors, including his experience as a director of technology and defense companies and his background in public service.

Howard A. Schmidt has served as a director of our company since June 2012. From September 2008 until January 2010, Mr. Schmidt served as the President and Chief Executive Officer of the Information Security Forum, a non-profit corporation focused on cyber security and risk management. From May 2003 to June 2005, Mr. Schmidt served as the Vice President and Chief Information Officer and Chief Security Strategist at eBay Inc. From April 2004 to June 2005, Mr. Schmidt served as the Chief Security Strategist at the National Cyber Security Division of the Department of Homeland Security. Mr. Schmidt holds a Bachelor of Science degree and a Master of Science degree from the University of Phoenix.

We believe that Mr. Schmidt possesses specific attributes that qualify him to serve as a member of our board of directors, including his experience as an executive at technology companies and his background in public service.

Yves B. Sisteron has served as a director of our company since November 2003. Since 2000, Mr. Sisteron has been a Managing Partner and co-founder of GRP Partners, a private investment firm. Mr. Sisteron currently serves on the boards of directors of several private companies. Mr. Sisteron holds a Juris Doctor degree and a Master of Laws degree from the University of Law (Lyon) and a Master of Laws degree from the New York University School of Law.

We believe that Mr. Sisteron possesses specific attributes that qualify him to serve as a member of our board of directors, including his experience as a director of technology companies, his background in the venture capital industry and his perspective as a representative of one of our significant stockholders.

Codes of Business Conduct and Ethics

Our board of directors has adopted a code of business conduct and ethics that applies to all of our employees, officers and directors, including our Chief Executive Officer, Chief Financial Officer and other executive and senior financial officers.

Table of Contents

Board of Directors

Our business and affairs are managed under the direction of our board of directors. The number of directors will be fixed by our board of directors, subject to the terms of our amended and restated certificate of incorporation and amended and restated bylaws that will become effective immediately prior to the completion of this offering. Our board of directors consists of seven directors, six of whom qualify as independent under the NASDAQ Stock Market listing standards.

In accordance with our amended and restated certificate of incorporation and our amended and restated bylaws, upon the completion of this offering our board of directors will be divided into three classes with staggered three-year terms. Only one class of directors will be elected at each annual meeting of our stockholders, with the other classes continuing for the remainder of their respective three-year terms. Our directors will be divided among the three classes as follows:

the Class I directors will be Ms. Bergeron and Mr. Sisteron, and their terms will expire at the annual meeting of stockholders to be held in 2013;

the Class II directors will be Mr. Dixon and Gen. Pace, and their terms will expire at the annual meeting of stockholders to be held in 2014; and

the Class III directors will be Mr. Courtot, Mr. Hank and Mr. Schmidt, and their terms will expire at the annual meeting of stockholders to be held in 2015.

Any increase or decrease in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors.

This classification of our board of directors may have the effect of delaying or preventing changes in control of our company.

Director Independence

Our board of directors has reviewed the independence of each director. Based on information provided by each director concerning his or her background, employment and affiliations, our board of directors has determined that each of Ms. Bergeron, Mr. Dixon, Mr. Hank, Gen. Pace, Mr. Schmidt and Mr. Sisteron do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is independent as that term is defined under the applicable rules and regulations of the SEC and the listing requirements and rules of the NASDAQ Stock Market. In making these determinations, our board of directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our board of directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director and the transactions involving them described in the section titled Certain Relationships and Related Party Transactions.

Lead Independent Director

Our board of directors has appointed Mr. Dixon to serve as our lead independent director. As lead independent director, Mr. Dixon presides over periodic meetings of our independent directors, serves as a liaison between our Chairman and the independent directors and performs such additional duties as our board of directors may otherwise determine and delegate.

Committees of the Board of Directors

Our board of directors has established an audit committee, a compensation committee and a nominating and governance committee. The composition and responsibilities of each of the

Table of Contents

committees of our board of directors is described below. Members will serve on these committees until their resignation or until as otherwise determined by our board of directors.

Audit Committee

Our audit committee consists of Ms. Bergeron, Mr. Hank and Mr. Sisteron, with Mr. Hank serving as Chairman. The composition of our audit committee meets the requirements for independence under current NASDAQ Stock Market listing standards and SEC rules and regulations. Each member of our audit committee meets the financial literacy requirements of the NASDAQ Stock Market listing standards. In addition, our board of directors has determined that Mr. Hank is an audit committee financial expert within the meaning of Item 407(d) of Regulation S-K under the Securities Act of 1933, as amended, or the Securities Act. Our audit committee will, among other things:

select a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;

help to ensure the independence and performance of the independent registered public accounting firm;

discuss the scope and results of the audit with the independent registered public accounting firm, and review, with management and the independent accountants, our interim and year-end operating results;

develop procedures for employees to submit concerns anonymously about questionable accounting or audit matters;

review our policies on risk assessment and risk management;

review related party transactions;

obtain and review a report by the independent registered public accounting firm at least annually, that describes our internal quality-control procedures, any material issues with such procedures, and any steps taken to deal with such issues; and

approve (or, as permitted, pre-approve) all audit and all permissible non-audit services, other than de minimis non-audit services, to be performed by the independent registered public accounting firm.

Our audit committee will operate under a written charter, to be effective immediately prior to the completion of this offering, that satisfies the applicable rules of the SEC and the listing standards of the NASDAQ Stock Market.

Compensation Committee

Our compensation committee consists of Ms. Bergeron and Mr. Dixon, with Mr. Dixon serving as Chairman. The composition of our compensation committee meets the requirements for independence under current NASDAQ Stock Market listing standards and SEC rules and regulations. Each member of the compensation committee is also a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Exchange Act, and an outside director, as defined pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended, or the Code. The purpose of our compensation committee is to discharge the responsibilities of our board of directors relating to compensation of our executive officers. Our compensation committee will, among other things:

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review, approve and determine, or make recommendations to our board of directors regarding, the compensation of our executive officers;

administer our stock and equity incentive plans;

-100-

Table of Contents

review and approve and make recommendations to our board of directors regarding incentive compensation and equity plans; and

establish and review general policies relating to compensation and benefits of our employees.

Our compensation committee will operate under a written charter, to be effective immediately prior to the completion of this offering, that satisfies the applicable rules of the SEC and the listing standards of the NASDAQ Stock Market.

Nominating and Governance Committee

Our nominating and governance committee consists of Gen. Pace, Mr. Schmidt and Mr. Sisteron, with Mr. Schmidt serving as Chairman. The composition of our nominating and governance committee meets the requirements for independence under current NASDAQ Stock Market listing standards and SEC rules and regulations. Our nominating and governance committee will, among other things:

identify, evaluate and select, or make recommendations to our board of directors regarding, nominees for election to our board of directors and its committees;

evaluate the performance of our board of directors and of individual directors;

consider and make recommendations to our board of directors regarding the composition of our board of directors and its committees;

review developments in corporate governance practices;

evaluate the adequacy of our corporate governance practices and reporting; and

develop and make recommendations to our board of directors regarding corporate governance guidelines and matters.

Our nominating and governance committee will operate under a written charter, to be effective immediately prior to the completion of this offering, that satisfies the applicable rules of the SEC and the listing standards of the NASDAQ Stock Market.

Compensation Committee Interlocks and Insider Participation

None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors or compensation committee.

Non-Employee Director Compensation

Prior to this offering, we had not implemented a formal policy with respect to compensation payable to our non-employee directors for service as directors. From time to time, we have granted stock options to our non-employee directors for their service on our board of directors. We have not paid cash compensation to any of our non-employee directors. We do, however, reimburse our directors for expenses associated with attending meetings of our board and meetings of committees of our board.

The following table provides information regarding stock options granted to certain of our non-employee directors during 2011. We did not pay cash or any other compensation to our non-employee directors during 2011. Directors who are also our employees receive no additional compensation for their service as a director. During 2011, one director, Mr. Courtot, our Chairman, President and Chief Executive Officer, was an employee. Mr. Courtot's compensation is discussed in the section titled Executive Compensation.

Table of Contents**2011 Director Compensation Table**

Name	Option Awards (\$) ⁽¹⁾	Total (\$)
Sandra E. Bergeron	\$ 51,075 ⁽²⁾	\$ 51,075
Donald R. Dixon		
Jeffrey P. Hank		
General Peter Pace		
Alex Pinchev ⁽³⁾	51,075 ⁽⁴⁾	51,075
Howard A. Schmidt		
Yves B. Sisteron		

(1) The dollar amounts in this column represent the compensation cost for the year ended December 31, 2011 of stock option awards granted in 2011. These amounts have been calculated in accordance with Financial Accounting Standards Board, or FASB, Accounting Standards Codification, or ASC, Topic 718, using the Black-Scholes option-pricing model. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. For a discussion of valuation assumptions, see Note 7, Employee Stock and Benefit Plans to our consolidated financial statements included elsewhere in this prospectus.

(2) Ms. Bergeron was granted a stock option to purchase 22,500 shares of common stock pursuant to our 2000 Plan. The shares subject to the option vest over 18 months in equal monthly installments. Ms. Bergeron has exercised these options.

(3) Mr. Pinchev resigned as a member of our board of directors in June 2012.

(4) Mr. Pinchev was granted a stock option to purchase 22,500 shares of common stock pursuant to our 2000 Plan. The shares subject to the option vest over 18 months in equal monthly installments. Mr. Pinchev has exercised these options.

On April 30, 2012, Gen. Pace was granted a stock option covering 22,500 shares of common stock with a vesting commencement date of May 18, 2012 and an exercise price per share of \$8.40. This option is scheduled to vest, subject to Gen. Pace's continued service to us, as to 1/18th of the total shares on each monthly anniversary of the vesting commencement date. This option was granted pursuant to our 2000 Plan and an individual stock option agreement.

On June 6, 2012, Ms. Bergeron was granted a stock option covering 22,500 shares of common stock with a vesting commencement date of July 1, 2012 and an exercise price per share of \$8.90. This option is scheduled to vest, subject to Ms. Bergeron's continued service to us, as to 1/18th of the total shares on each monthly anniversary of the vesting commencement date. This option was granted pursuant to our 2000 Plan and an individual stock option agreement.

On June 18, 2012, Mr. Schmidt was granted a stock option covering 45,000 shares of common stock with a vesting commencement date of June 18, 2012 and an exercise price per share of \$8.90. This option is scheduled to vest, subject to Mr. Schmidt's continued service to us, as to 1/36th of the total shares on each monthly anniversary of the vesting commencement date. This option was granted pursuant to our 2000 Plan and an individual stock option agreement.

Following the completion of this offering, we intend to implement a formal policy pursuant to which our non-employee directors will be eligible to receive equity awards and annual cash retainers as compensation for service on our board of directors and committees of our board of directors.

Table of Contents**EXECUTIVE COMPENSATION****2011 Summary Compensation Table**

The following table provides information regarding the compensation of our named executive officers during 2011.

Name and Principal Position	Year	Salary (\$)	Option Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)	Total (\$)
Philippe F. Courtot Chairman, President and Chief Executive Officer	2011	\$ 300,000	\$	\$ 103,500	\$ 403,500
Donald C. McCauley Chief Financial Officer	2011	300,000	340,500 ⁽²⁾	77,625	718,125
Peter Albert ⁽³⁾ Vice President, Operations	2011	143,205	350,859 ⁽⁴⁾	42,692	536,757

(1) The dollar amounts in this column represent the compensation cost for 2011 of stock option awards granted in 2011. These amounts have been calculated in accordance with FASB ASC Topic 718, using the Black-Scholes option-pricing model. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. For a discussion of valuation assumptions, see Note 7, Employee Stock and Benefit Plans to our consolidated financial statements included elsewhere in this prospectus.

(2) Mr. McCauley's option vests over two years in equal monthly installments. The option is subject to an early exercise right and may be exercised in full prior to the vesting of the shares underlying the option.

(3) Mr. Albert became our Vice President, Operations in April 2011.

(4) Mr. Albert's option vests over four years in equal monthly installments. The option is subject to an early exercise right and may be exercised in full prior to the vesting of the shares underlying the option.

Non-Equity Incentive Plan Compensation

We provide our named executive officers with an opportunity to receive quarterly formula-based incentive amounts.

2011 Non-Equity Incentive Payments

For 2011, the target incentive amounts and the aggregate annual payments (paid on a quarterly basis) earned by our named executive officers under our 2011 Corporate Bonus Plan were the following:

Named Executive Officer	Target Award Opportunity	Actual Award Amount
Philippe F. Courtot	\$ 120,000	\$ 103,500
Donald C. McCauley	90,000	77,625
Peter Albert	60,000	42,962

The amount of the incentive payment was determined based on the growth in our bookings for the applicable quarter over the same quarter of the prior year. This bookings metric is calculated as the sum of the amounts of all new, renewal and upsell subscriptions purchased by customers and channel partners in each quarter. A named executive officer's quarterly incentive payment is paid at 100% of target if the bookings metric for the applicable quarter equals or exceeds a certain target threshold as compared to the same quarter in the prior year. The quarterly incentive amount scales down to 25% of target if the bookings metric for the applicable quarter equals a minimum target threshold as compared to the same quarter in the prior year, and is zero if such minimum target threshold is not reached. To

Table of Contents

be eligible for a quarterly incentive payment under our 2011 Corporate Bonus Plan, an individual must be employed as of the last day of the quarter.

Executive Employment Arrangements

Philippe F. Courtot

We entered into an offer letter agreement on December 7, 2000 with Philippe F. Courtot, our Chairman, President and Chief Executive Officer. The offer letter agreement has no specific term and constitutes at-will employment. Mr. Courtot's current annual base salary is \$300,000 and he is eligible for annual incentive payments equal to 40% of his base salary pursuant to our 2012 Corporate Bonus Plan.

Mr. Courtot holds one stock option that remains partially unvested. This option was granted on December 3, 2009 covering 1,053,235 shares with a vesting commencement date of January 25, 2011 and an exercise price per share of \$3.80. This option is scheduled to vest, subject to Mr. Courtot's continued employment, as to 1/4~~8~~ of the total shares on each monthly anniversary of the vesting commencement date and is early-exercisable as to unvested shares, subject to our right to repurchase any unvested shares upon termination of employment for any reason at a repurchase price per share equal to the lesser of the original purchase price per share or the fair market value per share on the termination of employment date. This option was granted pursuant to our 2000 Plan and an individual stock option agreement thereunder.

Mr. Courtot's option provides that if within 12 months following a change of control (as defined in his stock option grant notice), his employment is terminated without cause (as defined in his stock option grant notice) or he resigns for good reason (as defined in his stock option grant notice), then, in each case, subject to the execution of a release of claims, he receives 100% vesting acceleration of such option. In addition, as described further below under Employee Benefit and Stock Plans 2000 Equity Incentive Plan, as amended, (i) upon a change in control transaction where the acquiring entity does not assume or substitute for our outstanding stock options, and (ii) after the effective date of this offering, upon an acquisition by any person of securities representing at least 50% of the combined voting power entitled to vote for directors, Mr. Courtot's outstanding and unvested option fully accelerates, in each case, subject to Mr. Courtot's continuous employment through the applicable transaction.

Donald C. McCauley

We entered into an offer letter agreement on February 7, 2006, which we amended September 7, 2012, with Donald C. McCauley, our Chief Financial Officer. The offer letter agreement has no specific term and constitutes at-will employment. Mr. McCauley's current annual base salary is \$300,000 and he is eligible for annual incentive payments equal to 30% of his base salary pursuant to our 2012 Corporate Bonus Plan. Mr. McCauley's offer letter provides that if his employment is terminated without cause, then, subject to execution of a release of claims, Mr. McCauley receives a lump sum severance payment equal to six months of his then-current base salary and six months of Company paid COBRA coverage.

Mr. McCauley holds one stock option that remains partially unvested. This option was granted on February 3, 2011 covering 150,000 shares with a vesting commencement date of February 29, 2012 and an exercise price per share of \$4.40. This option is scheduled to vest, subject to Mr. McCauley's continued employment, as to 1/2⁴ of the total shares on each monthly anniversary of the option's vesting commencement date and is early-exercisable as to unvested shares, subject to our right to repurchase any unvested shares upon termination of employment for any reason at a repurchase price per share equal to the lesser of the original purchase price per share or the fair market value per share on the termination of employment date. These options were granted pursuant to our 2000 Plan and an individual stock option agreement thereunder.

Table of Contents

Mr. McCauley's option grant provides that if he is our employee, or an employee of a parent or subsidiary of ours, on the date of the consummation of an acquisition (as defined in his stock option grant notice), he receives 100% vesting acceleration of such option. In addition, as described further below under Employee Benefit and Stock Plans 2000 Equity Incentive Plan, as amended, (i) upon a change in control transaction where the acquiring entity does not assume or substitute for our outstanding stock options, and (ii) after the effective date of this offering, upon an acquisition by any person of securities representing at least 50% of the combined voting power entitled to vote for directors, Mr. McCauley's outstanding and unvested options fully accelerate, in each case, subject to Mr. McCauley's continuous employment through the applicable transaction.

Peter Albert

We entered into an offer letter agreement on April 14, 2011 with Peter Albert, our Vice President, Operations. The offer letter agreement has no specific term and constitutes at-will employment. Mr. Albert's current annual base salary is \$200,000 and he is eligible for annual incentive payments equal to 30% of his base salary pursuant to our 2012 Corporate Bonus Plan.

Mr. Albert holds one stock option that remains partially unvested. This option was granted on April 28, 2011 covering 142,394 shares with a vesting commencement date of April 14, 2011 and an exercise price per share of \$4.80. This option is scheduled to vest, subject to Mr. Albert's continued employment, as to 1/48th of the total shares on each monthly anniversary of the vesting commencement date and is early-exercisable as to unvested shares, subject to our right to repurchase any unvested shares upon termination of employment for any reason at a repurchase price per share equal to the lesser of the original purchase price per share or the fair market value per share on the termination of employment date. This option was granted pursuant to our 2000 Plan and an individual stock option agreement thereunder.

Mr. Albert's option grant provides that if within 12 months following the consummation of an acquisition (as defined in his stock option grant notice), his employment is terminated without cause (as defined in his stock option grant notice) or he resigns for good reason (as defined in his stock option grant notice), then, in each case, subject to the execution of a release of claims, he receives 50% vesting acceleration of the then unvested shares subject to the option. In addition, as described further below under Employee Benefit and Stock Plans 2000 Equity Incentive Plan, as amended, (i) upon a change in control transaction where the acquiring entity does not assume or substitute for stock options, and (ii) after the effective date of this offering, upon an acquisition by any person of securities representing at least 50% of the combined voting power entitled to vote for directors, Mr. Albert's outstanding and unvested options fully accelerate, in each case, subject to Mr. Albert's continuous employment through the applicable transaction.

Table of Contents**Outstanding Equity Awards at Fiscal Year-End**

The following table presents information concerning equity awards held by our named executive officers as of December 31, 2011.

Name	Vesting Commencement Date	Option Awards Number of Securities Underlying Unexercised Options ⁽¹⁾		Option Exercise Price (\$)	Option Expiration Date
		Exercisable	Unexercisable		
Philippe F. Courtot.	1/25/2007	935,782		\$ 1.90	1/24/2017
	1/25/2011	1,053,235 ⁽²⁾		3.80	12/2/2019
Donald C. McCauley	2/28/2006	91,838		1.40	6/29/2016
	2/28/2010	150,000		2.80	5/7/2019
	2/29/2012	150,000 ⁽³⁾		4.40	2/2/2021
Peter Albert	4/14/2011	142,394 ⁽⁴⁾		4.80	4/27/2021

(1) The options listed are subject to an early exercise right and may be exercised in full prior to vesting of the shares underlying the option.

(2) 1/48th of the total number of shares subject to this stock option vest monthly starting on the one month anniversary of the vesting commencement date. 100% of the unvested options will accelerate if, within 12 months following a change of control, Mr. Courtot resigns from his employment for good reason or is terminated without cause.

(3) 1/24th of the total number of shares subject to this stock option vest monthly starting on the one month anniversary of the vesting commencement date. 100% of the unvested shares subject to the option will accelerate upon an acquisition.

(4) 1/48th of the total number of shares subject to this stock option vest monthly starting on the one month anniversary of the vesting commencement date. 50% of the unvested shares subject to the option will accelerate if, within 12 months following an acquisition, Mr. Albert resigns from his employment for good reason or is terminated without cause.

Employee Benefit and Stock Plans**2012 Equity Incentive Plan**

Our board of directors adopted our 2012 Plan and our stockholders approved our 2012 Plan. Our 2012 Plan will be effective upon the later to occur of its adoption by our board of directors or one business day prior to the effective date of the registration statement of which this prospectus forms a part. Our 2012 Plan will provide for the grant of incentive stock options, within the meaning of Section 422 of the Code, to our employees and any parent and subsidiary corporations' employees, and for the grant of nonstatutory stock options, restricted stock, restricted stock units, stock appreciation rights, performance units and performance shares to our employees, directors and consultants and our parent and subsidiary corporations' employees and consultants.

Authorized Shares

A total of 3,050,000 shares of our common stock have been reserved for issuance pursuant to our 2012 Plan, of which no awards are issued and outstanding. The number of shares available for issuance under our 2012 Plan will also include an annual increase on the first day of each fiscal year of the company beginning with our 2014 fiscal year, equal to the least of:

3,050,000 shares;

5% of the outstanding shares of common stock as of the last day of our immediately preceding fiscal year; or

such other amount as our board of directors may determine.

Table of Contents

Plan Administration

Our board of directors or one or more committees appointed by our board of directors will administer our 2012 Plan. The compensation committee of our board of directors will administer our 2012 Plan. In the case of an award intended to qualify as performance-based compensation within the meaning of Section 162(m) of the Code, or Section 162(m), the committee will consist of two outside directors within the meaning of Section 162(m). In addition, if we determine it is desirable to qualify transactions under our 2012 Plan as exempt under Rule 16b-3 of the Exchange Act, or Rule 16b-3, such transactions will be structured to satisfy the requirements for exemption under Rule 16b-3. Subject to the provisions of our 2012 Plan, the administrator will have the power to administer the plan, including but not limited to the power to interpret the terms of our 2012 Plan and awards granted under it, to create, amend and revoke rules relating to the administration of our 2012 Plan, including creating sub-plans, and to determine the terms of the awards, including the exercise price, the number of shares subject to each such award, the exercisability of the awards, and the form of consideration, if any, payable upon exercise. The administrator will also have the authority to amend existing awards to reduce or increase their exercise price, to allow participants the opportunity to transfer outstanding awards to a financial institution or other person or entity selected by the administrator, and to institute an exchange program by which outstanding awards may be surrendered in exchange for awards of the same type which may have a higher or lower exercise price or different terms, awards of a different type and/or cash.

Stock Options

Our 2012 Plan provides for the granting of stock options. Our 2012 Plan provides that the exercise price of options granted there under must at least be equal to the fair market value of our common stock on the date of grant. Our 2012 Plan also provides that the term of an incentive stock option may not exceed 10 years, except that with respect to any participant who owns more than 10% of the voting power of all classes of our outstanding stock, the term must not exceed 5 years and the exercise price must equal at least 110% of the fair market value on the grant date. The administrator will determine the methods of payment of the exercise price of an option, which may include cash, shares or other property acceptable to the administrator, as well as other types of consideration permitted by applicable law. Our 2012 Plan also provides that after the termination of service of an employee, director or consultant, he or she may exercise his or her option for the period of time stated in his or her option agreement. Generally, if termination is due to death or disability, the option will remain exercisable for 12 months. In all other cases, the option will generally remain exercisable for three months following the termination of service. However, under our 2012 Plan, in no event may an option be exercised later than the expiration of its term. Subject to the provisions of our 2012 Plan, the administrator determines the other terms of options.

Stock Appreciation Rights

Our 2012 Plan provides for the granting of stock appreciation rights. Stock appreciation rights allow the recipient to receive the appreciation in the fair market value of our common stock between the exercise date and the date of grant. Stock appreciation rights may not have a term exceeding 10 years. After the termination of service of an employee, director or consultant, he or she may exercise his or her stock appreciation right for the period of time stated in his or her agreement. However, in no event may a stock appreciation right be exercised later than the expiration of its term. Subject to the provisions of our 2012 Plan, the administrator determines the other terms of stock appreciation rights, including when such rights become exercisable and whether to pay any increased appreciation in cash or with shares of our common stock, or a combination thereof, except that the per share exercise price for the shares to be issued pursuant to the exercise of a stock appreciation right will be no less than 100% of the fair market value per share on the date of grant.

Table of Contents

Restricted Stock

Our 2012 Plan provides for the granting of restricted stock. Restricted stock awards are grants of shares of our common stock that vest in accordance with terms and conditions established by the administrator. The administrator will determine the number of shares of restricted stock granted to any employee, director or consultant and, subject to the provisions of our 2012 Plan, will determine the terms and conditions of such awards. The administrator may impose whatever conditions to vesting it determines to be appropriate (for example, the administrator may set restrictions based on the achievement of specific performance goals or continued service to us); provided, however, that the administrator, in its sole discretion, may accelerate the time at which any restrictions will lapse or be removed. Recipients of restricted stock awards generally will have voting and dividend rights with respect to such shares upon grant without regard to vesting, unless the administrator provides otherwise. Shares of restricted stock that do not vest are subject to our right of repurchase or forfeiture.

Restricted Stock Units

Our 2012 Plan provides for the granting of restricted stock units. Restricted stock units are bookkeeping entries representing an amount equal to the fair market value of one share of our common stock. Subject to the provisions of our 2012 Plan, the administrator determines the terms and conditions of restricted stock units, including the vesting criteria (which may include accomplishing specified performance criteria or continued service to us) and the form and timing of payment. Notwithstanding the foregoing, the administrator, in its sole discretion may accelerate the time at which any restrictions will lapse or be removed.

Performance Units and Performance Shares

Our 2012 Plan provides for the granting of performance units and performance shares. Performance units and performance shares are awards that will result in a payment to a participant only if performance goals established by the administrator are achieved or the awards otherwise vest. The administrator will establish organizational or individual performance goals or other vesting criteria in its discretion, which, depending on the extent to which they are met, will determine the number and/or the value of performance units and performance shares to be paid out to participants. After the grant of a performance unit or performance share, the administrator, in its sole discretion, may reduce or waive any performance criteria or other vesting provisions for such performance units or performance shares. Performance units shall have an initial dollar value established by the administrator prior to the grant date. Performance shares shall have an initial value equal to the fair market value of our common stock on the grant date. The administrator, in its sole discretion, may pay earned performance units or performance shares in the form of cash, shares or in some combination thereof.

Outside Directors

Our 2012 Plan provides that all non-employee directors are eligible to receive all types of awards (except for incentive stock options) under our 2012 Plan. In connection with this offering, we intend to implement a formal policy pursuant to which our non-employee directors will be eligible to receive equity awards under our 2012 Plan.

Non-Transferability of Awards

Unless the administrator provides otherwise, our 2012 Plan generally does not allow for the transfer of awards and only the recipient of an award may exercise an award during his or her lifetime.

Table of Contents

Certain Adjustments

In the event of certain changes in our capitalization, to prevent diminution or enlargement of the benefits or potential benefits available under our 2012 Plan, the administrator will adjust the number and class of shares that may be delivered under our 2012 Plan and/or the number, class and price of shares covered by each outstanding award, and the numerical share limits set forth in our 2012 Plan. In the event of our proposed liquidation or dissolution, the administrator will notify participants as soon as practicable and all awards will terminate immediately prior to the consummation of such proposed transaction.

Merger or Change in Control

Our 2012 Plan provides that in the event of a merger or change in control, as defined under our 2012 Plan, each outstanding award will be treated as the administrator determines, except that if a successor corporation or its parent or subsidiary does not assume or substitute an equivalent award for any outstanding award, then such award will fully vest, all restrictions on such award will lapse, all performance goals or other vesting criteria applicable to such award will be deemed achieved at 100% of target levels and such award will become fully exercisable, if applicable, for a specified period prior to the transaction. The award will then terminate upon the expiration of the specified period of time. If the service of an outside director is terminated on or following a change of control, other than pursuant to a voluntary resignation, his or her options, restricted stock units and stock appreciation rights, if any, will vest fully and become immediately exercisable, all restrictions on his or her restricted stock will lapse, and all performance goals or other vesting requirements for his or her performance shares and units will be deemed achieved at 100% of target levels, and all other terms and conditions met.

Amendments; Terminations

The administrator will have the authority to amend, suspend or terminate our 2012 Plan provided such action does not impair the existing rights of any participant. Our 2012 Plan automatically terminates in 2022, unless we terminate it sooner.

2000 Equity Incentive Plan, as amended

Our board of directors adopted our 2000 Plan in February 2000 and our stockholders approved it in February 2000. The term of our 2000 Plan was extended by our board of directors and our stockholders on January 29, 2010. Our 2000 Plan was most recently amended on June 6, 2012.

Authorized Shares

Our 2000 Plan will be terminated in connection with this offering and, accordingly, no shares will be available for issuance under this plan after the completion of this offering. Our 2000 Plan will continue to govern outstanding awards granted thereunder. An aggregate of 11,987,853 shares of our common stock have been reserved for issuance under our 2000 Plan. Our 2000 Plan provides for the grant of incentive stock options, nonstatutory stock options, stock bonuses and rights to acquire restricted stock. As of June 30, 2012, options to purchase 6,786,082 shares of our common stock were outstanding under our 2000 Plan and options to purchase 180,150 shares of our common stock were granted after June 30, 2012 under our 2000 Plan.

Table of Contents

Plan Administration

Our board of directors or one or more committees comprised of one or more members of our board of directors appointed by our board of directors administers our 2000 Plan. Our compensation committee will administer our 2000 Plan. The committee will consist of two or more outside directors within the meaning of Section 162(m) of the Code, and/or two or more non-employee directors within the meaning of Rule 16b-3, and, within the limits under our 2000 Plan, the board of directors or the compensation committee may delegate administrative authority under our 2000 Plan. Subject to the provisions of our 2000 Plan, the administrator has the power to administer the plan, including but not limited to, the power to interpret the terms of our 2000 Plan and awards granted under it, create, amend and revoke rules for the administration of our 2000 Plan and to determine which persons receive awards, when and how awards will be granted, what type of awards will be granted, the provisions of each award, and the number of shares awarded to each person. The administrator may correct any defect, omission or inconsistency in our 2000 Plan or in any award agreement. The administrator also has the authority to amend existing awards to reduce or increase their exercise price, to allow participants the opportunity to transfer outstanding awards to a financial institution or other person or entity selected by the administrator and to institute an exchange program by which outstanding awards may be surrendered in exchange for awards of the same type which may have with a higher or lower exercise price or different terms, awards of a different type and/or cash.

Stock Options

Stock options may be granted under our 2000 Plan. The exercise price per share of all options must equal at least 100% of the fair market value per share of our common stock on the date of grant. The term of an option may not exceed 10 years. An incentive stock option held by a participant who owns more than 10% of the total combined voting power of all classes of our stock, or that of any parent or subsidiary corporations, may not have a term in excess of five years and must have an exercise price of at least 110% of the fair market value per share of our common stock on the date of grant. The purchase price of shares acquired on exercise of an option will be paid, to the extent permitted by applicable laws, either in cash or, at the discretion of the administrator, in other forms of legal consideration that may be acceptable to the administrator. After the termination of service of an employee, director or consultant, the participant may exercise his or her option, to the extent vested as of such date of termination, for three months following termination (or such longer or shorter period specified in an option agreement, which period will not be less than 30 days prior to the effective date of this offering). If termination is due to disability or death, the option will remain exercisable, to the extent vested as of such date of termination, for 12 months in the case of disability and 18 months in the case of death (or, in each case, such longer or shorter period specified in a stock option agreement). However, in no event may an option be exercised after its expiration. Subject to the provisions of our 2000 Plan, the administrator determines the other terms of options.

Stock Bonuses

Stock bonuses may be granted under our 2000 Plan. Stock bonus awards are grants of shares of our common stock that are subject to various restrictions, including restrictions on transferability and forfeiture provisions. A stock bonus may be awarded in consideration for past services actually rendered. Shares subject to stock bonuses will vest, and the restrictions on such shares will lapse, in accordance with terms and conditions established by the administrator and set forth in a stock bonus agreement.

Restricted Stock

Restricted stock may be granted under our 2000 Plan. Restricted stock awards are grants of shares of our common stock that are subject to various restrictions, including restrictions on transferability and forfeiture provisions. Shares of restricted stock will vest, and the restrictions on such

Table of Contents

shares will lapse, in accordance with terms and conditions established by the administrator and set forth in a restricted stock purchase agreement.

Transferability of Awards

Our 2000 Plan generally does not allow for the transfer of awards and only the recipient of an option may exercise such an award during his or her lifetime. The administrator may allow nonstatutory stock options to be transferrable to the extent provided in the option agreement, and prior to the completion of this offering, to the extent permitted by applicable laws.

Capitalization Adjustment

In the event of certain changes in our capitalization, our 2000 Plan will be appropriately adjusted in the class(es) and maximum number of shares subject to our 2000 Plan and any maximum share limitations, and the outstanding awards will be adjusted in the class(es) and number of securities and price per share subject to such outstanding awards. In the event of our proposed liquidation or dissolution, all outstanding awards terminate immediately prior to such event.

Change in Control

Our 2000 Plan provides that in the event of change in control through the sale, lease or other disposition of all or substantially all of our assets, our consolidation or merger or other corporate reorganization in which our shareholders immediately before the transaction own less than 50% of the outstanding voting power of the surviving entity (or its parent) following the transaction, or a transaction or series of transactions in which in excess of 50% of our outstanding voting power is transferred, as described in our 2000 Plan, each outstanding award will be assumed or substituted by the surviving or acquiring entity for an equivalent award. In the event that awards are not assumed or substituted, then with respect to awards held by participants whose continuous service with us has not terminated, the vesting of such awards (and, if applicable, the time during which such awards may be exercised) will be accelerated in full, and the awards will terminate if not exercised (if applicable) at or prior to a time established by the administrator. With respect to any other awards outstanding under our 2000 Plan, such awards will terminate if not exercised (if applicable) at or prior to such event. Our 2000 Plan also provides that after the listing of our common stock on an exchange, in the event of an acquisition of the beneficial ownership of securities representing at least 50% of the combined voting power entitled to vote on directors, then with respect to awards held by participants whose continuous service with us has not terminated, the vesting of such awards (and, if applicable, the time during which such awards may be exercised) will be accelerated in full.

Amendments; Terminations

The administrator may amend, suspend or terminate our 2000 Plan at any time, provided that such action will not impair the existing rights of any participant unless such participant consents in writing. As noted above, in connection with this offering, our 2000 Plan will be terminated and no further awards will be granted thereunder. All outstanding awards will continue to be governed by their existing terms.

2012 Corporate Bonus Plan

We sponsor and maintain a 2012 Corporate Bonus Plan, or our 2012 Bonus Plan, for the benefit of our officers and other employees that are designated as participants in our 2012 Bonus Plan. Our 2012 Bonus Plan is effective for the 2012 calendar year. Each calendar quarter is a separate bonus period. The 2012 Bonus Plan provides for quarterly formula-based incentive payments. The amount of each incentive payment is determined based on the growth in our bookings for the applicable quarter over the same quarter of the prior year. This bookings metric is calculated as the sum of the amounts

Table of Contents

of all new, renewal and upsell subscriptions purchased by customers and channel partners in each quarter. A participant's quarterly bonus is paid at 100% of target if the bookings metric for the applicable quarter equals or exceeds a certain target threshold as compared to the same quarter in the prior year, and is zero if such minimum target threshold is not reached. The quarterly bonus scales down to 25% of target if the bookings metric for the applicable quarter equals a minimum target threshold as compared to the same quarter in the prior year. To be eligible for a quarterly payment under our 2012 Corporate Bonus Plan, an individual must be employed as of the last day of the quarter.

401(k) Plan

We maintain a tax-qualified retirement plan that provides eligible employees with an opportunity to save for retirement on a tax advantaged basis. All participants' interests in their deferrals are 100% vested when contributed. In 2011 and for the six months ended June 30, 2012, we made no matching contributions into the 401(k) plan. Pre-tax contributions are allocated to each participant's individual account and are then invested in selected investment alternatives according to the participants' directions. The 401(k) plan is intended to qualify under Sections 401(a) and 501(a) of the Code. As a tax-qualified retirement plan, contributions to the 401(k) plan and earnings on those contributions are not taxable to the employees until distributed from the 401(k) plan, and all contributions are deductible by us when made.

Table of Contents

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

In addition to the compensation arrangements and indemnification arrangements discussed above in the sections titled **Management and Executive Compensation** and the registration rights described in the section titled **Description of Capital Stock Registration Rights**, the following is a description of each transaction since January 1, 2009 and each currently proposed transaction in which:

we have been or are to be a participant;

the amount involved exceeded or exceeds \$120,000; and

any of our directors, executive officers or holders of more than 5% of our capital stock, or any immediate family member of or person sharing the household with any of these individuals, had or will have a direct or indirect material interest.

Investor Rights Agreement

On July 12, 2005, we entered into an Amended and Restated Investor Rights Agreement with the holders of our outstanding preferred stock, including entities with which certain of our directors are affiliated. As of June 30, 2012, the holders of 17,361,105 shares of our common stock, including our common stock issuable after giving effect to the automatic conversion of all outstanding shares of our convertible preferred stock into common stock, are entitled to rights with respect to the registration of their shares following this offering under the Securities Act. See the section titled **Description of Capital Stock Registration Rights** for additional information.

Right of First Refusal and Co-Sale Agreement

We are a party to a right of first refusal and co-sale agreement which imposes restrictions on the transfer of our capital stock. Upon the completion of this offering, the right of first refusal and co-sale agreement will terminate and the restrictions on the transfer of our capital stock set forth in the agreement will no longer apply.

Voting Agreement

We are a party to a voting agreement under which certain holders of our capital stock, including entities with which Donald R. Dixon and Yves B. Sisteron, members of our board of directors, are affiliated, have agreed to vote in a certain way on certain matters, including with respect to the election of directors. Messrs. Dixon and Sisteron were elected to our board of directors pursuant to this voting agreement as representatives of our preferred stockholders. Upon the completion of this offering, the voting agreement will terminate and none of our stockholders will have any special rights regarding the election or designation of members of our board of directors or the voting of capital stock of the company.

Secured Promissory Notes

On July 30, 2009, we repaid \$1,496,925 to each of Mai Courtot, the wife of our Chairman, President and Chief Executive Officer, Philippe F. Courtot, and Trident Capital, Inc. and certain of its affiliates, entities affiliated with Donald R. Dixon, a member of our board of directors, pursuant to secured promissory notes each dated as of July 12, 2005. These secured promissory notes bore interest at a rate of 7.75% per annum.

Table of Contents

The following table summarizes the repayments to Ms. Courtot and Trident Capital, Inc. and certain of its affiliates:

Name	Aggregate Repayment
Mai Courtot	\$ 1,496,925
Trident Capital, Inc. ⁽¹⁾	\$ 1,496,925

⁽¹⁾ Includes \$7,437 repaid to Trident Capital Fund-V Affiliates Fund (Q), L.P., \$7,794 repaid to Trident Capital Fund-V Affiliates Fund, L.P., \$101,880 repaid to Trident Capital Parallel Fund-V, C.V., \$38,814 repaid to Trident Capital Fund-V Principals Fund, L.P. and \$1,341,000 repaid to Trident Capital Fund-V, L.P.

Warrant Exercises

In March 2011, Mai Courtot, the wife of our Chairman, President and Chief Executive Officer, Philippe F. Courtot, elected to purchase 4,093 shares of our Series C preferred stock at a price of \$3.76 per share pursuant to a warrant dated May 19, 2006 for a total purchase price of \$15,385 and elected to purchase 30,754 shares of our Series C preferred stock at a purchase price of \$3.66 per share pursuant to a warrant dated July 12, 2005 for a total purchase price of \$112,500.

Offer Letter Agreements

In addition to the offer letter agreements discussed in the section titled **Executive Compensation Executive Employment Arrangements**, we have entered into offer letter agreements with the following individuals.

Amer S. Deeba

We entered into an offer letter agreement on September 4, 2001 with Amer S. Deeba, our Chief Marketing Officer. The offer letter agreement has no specific term and constitutes at-will employment. Mr. Deeba's current annual base salary is \$200,000 and he is eligible for an annual performance-based compensation payment of 30% of his base salary.

Mr. Deeba holds two stock options that remain partially unvested. These stock options were granted on November 5, 2010 covering 50,000 shares, with a vesting commencement date of November 5, 2010 and an exercise price per share of \$4.10 and on April 30, 2012 covering 40,000 shares, with a vesting commencement date of April 30, 2012 and an exercise price per share of \$8.40. These options are scheduled to vest, subject to Mr. Deeba's continued employment, as to 1/24 of the total shares on each monthly anniversary of the respective vesting commencement date and are early-exercisable as to unvested shares, subject to our right to repurchase any unvested shares on a termination of employment for any reason at a repurchase price per share equal to the lesser of the original purchase price per share or the fair market value per share on the termination of employment date. These options were granted pursuant to our 2000 Plan and individual stock option agreements.

Sumedh S. Thakar

We entered into an offer letter agreement on January 20, 2003 with Sumedh S. Thakar, our Vice President, Engineering. The offer letter agreement has no specific term and constitutes at-will employment. Mr. Thakar's current annual base salary is \$200,000 and he is eligible for an annual performance-based compensation payment of 30% of his base salary.

Mr. Thakar holds five stock options that remain partially unvested. These stock options were granted on January 28, 2009 covering 5,000 shares with a vesting commencement date of December 16, 2008 and an exercise price per share of \$2.80, on May 7, 2010 covering 5,000 shares with a vesting commencement date of December 16, 2009 and an exercise price per share of \$4.10,

Table of Contents

on February 3, 2011 covering 50,000 shares with a vesting commencement date of December 1, 2010 and an exercise price per share of \$4.40, on November 4, 2011 covering 20,000 shares with a vesting commencement date of November 4, 2011 and an exercise price per share of \$5.90 and on April 30, 2012 covering 50,000 shares with a vesting commencement date of April 30, 2012 and an exercise price per share of \$8.40. These options are scheduled to vest, subject to Mr. Thakar's continued employment, as to 1/4th of the total shares on each monthly anniversary of the respective vesting commencement date and are early-exercisable as to unvested shares, subject to our right to repurchase any unvested shares on a termination of employment for any reason at a repurchase price per share equal to the lesser of the original purchase price per share or the fair market value per share on the termination of employment date. These options were granted pursuant to our 2000 Plan and individual stock option agreements.

John N. Wilson

We entered into an offer letter agreement on August 25, 2010 with John N. Wilson, our Executive Vice President, Worldwide Field Operations. The offer letter agreement has no specific term and constitutes at-will employment. Mr. Wilson's current annual base salary is \$200,000 and he is eligible for quarterly payments of \$43,750 in sales commissions.

Mr. Wilson holds two stock options that remain partially unvested. These stock options were granted on November 5, 2010 covering 180,591 shares with a vesting commencement date of October 29, 2010 and an exercise price per share of \$4.10 and on November 4, 2011 covering 20,000 shares with a vesting commencement date of November 4, 2011 and an exercise price per share of \$5.90. These options are scheduled to vest, subject to Mr. Wilson's continued employment, as to 1/3rd for the November 5, 2010 grant and 1/48th for the November 4, 2011 grant of the total shares on each monthly anniversary of the respective vesting commencement date and are early-exercisable as to unvested shares, subject to our right to repurchase any unvested shares on a termination of employment for any reason at a repurchase price per share equal to the lesser of the original purchase price per share or the fair market value per share on the termination of employment date. These options were granted pursuant to our 2000 Plan and individual stock option agreements.

Bruce K. Posey

We entered into an offer letter agreement on May 8, 2012 with Bruce K. Posey, our Vice President, General Counsel and Corporate Secretary. The offer letter agreement has no specific term and constitutes at-will employment. Mr. Posey's current annual base salary is \$250,000 and he is eligible for an annual performance-based compensation payment of 30% of his base salary.

Mr. Posey holds one stock option grant that remains unvested. This stock option was granted on June 6, 2012 covering 148,093 shares, with a vesting commencement date of May 21, 2012 and an exercise price per share of \$8.90. This option grant is scheduled to vest, subject to Mr. Posey's continued employment, as to 1/4th of the total shares on each monthly anniversary of the vesting commencement date and is early-exercisable as to unvested shares, subject to our right to repurchase any unvested shares on a termination of employment for any reason at a repurchase price per share equal to the lesser of the original purchase price per share or the fair market value per share on the termination of employment date. This option was granted pursuant to our 2000 Plan and an individual stock option agreement.

Other Transactions

We have granted stock options to our executive officers and certain of our directors. See the sections titled "Executive Compensation 2011 Summary Compensation Table" and "Management 2011 Director Compensation Table" for additional information.

Table of Contents

We have entered into change in control arrangements with certain of our executive officers that, among other things, provide for certain severance and change in control benefits. See the section titled **Executive Compensation** **Executive Employment Arrangements** for additional information.

Other than as described in this section titled **Certain Relationships and Related Party Transactions**, since January 1, 2009, we have not entered into any transactions, nor are there any currently proposed transactions, between us and a related party where the amount involved exceeds, or would exceed, \$120,000, and in which any related person had or will have a direct or indirect material interest. We believe the terms of the transactions described above were comparable to terms we could have obtained in arm's length dealings with unrelated third parties.

Limitation of Liability and Indemnification of Officers and Directors

We will agree to indemnify our officers and directors for certain matters pursuant to our amended and restated certificate of incorporation and amended and restated bylaws, each of which will become effective upon the completion of this offering, as well as pursuant to indemnification agreements that we will enter into with each of our officers and directors prior to the completion of this offering. See the section titled **Description of Capital Stock** **Limitation of Liability and Indemnification of Officers and Directors** for additional information.

Policies and Procedures for Related Party Transactions

Following the completion of this offering, the audit committee will have the primary responsibility for reviewing and approving or disapproving related party transactions, which are transactions between us and related persons in which the aggregate amount involved exceeds or may be expected to exceed \$120,000 and in which a related person has or will have a direct or indirect material interest. For purposes of this policy, a related person will be defined as a director, executive officer, nominee for director, or greater than 5% beneficial owner of our common stock, in each case since the beginning of the most recently completed year, and their immediate family members. Our audit committee charter will provide that the audit committee shall review and approve or disapprove any related party transactions. As of the date of this prospectus, we have not adopted any formal standards, policies or procedures governing the review and approval of related party transactions, but we expect that our audit committee will do so in the future.

Table of Contents

PRINCIPAL AND SELLING STOCKHOLDERS

The following table sets forth information regarding beneficial ownership of our common stock as of August 31, 2012, as adjusted to reflect the shares of common stock to be issued and sold by us in this offering, by:

each of our executive officers;

each of our directors;

all executive officers and directors as a group;

each person or group of affiliated persons known by us to be the beneficial owner of more than 5% of our common stock; and

each of the selling stockholders.

We have determined beneficial ownership in accordance with the rules of the SEC. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially own, subject to community property laws where applicable. We have deemed shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of August 31, 2012 to be outstanding and to be beneficially owned by the person holding the option for the purpose of computing the percentage ownership of that person but have not treated them as outstanding for the purpose of computing the percentage ownership of any other person.

We have based percentage ownership of our common stock prior to this offering on 23,524,813 shares of our common stock outstanding as of August 31, 2012, which includes 17,597,258 shares of common stock resulting from the automatic conversion of all outstanding shares of our convertible preferred stock upon the completion of this offering, as if this conversion had occurred as of August 31, 2012. Percentage ownership of our common stock after this offering assumes the sale by us of 6,700,000 shares of common stock in this offering.

Table of Contents

Unless otherwise indicated, the address of each beneficial owner listed on the table below is c/o Qualys, Inc., 1600 Bridge Parkway, Redwood City, California 94065.

Name of Beneficial Owner	Shares Beneficially Owned Prior to this Offering+		Number of Shares Being Offered in this Offering	Shares Beneficially Owned After this Offering	
	Number	Percentage		Number	Percentage
Executive Officers and Directors:					
Philippe F. Courtot ⁽¹⁾	9,862,913	38.66%		9,862,913	30.62%
Donald C. McCauley ⁽²⁾	551,837	2.31%		551,837	1.80%
Peter Albert ⁽³⁾	142,394	*		142,394	*
Sandra E. Bergeron ⁽⁴⁾	112,500	*		112,500	*
Amer S. Deeba ⁽⁵⁾	347,658	1.46%		347,658	1.14%
Donald R. Dixon ⁽⁶⁾	6,288,626	26.73%		6,288,626	20.81%
Jeffrey P. Hank ⁽⁷⁾	45,000	*		45,000	*
Gen. Peter Pace ⁽⁸⁾	67,500	*		67,500	*
Bruce K. Posey ⁽⁹⁾	148,093	*		148,093	*
Howard A. Schmidt ⁽¹⁰⁾	102,688	*		102,688	*
Yves B. Sisteron ⁽¹¹⁾	2,509,717	10.67%		2,509,717	8.30%
Sumedh S. Thakar ⁽¹²⁾	151,289	*		151,289	*
John N. Wilson ⁽¹³⁾	256,091	1.08%		256,091	*
All executive officers and directors as a group (13 persons) ⁽¹⁴⁾	20,586,306	76.44%		20,586,306	61.21%
5% Stockholders:					
Entities associated with Trident Capital, Inc. ⁽¹⁵⁾	6,288,626	26.73%		6,288,626	20.81%
Entities affiliated with GRP Partners ⁽¹⁶⁾	2,509,717	10.67%		2,509,717	8.30%
Selling Stockholders:					
Hewlett-Packard Company ⁽¹⁷⁾	496,966	2.11%	496,966		
Gerhard Eschelbeck ⁽¹⁸⁾	329,317	1.40%	35,000	294,317	*
Philippe Langlois	276,661	1.18%	55,332	221,329	*
Eric Saltzman ⁽¹⁹⁾	256,890	1.09%	252,051	4,839	*
Gilles Samoun	237,675	1.01%	35,651	202,024	*

+ Certain options to purchase shares of our capital stock included in this table are early exercisable, and to the extent such shares are unvested as of a given date, such shares will remain subject to a right of repurchase held by us.

* Represents beneficial ownership of less than 1%.

(1) Consists of 6,615,069 shares of common stock issuable upon the conversion of preferred stock, 1,188,201 shares of common stock and 1,989,017 shares of common stock subject to options exercisable within 60 days of August 31, 2012. In addition, consists of 68,427 shares of common stock issuable upon the conversion of preferred stock and 2,199 shares of common stock held of record by Mai Courtot, Mr. Courtot's spouse.

(2) Consists of 159,999 shares of common stock and 391,838 shares of common stock subject to options exercisable within 60 days of August 31, 2012.

(3) Consists of 142,394 shares of common stock subject to an option exercisable within 60 days of August 31, 2012.

(4) Consists of 90,000 shares of common stock held by the Bergeron Family Trust DTD 11/15/2004, for which Ms. Bergeron is a trustee, and 22,500 shares of common stock held by Ms. Bergeron.

(5) Consists of 70,831 shares of common stock and 276,827 shares of common stock subject to options exercisable within 60 days of August 31, 2012.

(6) Consists of shares listed in footnote 15 below which are held by Trident Capital, Inc. and its associated entities. Mr. Dixon, one of our directors, shares voting and investment power with respect to the shares held by Trident Capital and its associated entities.

(7) Consists of 45,000 shares of common stock subject to an option exercisable within 60 days of August 31, 2012.

(8) Consists of 45,000 shares of common stock and 22,500 shares of common stock subject to an option exercisable within 60 days of August 31, 2012.

Table of Contents

- (9) Consists of 148,093 shares of common stock subject to an option exercisable within 60 days of August 31, 2012.
- (10) Consists of 48,650 shares of common stock held jointly with Mr. Schmidt's wife, 9,038 shares of common stock issuable upon the conversion of preferred stock held in Mr. Schmidt's name and 45,000 shares of common stock subject to an option exercisable within 60 days of August 31, 2012.
- (11) Consists of shares listed in footnote 16 below, which are held by GRP Partners and its affiliated entities. Mr. Sisteron, one of our directors, shares voting and investment power with respect to the shares held by GRP Partners and its affiliates.
- (12) Consists of 6,539 shares of common stock and 144,750 shares of common stock subject to options exercisable within 60 days of August 31, 2012.
- (13) Consists of 55,500 shares of common stock and 200,591 shares of common stock subject to options exercisable within 60 days of August 31, 2012.
- (14) Includes 3,406,010 shares subject to options exercisable within 60 days of August 31, 2012.
- (15) Consists of 5,360,320 shares of common stock issuable upon the conversion of preferred stock and 278,981 shares of common stock held of record by Trident Capital Fund-V, L.P., a Delaware limited partnership, 407,238 shares of common stock issuable upon the conversion of preferred stock and 21,192 shares of common stock held of record by Trident Capital Parallel Fund-V, C.V., a partnership organized under the laws of the Netherlands, 148,783 shares of common stock issuable upon the conversion of preferred stock and 8,073 shares of common stock held of record by Trident Capital Fund-V Principals Fund, L.P., a Delaware limited partnership, 31,150 shares of common stock issuable upon the conversion of preferred stock and 1,620 shares of common stock held of record by Trident Capital Fund-V Affiliates Fund, L.P., a Delaware limited partnership, 29,724 shares of common stock issuable upon the conversion of preferred stock and 1,545 shares of common stock held of record by Trident Capital Fund-V Affiliates Fund (Q), L.P., a Delaware limited partnership. Trident Capital Management-V, L.L.C, a Delaware limited liability company (TCM-V), is the sole general partner 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. TCM-V is the sole investment general partner of Trident Capital Parallel Fund-V, C.V. The members of TCM-V are Donald R. Dixon, Bonnie N. Kennedy, Peter T. Meekin, John H. Moragne and Robert C. McCormack (collectively, the Managers), together in the case of certain such individuals with their respective family planning vehicles. The Managers of TCM-V share voting and investment power with respect to the shares held by each fund. The address of Trident Capital, Inc. is 505 Hamilton Avenue, Suite 200, Palo Alto, California 94301.
- (16) Consists of 1,657,723 shares of common stock issuable upon the conversion of preferred stock held of record by AOS Partners, L.P., a Delaware limited partnership, 575,929 shares of common stock issuable upon the conversion of preferred stock held of record by GRPVC, L.P., a Delaware limited partnership, 200,776 shares of common stock issuable upon the conversion of preferred stock held of record by GRP II Investors, L.P., a Delaware limited partnership, and 75,289 shares of common stock issuable upon the conversion of preferred stock held of record by GRP II Partners, L.P., a Delaware limited partnership. Hique, Inc. is the sole general partner of AOS Partners, L.P. GRP Management Services Corp. is the sole general partner of GRPVC, L.P., GRP II Investors, L.P. and GRP II Partners, L.P. The investment committee members of Hique, Inc. are Brian McLoughlin, Mark Suster and Steven Dietz. The investment committee members of GRP Management Services Corp. are Yves B. Sisteron, Steven Dietz, Brian McLoughlin and Mark Suster. The investment committee members of Hique, Inc. and GRP Management Services Corp. share voting and investment power with respect to the shares held by each fund. The address for GRP Partners is 2121 Avenue of the Stars, Suite 1630, Los Angeles, California 90067.
- (17) Consists of 496,966 shares of common stock issuable upon the conversion of preferred stock. Hewlett-Packard Company is a publicly-traded company listed on the New York Stock Exchange. The address for Hewlett-Packard Company is 3000 Hanover Street, Palo Alto, California 94304.
- (18) Consists of 10,175 shares of common stock issuable upon the conversion of preferred stock and 319,142 shares of common stock.
- (19) Consists of 39,325 shares of common stock issuable upon the conversion of preferred stock and 1,692 shares of common stock held by The Saltzman Revocable Trust dated October 6, 2000 for which Mr. Saltzman is trustee, 10,640 shares of common stock issuable on the conversion of preferred stock held of record by Millennium Trust Company, LLC Cust. FBO ERIC SALTZMAN IRA for which Mr. Saltzman holds voting and investment power, and 205,233 shares of common stock held by Mr. Saltzman.

Table of Contents

DESCRIPTION OF CAPITAL STOCK

General

The following description summarizes the most important terms of our capital stock, as they are expected to be in effect upon the completion of this offering. We intend to adopt an amended and restated certificate of incorporation and amended and restated bylaws in connection with this offering, and this description summarizes the provisions that are expected to be included in such documents. Because it is only a summary, it does not contain all the information that may be important to an investor. For a complete description of the matters set forth in this section, please refer to our amended and restated certificate of incorporation, amended and restated bylaws and investors' rights agreement, which are or will be included as exhibits to the registration statement of which this prospectus forms a part, and to the applicable provisions of Delaware law. Immediately following the completion of this offering, our authorized capital stock will consist of 1,000,000,000 shares of common stock, \$0.001 par value per share, and 20,000,000 shares of undesignated preferred stock, \$0.001 par value per share.

Assuming the automatic conversion of all outstanding shares of our convertible preferred stock into an aggregate of 17,597,258 shares of our common stock, which will occur upon the completion of this offering, as of June 30, 2012, there were 23,350,974 shares of our common stock outstanding, held by 431 stockholders of record, and no shares of our preferred stock outstanding. Our board of directors is authorized, without stockholder approval, to issue additional shares of our capital stock.

Common Stock

Dividend Rights

Subject to preferences that may be applicable to any then outstanding preferred stock, holders of our common stock are entitled to receive dividends, if any, as may be declared from time to time by our board of directors out of legally available funds. We have never declared or paid cash dividends on any of our capital stock and currently do not anticipate paying any cash dividends after this offering or in the foreseeable future.

Voting Rights

Each holder of our common stock is entitled to one vote for each share on all matters submitted to a vote of the stockholders, including the election of directors. Our stockholders do not have cumulative voting rights in the election of directors. Accordingly, holders of a majority of the voting shares are able to elect all of the directors.

Liquidation

In the event of our liquidation, dissolution or winding up, holders of our common stock will be entitled to share ratably in the net assets legally available for distribution to stockholders after the payment of all of our debts and other liabilities and the satisfaction of any liquidation preference granted to the holders of any then outstanding shares of preferred stock.

Rights and Preferences

Holders of our common stock have no preemptive, conversion, subscription or other rights, and there are no redemption or sinking fund provisions applicable to our common stock. The rights, preferences and privileges of the holders of our common stock are subject to and may be adversely affected by, the rights of the holders of shares of any series of our preferred stock that we may designate in the future.

Table of Contents

Preferred Stock

Immediately after the completion of this offering, our board of directors will have the authority, without further action by our stockholders, to issue up to 20,000,000 shares of preferred stock in one or more series and to fix the rights, preferences, privileges and restrictions thereof. These rights, preferences and privileges could include dividend rights, conversion rights, voting rights, terms of redemption, liquidation preferences, sinking fund terms and the number of shares constituting any series or the designation of such series, any or all of which may be greater than the rights of common stock. The issuance of preferred stock by us could adversely affect the voting power of holders of common stock and the likelihood that such holders will receive dividend payments and payments upon liquidation. In addition, the issuance of preferred stock could have the effect of delaying, deferring or preventing a change of control of our company or other corporate action. Upon the completion of this offering, no shares of preferred stock will be outstanding, and we have no present plan to issue any shares of preferred stock.

Registration Rights

After the completion of this offering, certain holders of our common stock will be entitled to rights with respect to the registration of their shares under the Securities Act. These registration rights are contained in our Amended and Restated Investor Rights Agreement dated as of July 12, 2005 and are described in additional detail below. These registration rights will expire five years following the completion of this offering, or, with respect to any particular stockholder, when, following the completion of this offering, such stockholder (together with its affiliates, partners and former partners) holds less than one percent of our total outstanding common stock, or when such stockholder is able to sell all of its shares pursuant to Rule 144 of the Securities Act or a similar exemption during any 90-day period without volume limitations. We will pay the registration expenses (other than underwriting discounts and selling commissions) of the holders of the shares registered pursuant to the registrations described below. In an underwritten offering, the managing underwriter, if any, has the right, subject to specified conditions, to limit the number of shares such holders may include. In connection with this offering, each stockholder that has registration rights agreed not to sell or otherwise dispose of any securities without the prior written consent of the underwriters for a period of 180 days after the date of this prospectus, subject to certain terms and conditions. See the section titled *Underwriting* for additional information.

Demand Registration Rights

After the completion of this offering, the holders of approximately 16,852,965 shares of our common stock will be entitled to certain demand registration rights. 180 days after the effective date of this offering, the holders of at least a majority of these shares then outstanding can request that we register the offer and sale of their shares. If we determine that it would be seriously detrimental to our stockholders to effect such a demand registration, we have the right to defer such registration, not more than once in any 12-month period, for a period of up to 120 days. Additionally, we will not be required to effect a demand registration during the period beginning with the date of filing of, and ending 180 days following the effectiveness of, a registration statement relating to the initial public offering of our securities.

Piggyback Registration Rights

After the completion of this offering, if we propose to register the offer and sale of any of our securities under the Securities Act, in connection with the public offering of such securities the holders of approximately 16,852,965 shares of our common stock may be entitled to certain piggyback registration rights allowing the holders to include their shares in such registration, subject to certain marketing and other limitations. As a result, whenever we propose to file a registration statement under

Table of Contents

the Securities Act, other than with respect to (1) a registration related to a company stock plan and (2) a registration on any form that does not include substantially the same information as would be required to be included in a registration statement covering the sale of our common stock, the holders of these shares are entitled to notice of the registration and have the right, subject to limitations that the underwriters may impose on the number of shares included in the registration, to include their shares in the registration.

S-3 Registration Rights

After the completion of this offering, the holders of approximately 16,852,965 shares of our common stock will be entitled to certain S-3 registration rights. The holders of at least 20% of these shares then outstanding can make a written request that we register the offer and sale of their shares on Form S-3 if we are eligible to file a registration statement on Form S-3 so long as the request is received from holders with at least 20% of such shares and covers at least that number of shares with an anticipated aggregate offering price, net of underwriting discounts and commissions, of at least \$1.0 million. These stockholders may make an unlimited number of requests for registration on Form S-3; however, we will not be required to effect a registration on Form S-3 if we have effected two such registrations in a given twelve-month period. Additionally, if we determine that it would be seriously detrimental to our stockholders to effect such a registration, we have the right to defer such registration, not more than once in any 12-month period, for a period of up to 90 days.

Anti-Takeover Provisions

The provisions of Delaware law, our amended and restated certificate of incorporation and our amended and restated bylaws may have the effect of delaying, deferring or discouraging another person from acquiring control of our company. These provisions, which are summarized below, may have the effect of discouraging takeover bids. They are also designed, in part, to encourage persons seeking to acquire control of us to negotiate first with our board of directors. We believe that the benefits of increased protection of our potential ability to negotiate with an unfriendly or unsolicited acquirer outweigh the disadvantages of discouraging a proposal to acquire us because negotiation of these proposals could result in an improvement of their terms.

Delaware Law

We are governed by the provisions of Section 203 of the Delaware General Corporation Law, or Section 203. In general, Section 203 prohibits a public Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. A business combination includes mergers, asset sales or other transactions resulting in a financial benefit to the stockholder. An interested stockholder is a person who, together with affiliates and associates, owns, or within three years did own, 15% or more of the corporation's outstanding voting stock. These provisions may have the effect of delaying, deferring or preventing a change in our control.

Board of Directors Vacancies

Our amended and restated certificate of incorporation and amended and restated bylaws will authorize only our board of directors to fill vacant directorships, including newly created seats. In addition, the number of directors constituting our board of directors will be permitted to be set only by a resolution adopted by a majority vote of our entire board of directors. These provisions would prevent a stockholder from increasing the size of our board of directors and then gaining control of our board of directors by filling the resulting vacancies with its own nominees. This makes it more difficult to change the composition of our board of directors but promotes continuity of management.

Table of Contents

Classified Board

Our amended and restated certificate of incorporation and amended and restated bylaws will provide that our board is classified into three classes of directors. A third party may be discouraged from making a tender offer or otherwise attempting to obtain control of us as it is more difficult and time consuming for stockholders to replace a majority of the directors on a classified board of directors. See the section titled *Management Board of Directors* for additional information.

Stockholder Action and Special Meeting of Stockholders

Our amended and restated certificate of incorporation will provide that our stockholders may not take action by written consent, but may only take action at annual or special meetings of our stockholders. As a result, a holder controlling a majority of our capital stock would not be able to amend our amended and restated bylaws or remove directors without holding a meeting of our stockholders called in accordance with our amended and restated bylaws. Our amended and restated bylaws will further provide that special meetings of our stockholders may be called only by a majority of our board of directors, the Chairman of our board of directors, our Chief Executive Officer or our President, thus prohibiting a stockholder from calling a special meeting. These provisions might delay the ability of our stockholders to force consideration of a proposal or for stockholders controlling a majority of our capital stock to take any action, including the removal of directors.

Advance Notice Requirements for Stockholder Proposals and Director Nominations

Our amended and restated bylaws will provide advance notice procedures for stockholders seeking to bring business before our annual meeting of stockholders or to nominate candidates for election as directors at our annual meeting of stockholders. Our amended and restated bylaws will also specify certain requirements regarding the form and content of a stockholder's notice. These provisions might preclude our stockholders from bringing matters before our annual meeting of stockholders or from making nominations for directors at our annual meeting of stockholders if the proper procedures are not followed. We expect that these provisions may also discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of our company.

No Cumulative Voting

The Delaware General Corporation Law provides that stockholders are not entitled to the right to cumulate votes in the election of directors unless a corporation's certificate of incorporation provides otherwise. Our amended and restated certificate of incorporation and amended and restated bylaws will not provide for cumulative voting.

Directors Removed Only for Cause

Our amended and restated certificate of incorporation will provide that stockholders may remove directors only for cause.

Amendment of Charter Provisions

Any amendment of the above provisions in our amended and restated certificate of incorporation would require approval by holders of at least two-thirds of our then outstanding common stock.

Issuance of Undesignated Preferred Stock

Our board of directors will have the authority, without further action by the stockholders, to issue up to 20,000,000 shares of undesignated preferred stock with rights and preferences, including voting

Table of Contents

rights, designated from time to time by our board of directors. The existence of authorized but unissued shares of preferred stock enables our board of directors to render more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or other means.

Choice of Forum

Our amended and restated certificate of incorporation will provide that the Court of Chancery of the State of Delaware will be the exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty, any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, any action regarding our amended and restated certificate of incorporation or our amended and restated bylaws, or any action asserting a claim against us that is governed by the internal affairs doctrine. Although our amended and restated certificate of incorporation will include the foregoing provision, in light of several pending lawsuits challenging the validity of choice of forum provisions in other companies' organizational documents, it is possible that a court could rule that such provision is inapplicable or unenforceable.

Limitation of Liability and Indemnification of Officers and Directors

Our amended and restated certificate of incorporation will contain provisions that limit the liability of our directors for monetary damages to the fullest extent permitted by Delaware law. Consequently, our directors will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for the following:

any breach of their duty of loyalty to our company or our stockholders;

any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;

unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or

any transaction from which they derived an improper personal benefit.

Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of our directors will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

In addition, our amended and restated bylaws will provide that we will indemnify, to the fullest extent permitted by law, any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was one of our directors or officers or is or was serving at our request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. Our amended and restated bylaws are expected to provide that we may indemnify to the fullest extent permitted by law any person who is or was a party or is threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was one of our employees or agents or is or was serving at our request as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Our amended and restated bylaws will also provide that we must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action or proceeding, subject to very limited exceptions.

Further, prior to the completion of this offering, we expect to enter into indemnification agreements with each of our directors and executive officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification

Table of Contents

agreements will require us, among other things, to indemnify our directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements will also require us to advance all expenses incurred by the directors and executive officers in investigating or defending any such action, suit, or proceeding. We believe that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers. The limitation of liability and indemnification provisions that are expected to be included in our amended and restated certificate of incorporation, amended and restated bylaws, and indemnification agreements that we enter into with our directors and executive officers may discourage stockholders from bringing a lawsuit against our directors and executive officers for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against our directors and executive officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder's investment may be adversely affected to the extent that we pay the costs of settlement and damage awards against directors and executive officers as required by these indemnification provisions. At present, we are not aware of any pending litigation or proceeding involving any person who is or was one of our directors, officers, employees or other agents or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, for which indemnification is sought, and we are not aware of any threatened litigation that may result in claims for indemnification.

We have obtained or will obtain insurance policies under which, subject to the limitations of the policies, coverage is provided to our directors and executive officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or executive officer, including claims relating to public securities matters, and to us with respect to payments that may be made by us to these directors and executive officers pursuant to our indemnification obligations or otherwise as a matter of law.

Certain of our non-employee directors may, through their relationships with their employers, be insured and/or indemnified against certain liabilities incurred in their capacity as members of our board of directors.

The underwriting agreement will provide for indemnification by the underwriters of us and our directors, officers and employees for certain liabilities arising under the Securities Act or otherwise.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling our company pursuant to the foregoing provisions, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Listing Exchange

We have applied for listing of our common stock on the NASDAQ Stock Market under the symbol QLYS.

Transfer Agent and Registrar

Upon the completion of this offering, the transfer agent and registrar for our common stock will be Computershare Trust Company, N.A. The transfer agent's address is 250 Royall Street, Canton, Massachusetts 02021, and its telephone number is (800) 662-7232.

Table of Contents

SHARES ELIGIBLE FOR FUTURE SALE

Prior to this offering, there has been no public market for our common stock, and we cannot predict the effect, if any, that market sales of shares of our common stock or the availability of shares of our common stock for sale will have on the market price of our common stock prevailing from time to time. Future sales of our common stock in the public market, or the availability of such shares for sale in the public market, could adversely affect market prices prevailing from time to time. As described below, only a limited number of shares will be available for sale shortly after this offering due to contractual and legal restrictions on resale. Nevertheless, sales of our common stock in the public market after such restrictions lapse, or the perception that those sales may occur, could adversely affect the prevailing market price at such time and our ability to raise equity capital in the future.

Following the completion of this offering, based on the number of shares of our capital stock outstanding as of June 30, 2012, we will have a total of 30,050,974 shares of our common stock outstanding. Of these outstanding shares, all of the 7,575,000 shares of common stock sold in this offering will be freely tradable, except that any shares purchased in this offering by our affiliates, as that term is defined in Rule 144 under the Securities Act, would only be able to be sold in compliance with the Rule 144 limitations described below.

The remaining outstanding shares of our common stock will be deemed restricted securities as defined in Rule 144. Restricted securities may be sold in the public market only if they are registered or if they qualify for an exemption from registration under Rule 144 or Rule 701 under the Securities Act, which rules are summarized below. In addition, all of our security holders have entered into market standoff agreements with us or lock-up agreements with the underwriters under which they have agreed, subject to specific exceptions, not to sell any of our stock for at least 180 days following the date of this prospectus, as described below. As a result of these agreements and the provisions of our Amended and Restated Investor Rights Agreement described above in the section titled Description of Capital Stock Registration Rights, subject to the provisions of Rule 144 or Rule 701, based on an assumed offering date of June 30, 2012, shares will be available for sale in the public market as follows:

beginning on the date of this prospectus, the 7,575,000 shares of our common stock sold in this offering will be immediately available for sale in the public market;

beginning 181 days after the date of this prospectus, subject to extension as described in the section titled Underwriting below, 22,475,974 additional shares of our common stock will become eligible for sale in the public market, of which 17,157,796 shares will be held by affiliates and subject to the volume and other restrictions of Rule 144, as described below; and

the remainder of the shares of our common stock will be eligible for sale in the public market from time to time thereafter, subject in some cases to the volume and other restrictions of Rule 144, as described below.

Lock-Up Agreements

We, the selling stockholders, all of our directors and officers and the holders of substantially all of our common stock and securities convertible into or exchangeable for our common stock have agreed or will agree that, subject to certain exceptions, without the prior written consent of J.P. Morgan Securities LLC on behalf of the underwriters, we and they will not, for a period of 180 days after the date of this prospectus:

offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, any shares of common stock or any securities convertible into or exercisable or exchangeable for common stock, or publicly disclose the intention to make any offer, sale, pledge or disposition;

Table of Contents

enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of common stock or any security convertible into or exercisable or exchangeable for common stock; or

make any demand for or exercise any right with respect to the registration of any shares of common stock or any security convertible into or exercisable or exchangeable for common stock;

with respect to the first and second bullets above, whether any such transaction is to be settled by delivery of common stock or such other securities, in cash or otherwise.

The 180-day restricted period described in the preceding paragraph will be extended if:

during the last 17 days of the 180-day restricted period, we issue an earnings release or material news or a material event relating to us occurs; or

prior to the expiration of the 180-day restricted period, we announce that we will release earnings results during the 16-day period beginning on the last day of the 180-day restricted period;

in which case the restrictions described in the preceding paragraph will continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the occurrence of the material news or material event; provided that no such extension shall apply from and after such date, if any, as the Financial Industry Regulation Authority, Inc. shall have publicly announced that Rule 2711(f)(4) is no longer applicable with respect to any public offering (or any public offering with the same characteristics as this offering).

Rule 144

In general, under Rule 144 as currently in effect, once we have been subject to the public company reporting requirements of Section 13 or Section 15(d) of the Exchange Act for at least 90 days, a person who is not deemed to have been one of our affiliates for purposes of the Securities Act at any time during the 90 days preceding a sale and who has beneficially owned the shares proposed to be sold for at least six months, including the holding period of any prior owner other than our affiliates, is entitled to sell those shares without complying with the manner of sale, volume limitation or notice provisions of Rule 144, subject to compliance with the public information requirements of Rule 144. If such a person has beneficially owned the shares proposed to be sold for at least one year, including the holding period of any prior owner other than our affiliates, then that person would be entitled to sell those shares without complying with any of the requirements of Rule 144.

In general, under Rule 144, as currently in effect, and upon expiration of the lock-up agreements described above, our affiliates or persons selling shares on behalf of our affiliates are entitled to sell within any three-month period, a number of shares that does not exceed the greater of:

1% of the number of shares of our common stock then outstanding, which will equal approximately 300,510 shares immediately after this offering assuming no exercise of the underwriters' over-allotment option; or

the average weekly trading volume of our common stock during the four calendar weeks preceding the filing of a notice on Form 144 with respect to that sale;

provided, in each case, that we have been subject to the Exchange Act periodic reporting requirements for at least 90 days before the sale. Sales under Rule 144 by our affiliates or persons selling shares on behalf of our affiliates are also subject to certain manner of sale provisions and notice requirements and to the availability of current public information about us.

Table of Contents

Rule 701

Rule 701 generally allows a stockholder who purchased shares of our common stock pursuant to a written compensatory plan or contract and who is not deemed to have been an affiliate of our company during the immediately preceding 90 days to sell these shares in reliance upon Rule 144, but without being required to comply with the public information, holding period, volume limitation or notice provisions of Rule 144. Rule 701 also permits affiliates of our company to sell their Rule 701 shares under Rule 144 without complying with the holding period requirements of Rule 144. All holders of Rule 701 shares, however, are required by that rule to wait until 90 days after the date of this prospectus before selling those shares pursuant to Rule 701.

Registration Rights

On the date beginning 180 days after the date of this prospectus, the holders of 16,852,965 shares of our common stock, or their transferees, will be entitled to various rights with respect to the registration of these shares under the Securities Act. Registration of these shares under the Securities Act would result in these shares becoming fully tradable without restriction under the Securities Act immediately upon the effectiveness of the registration, except for shares purchased by affiliates. See the section titled Description of Capital Stock Registration Rights for additional information.

Equity Incentive Plans

Following the completion of this offering, we intend to file a registration statement on Form S-8 under the Securities Act to register shares of our common stock issued or reserved for issuance under our 2000 Plan and our 2012 Plan. The registration statement on Form S-8 will become effective immediately upon filing, and shares covered by such registration statement will thereupon be eligible for sale in the public markets, subject to vesting restrictions, the lock-up agreements described above and Rule 144 limitations applicable to affiliates. See the section titled Executive Compensation Employee Benefit and Stock Plans for additional information.

Table of Contents

MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES TO NON-U.S. HOLDERS

The following is a summary of the material U.S. federal income tax consequences of the ownership and disposition of our common stock to non-U.S. holders, but does not purport to be a complete analysis of all the potential tax considerations relating thereto. This summary is based upon the provisions of the Internal Revenue Code of 1986, as amended, or the Code, Treasury regulations promulgated thereunder, administrative rulings and judicial decisions, all as of the date hereof. These authorities may be changed, possibly retroactively, so as to result in U.S. federal income tax consequences different from those set forth below. We have not sought any ruling from the Internal Revenue Service, or the IRS, with respect to the statements made and the conclusions reached in the following summary, and there can be no assurance that the IRS will agree with such statements and conclusions.

This summary also does not address the tax considerations arising under the laws of any non-U.S., state or local jurisdiction or under U.S. federal gift and estate tax laws, except to the limited extent set forth below. In addition, this discussion does not address tax considerations applicable to an investor's particular circumstances or to investors that may be subject to special tax rules, including, without limitation:

banks, insurance companies or other financial institutions;

persons subject to the alternative minimum tax;

tax-exempt organizations;

controlled foreign corporations, passive foreign investment companies and corporations that accumulate earnings to avoid U.S. federal income tax;

dealers in securities or currencies;

traders in securities that elect to use a mark-to-market method of accounting for their securities holdings;

persons that own, or are deemed to own, more than five percent of our capital stock (except to the extent specifically set forth below);

certain former citizens or long-term residents of the United States;

persons who hold our common stock as a position in a hedging transaction, straddle, conversion transaction or other risk reduction transaction;

persons who do not hold our common stock as a capital asset within the meaning of Section 1221 of the Code; or

persons deemed to sell our common stock under the constructive sale provisions of the Code.

In addition, if a partnership or entity classified as a partnership for U.S. federal income tax purposes holds our common stock, the tax treatment of a partner generally will depend on the status of the partner and upon the activities of the partnership. Accordingly, partnerships that hold our common stock, and partners in such partnerships, should consult their tax advisors.

Please consult with a tax advisor with respect to the application of the U.S. federal income tax laws, as well as any tax consequences of the purchase, ownership and disposition of our common stock arising under the U.S. federal estate or gift tax rules or under the laws of any state, local, non-U.S. or other taxing jurisdiction or under any applicable tax treaty.

Table of Contents

Non-U.S. Holder Defined

For purposes of this discussion, a non-U.S. holder is a beneficial owner of our common stock that is neither a U.S. holder nor a partnership (or other entity classified as a partnership for U.S. federal income tax purposes). A U.S. holder means a beneficial owner of our common stock that is:

an individual citizen or resident of the United States (for tax purposes);

a corporation or other entity taxable as a corporation created or organized in the United States or under the laws of the United States or any political subdivision thereof;

an estate whose income is subject to U.S. federal income tax regardless of its source; or

a trust (x) whose administration is subject to the primary supervision of a U.S. court and which has one or more U.S. persons who have the authority to control all substantial decisions of the trust or (y) which has made an election to be treated as a U.S. person.

Distributions

We have not made any distributions on our common stock. However, if we do make distributions on our common stock, those payments will constitute dividends for U.S. tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. To the extent those distributions exceed both our current and our accumulated earnings and profits, they will constitute a return of capital and will first reduce the holder's basis in our common stock, but not below zero, and then will be treated as gain from the sale of stock. See the section titled "Gain on Disposition of Common Stock" for additional information.

Any dividend paid on our common stock generally will be subject to U.S. withholding tax either at a rate of 30% of the gross amount of the dividend or such lower rate as may be specified by an applicable income tax treaty. In order to receive a reduced treaty rate, the holder must provide us with an IRS Form W-8BEN or other appropriate version of IRS Form W-8 certifying qualification for the reduced rate. A non-U.S. holder of shares of our common stock eligible for a reduced rate of U.S. withholding tax pursuant to an income tax treaty be able to obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS. If the non-U.S. holder holds the stock through a financial institution or other agent acting on the non-U.S. holder's behalf, the non-U.S. holder will be required to provide appropriate documentation to the agent, which then will be required to provide certification to us or our paying agent, either directly or through other intermediaries.

Dividends received by the holder that are effectively connected with such holder's conduct of a U.S. trade or business (and, if an income tax treaty applies, such dividends are attributable to a permanent establishment maintained by the holder in the U.S.), are includible in the holder's gross income in the taxable year received and may be exempt from U.S. withholding tax. In order to obtain this exemption, the holder must provide us with an IRS Form W-8ECI or other applicable IRS Form W-8 properly certifying such exemption. Such effectively connected dividends, although not subject to withholding tax, are taxed at the same graduated rates applicable to U.S. persons, net of certain deductions and credits, subject to an applicable income tax treaty providing otherwise. In addition, if the holder is a corporate non-U.S. person, dividends it receives that are effectively connected with its conduct of a U.S. trade or business may also be subject to a branch profits tax at a rate of 30% or such lower rate as may be specified by an applicable income tax treaty.

Table of Contents

Gain on Disposition of Common Stock

A holder generally will not be required to pay U.S. federal income tax on any gain realized upon the sale or other disposition of our common stock unless:

the gain is effectively connected with such holder's conduct of a U.S. trade or business (and, if an income tax treaty applies, the gain is attributable to a permanent establishment maintained by such holder in the United States);

such holder is an individual who is present in the United States for a period or periods aggregating 183 days or more during the calendar year in which the sale or disposition occurs and certain other conditions are met; or

our common stock constitutes a U.S. real property interest by reason of our status as a United States real property holding corporation, or USRPHC, for U.S. federal income tax purposes at any time within the shorter of the five-year period preceding such holder's disposition of, or such holder's holding period for, our common stock.

We believe that we are not currently and will not become a USRPHC. However, because the determination of whether we are a USRPHC depends on the fair market value of our U.S. real property relative to the fair market value of our other business assets, there can be no assurance that we will not become a USRPHC in the future. Even if we become a USRPHC, however, as long as our common stock is regularly traded on an established securities market, such common stock will be treated as U.S. real property interests only if a holder actually or constructively holds more than five percent of such regularly traded common stock at any time during the shorter of the five-year period preceding such holder's disposition of, or such holder's holding period for, our common stock. If any gain on a holder's disposition is taxable because we are a USRPHC and such holder's ownership of our common stock exceeds 5%, the holder will be taxed on such disposition generally in the manner applicable to U.S. persons and in addition, the purchaser of such common stock may be required to withhold a tax equal to 10% of the amount realized on the sale.

If a holder is a non-U.S. holder described in the first bullet above, such holder will be required to pay tax on the net gain derived from the sale under regular graduated U.S. federal income tax rates, and a corporate non-U.S. holder described in the first bullet above also may be subject to the branch profits tax at a 30% rate, or such lower rate as may be specified by an applicable income tax treaty. If a holder is a non-U.S. holder described in the second bullet above, such holder will be required to pay a flat 30% tax on the gain derived from the sale, which tax may be offset by U.S. source capital losses for the year. Holders of our common stock should consult any applicable income tax or other treaties that may provide for different rules.

Federal Estate Tax

Our common stock beneficially owned by an individual who is not a citizen or resident of the United States (as defined for U.S. federal estate tax purposes) at the time of his or her death will generally be includable in the decedent's gross estate for U.S. federal estate tax purposes, unless an applicable estate tax treaty provides otherwise.

Backup Withholding and Information Reporting

Generally, we must report annually to the IRS the amount of dividends paid to a holder, such holder's name and address, and the amount of tax withheld, if any. A similar report will be sent to such holder. Pursuant to applicable income tax treaties or other agreements, the IRS may make these reports available to tax authorities in the holder's country of residence.

Table of Contents

Payments of dividends or of proceeds on the disposition of stock made to a holder may be subject to information reporting and backup withholding at a current rate of 28% (such rate scheduled to increase to 31% for payments made after December 31, 2012) unless the holder establishes an exemption, for example, by properly certifying its non-U.S. status on a Form W-8BEN or another appropriate version of IRS Form W-8. Notwithstanding the foregoing, backup withholding and information reporting may apply if either we or our paying agent has actual knowledge, or reason to know, that the holder is a U.S. person.

Backup withholding is not an additional tax; rather, the U.S. income tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If withholding results in an overpayment of taxes, a refund or credit may generally be obtained from the IRS, provided that the required information is furnished to the IRS in a timely manner.

Foreign Account Tax Compliance Act

Legislation enacted in 2010 generally will impose a U.S. federal withholding tax of 30% on dividends on our common stock and the gross proceeds from a disposition of our common stock, paid to foreign entities unless certain U.S. information reporting and due diligence requirements have been satisfied. Foreign financial institutions (as specially defined under these rules), will be subject to withholding unless such institutions enter into an agreement with the U.S. government to withhold on certain payments and to collect and provide to the U.S. tax authorities substantial information regarding the U.S. account holders of such institution (which includes certain equity and debt holders of such institution, as well as certain account holders that are foreign entities with U.S. owners). Foreign entities other than foreign financial institutions will be subject to withholding unless such entities provide the withholding agent with a certification identifying the direct and indirect U.S. owners of the entity. The withholding tax is expected to apply to payments of dividends on our common stock beginning January 1, 2014 and to gross proceeds from dispositions of our common stock beginning January 1, 2015. Under certain limited circumstances, a non-U.S. holder might be eligible for refunds or credits of such taxes. Prospective investors are encouraged to consult with their own tax advisors regarding the possible implications of this legislation on their investment in our common stock.

The preceding discussion of U.S. federal tax considerations is for general information only. It is not tax advice. Each prospective investor should consult its own tax advisor regarding the particular U.S. federal, state and local and non-U.S. tax consequences of purchasing, holding and disposing of our common stock, including the consequences of any proposed change in applicable laws.

Table of Contents**UNDERWRITING**

We and the selling stockholders are offering the shares of common stock described in this prospectus through a number of underwriters. J.P. Morgan Securities LLC and Credit Suisse Securities (USA) LLC are acting as joint book-running managers of the offering and as representatives of the underwriters. We and the selling stockholders will enter into an underwriting agreement with the underwriters. Subject to the terms and conditions of the underwriting agreement, we and the selling stockholders will severally agree to sell to the underwriters, and each underwriter will severally agree to purchase, at the public offering price less the underwriting discounts and commissions set forth on the cover page of this prospectus, the number of shares of common stock listed next to its name in the following table:

Name	Number of Shares
J.P. Morgan Securities LLC	
Credit Suisse Securities (USA) LLC	
RBC Capital Markets, LLC	
Pacific Crest Securities LLC	
Robert W. Baird & Co. Incorporated	
JMP Securities LLC	
Lazard Capital Markets LLC	
First Analysis Securities Corporation	
Total	7,575,000

The underwriters will be committed to purchase all the shares of common stock offered by us and the selling stockholders if they purchase any shares. The underwriting agreement will also provide that if an underwriter defaults, the purchase commitments of non-defaulting underwriters may be increased or the offering may be terminated.

The underwriters propose to offer the shares of common stock directly to the public at the initial public offering price set forth on the cover page of this prospectus and to certain dealers at that price less a concession not in excess of \$ per share. After the initial public offering of the shares, the offering price and other selling terms may be changed by the underwriters. Sales of shares made outside the United States may be made by affiliates of the underwriters. The representatives have advised us that the underwriters do not intend to confirm discretionary sales in excess of 5% of the shares of common stock offered in this offering.

The underwriters will have an option to purchase up to 1,136,250 additional shares of common stock from us to cover sales of shares by the underwriters that exceed the number of shares specified in the table above. The underwriters have 30 days from the date of this prospectus to exercise this over-allotment option. If any shares are purchased with this over-allotment option, the underwriters will purchase shares in approximately the same proportion as shown in the table above. If any additional shares of common stock are purchased, the underwriters will offer the additional shares on the same terms as those on which the shares are being offered.

Table of Contents

The underwriting discounts and commissions are equal to the public offering price per share of common stock less the amount paid by the underwriters to us and the selling stockholders per share of common stock. The underwriting discounts and commissions are \$ per share. The following table shows the per share and total underwriting discounts and commissions payable by us and the selling stockholders to the underwriters in connection with this offering assuming both no exercise and full exercise of the underwriters over-allotment option.

	Per share	No exercise	Total Full exercise
Public offering price	\$	\$	\$
Underwriting discounts and commissions	\$	\$	\$
Proceeds, before expenses, to us	\$	\$	\$
Proceeds, before expenses, to the selling stockholders	\$	\$	\$

We estimate that the total expenses of this offering, including registration, filing and listing fees, printing fees and legal and accounting expenses, but excluding underwriting discounts and commissions, will be approximately \$3,000,000.

Lazard Frères & Co. LLC referred this transaction to Lazard Capital Markets LLC and will receive a referral fee from Lazard Capital Markets LLC in connection therewith. Entities related to, and employees of, Credit Suisse Securities (USA) LLC will beneficially own approximately 1% of the outstanding capital stock of the company upon the completion of this offering. These shares were acquired between 2001 and 2008. An employee of J.P. Morgan Securities LLC currently holds an aggregate of 1,599 shares of our common stock and 16,076 shares of our Series B preferred stock. These shares were acquired between 2003 and 2008 and the Series B preferred stock will convert into 16,076 shares of our common stock upon the completion of this offering.

A prospectus in electronic format may be made available on the websites maintained by one or more underwriters, or selling group members, if any, participating in the offering. The underwriters may agree to allocate a number of shares to underwriters and selling group members for sale to their online brokerage account holders. Internet distributions will be allocated by the representatives to underwriters and selling group members that may make Internet distributions on the same basis as other allocations.

We, the selling stockholders, all of our directors and officers and the holders of substantially all of our common stock and securities convertible into or exchangeable for our common stock have agreed or will agree that, subject to certain exceptions, without the prior written consent of J.P. Morgan Securities LLC on behalf of the underwriters, we and they will not, for a period of 180 days after the date of this prospectus:

offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, any shares of common stock or any securities convertible into or exercisable or exchangeable for common stock, or publicly disclose the intention to make any offer, sale, pledge or disposition;

enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of common stock or any security convertible into or exercisable or exchangeable for common stock; or

make any demand for or exercise any right with respect to the registration of any shares of common stock or any security convertible into or exercisable or exchangeable for common stock;

with respect to the first and second bullets above, whether any such transaction is to be settled by delivery of common stock or such other securities, in cash or otherwise.

Table of Contents

The 180-day restricted period described in the preceding paragraph will be extended if:

during the last 17 days of the 180-day restricted period, we issue an earnings release or material news or a material event relating to us occurs; or

prior to the expiration of the 180-day restricted period, we announce that we will release earnings results during the 16-day period beginning on the last day of the 180-day restricted period;

in which case the restrictions described in the preceding paragraph will continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the occurrence of the material news or material event; provided that no such extension shall apply from and after such date, if any, as the Financial Industry Regulation Authority, Inc. shall have publicly announced that Rule 2711(f)(4) is no longer applicable with respect to any public offering (or any public offering with the same characteristics as this offering).

We and the selling stockholders will agree to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act.

We have applied for listing of our common stock on the NASDAQ Stock Market under the symbol QLYS.

In connection with this offering, the underwriters may engage in stabilizing transactions, which involves making bids for, or purchasing and selling shares of, common stock in the open market for the purpose of preventing or retarding a decline in the market price of the common stock while this offering is in progress. These stabilizing transactions may include making short sales of the common stock, which involves the sale by the underwriters of a greater number of shares of common stock than they are required to purchase in this offering, and purchasing shares of common stock on the open market to cover positions created by short sales. Short sales may be covered shorts, which are short positions in an amount not greater than the underwriters' over-allotment option referred to above, or may be naked shorts, which are short positions in excess of that amount. The underwriters may close out any covered short position either by exercising their over-allotment option, in whole or in part, or by purchasing shares in the open market. In making this determination, the underwriters will consider, among other things, the price of shares available for purchase in the open market compared to the price at which the underwriters may purchase shares through the over-allotment option. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the common stock in the open market that could adversely affect investors who purchase in this offering. To the extent that the underwriters create a naked short position, they will purchase shares in the open market to cover the position.

The underwriters have advised us that, pursuant to Regulation M of the Securities Act, they may also engage in other activities that stabilize, maintain or otherwise affect the price of the common stock, including the imposition of penalty bids. This means that if the representatives of the underwriters purchase common stock in the open market in stabilizing transactions or to cover short sales, the representatives can require the underwriters that sold those shares as part of this offering to repay the underwriting discount received by them.

These activities may have the effect of raising or maintaining the market price of the common stock or preventing or retarding a decline in the market price of the common stock, and, as a result, the price of the common stock may be higher than the price that otherwise might exist in the open market. If the underwriters commence these activities, they may discontinue them at any time. The underwriters may carry out these transactions on the NASDAQ Stock Market, in the over-the-counter market or otherwise.

Table of Contents

Prior to this offering, there has been no public market for our common stock. The initial public offering price will be determined by negotiations between us and the representatives of the underwriters. In determining the initial public offering price, we and the representatives of the underwriters will consider a number of factors including:

the information set forth in this prospectus and otherwise available to the representatives;

our prospects and the history and prospects for the industry in which we compete;

an assessment of our management;

our prospects for future earnings;

the general condition of the securities markets at the time of this offering;

the recent market prices of, and demand for, publicly traded common stock of generally comparable companies; and

other factors deemed relevant by the underwriters and us.

Neither we nor the underwriters can assure investors that an active trading market will develop for our common stock, or that the shares will trade in the public market at or above the initial public offering price.

Other than in the United States, no action has been taken by us or the underwriters that would permit a public offering of the shares of common stock offered by this prospectus in any jurisdiction where action for that purpose is required. The shares of common stock offered by this prospectus may not be offered or sold, directly or indirectly, nor may this prospectus or any other offering material or advertisements in connection with the offer and sale of any such shares of common stock be distributed or published in any jurisdiction, except under circumstances that will result in compliance with the applicable rules and regulations of that jurisdiction. Persons into whose possession this prospectus comes are advised to inform themselves about and to observe any restrictions relating to the offering and the distribution of this prospectus. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any shares of common stock offered by this prospectus in any jurisdiction in which such an offer or a solicitation is unlawful.

United Kingdom

This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom, or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, or the Order, or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order, all such persons together being referred to as relevant persons. The shares of common stock are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such shares of common stock will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

European Economic Area

In relation to each Member State of the European Economic Area that has implemented the Prospectus Directive, each, a Relevant Member State, from and including the date on which the European Union Prospectus Directive, or the EU Prospectus Directive, was implemented in that Relevant Member State, or the Relevant Implementation Date, the Registrant may not make an offer of shares of common stock described in this prospectus to the public in that Relevant Member State prior to the publication of a prospectus in relation to the shares that has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member

Table of Contents

State and notified to the competent authority in that Relevant Member State, all in accordance with the EU Prospectus Directive, except that the Registrant may, with effect from and including the Relevant Implementation Date, make an offer of shares to the public in that Relevant Member State at any time:

to any legal entity that is a qualified investor as defined under the EU Prospectus Directive;

to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Directive); or

in any other circumstances falling within Article 3(2) of the EU Prospectus Directive, provided that no such offer of securities described in this prospectus shall result in a requirement for the publication by us of a prospectus pursuant to Article 3 of the EU Prospectus Directive.

For the purposes of this provision, the expression an offer of securities to the public in relation to any securities in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to purchase or subscribe for the securities, as the same may be varied in that Member State by any measure implementing the EU Prospectus Directive in that Member State and the expression EU Prospectus Directive means Directive 2003/71/EC (and any amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in each Relevant Member State, and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

Hong Kong

The shares may not be offered or sold by means of any document other than (i) in circumstances that do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances that do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), that is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted under the laws of Hong Kong) other than with respect to shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Singapore

This prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the shares may not be circulated or distributed, nor may the shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore, or the SFA, (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the shares are subscribed or purchased under Section 275 by a relevant person that is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an

Table of Contents

accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and where each beneficiary of which is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries rights and interest in that corporation or trust shall not be transferable for six months after that corporation or that trust has acquired the shares under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

Switzerland

This document, as well as any other material relating to the shares of our common stock, which are the subject of the offering contemplated by this prospectus, does not constitute an issue prospectus pursuant to Article 652a of the Swiss Code of Obligations. The shares will not be listed on the SIX Swiss Exchange and, therefore, the documents relating to the shares, including, but not limited to, this document, do not claim to comply with the disclosure standards of the listing rules of the SIX Swiss Exchange and corresponding prospectus schemes annexed to the listing rules of the SIX Swiss Exchange.

The shares are being offered in Switzerland by way of a private placement, i.e., to a small number of selected investors only, without any public offer and only to investors who do not purchase the shares with the intention to distribute them to the public. The investors will be individually approached by us from time to time.

Certain of the underwriters and their affiliates have provided in the past to us and our affiliates and may provide from time to time in the future certain commercial banking, financial advisory, investment banking and other services for us and such affiliates in the ordinary course of their business, for which they have received and may continue to receive customary fees and commissions. In addition, from time to time, certain of the underwriters and their affiliates may effect transactions for their own account or the account of customers, and hold on behalf of themselves or their customers, long or short positions in our debt or equity securities or loans, and may do so in the future.

Table of Contents

LEGAL MATTERS

Wilson Sonsini Goodrich & Rosati, P.C., Palo Alto, California, will pass upon the validity of the shares of common stock offered hereby. As of the date of this prospectus, an attorney at, and investment partnerships associated with, Wilson Sonsini Goodrich & Rosati, P.C., beneficially owned an aggregate of 43,246 shares of our capital stock. The underwriters are being represented by Cooley LLP, Palo Alto, California in connection with this offering.

EXPERTS

The consolidated financial statements of Qualys, Inc. included in this prospectus and elsewhere in the registration statement have been so included in reliance upon the report of Grant Thornton LLP, independent registered public accountants, upon the authority of such firm as experts in accounting and auditing in giving such report.

The financial statements for Nemean Networks, LLC as of August 31, 2010 and for the eight month period ended August 31, 2010 and for the period from May 18, 2007 (date of inception) through August 31, 2010 included in this prospectus and elsewhere in the registration statement have been so included in reliance upon the report of Grant Thornton LLP, independent certified public accountants, upon the authority of such firm as experts in accounting and auditing in giving such reports.

WHERE YOU CAN FIND MORE INFORMATION

We filed a registration statement on Form S-1 with the SEC with respect to the registration of the common stock offered for sale by this prospectus. This prospectus does not contain all of the information set forth in the registration statement and the exhibits to the registration statement. For further information about us, the common stock we are offering by this prospectus and related matters, you should review the registration statement, including the exhibits filed as a part of the registration statement. Statements contained in this prospectus about the contents of any contract or any other document that is filed as an exhibit to the registration statement are not necessarily complete, and we refer you to the full text of the contract or other document filed as an exhibit to the registration statement. A copy of the registration statement and the exhibits that were filed with the registration statement may be inspected without charge at the SEC's Public Reference Room maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549, and copies of all or any part of the registration statement may be obtained from the SEC upon payment of the prescribed fee. Information on the operation of the public reference facilities may be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy and information statements, and other information regarding registrants that file electronically with the SEC. The address of the site is <http://www.sec.gov>. You may also request copies of these filings, at no cost, by mail to: Qualys, Inc., 1600 Bridge Parkway, Redwood City, California 94065, Attention: General Counsel; or at <http://www.qualys.com>.

Upon completion of this offering, we will become subject to the information and periodic reporting requirements of the Exchange Act, and, in accordance with such requirements, will file periodic reports, proxy statements, and other information with the SEC. These periodic reports, proxy statements, and other information will be available for inspection and copying at the regional offices, public reference facilities, and web site of the SEC referred to above. We intend to furnish our stockholders with annual reports containing consolidated financial statements audited by our independent registered accounting firm.

Table of Contents

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Table of Contents

	Page
QUALYS, INC.	
<u>Report of Independent Registered Public Accounting Firm</u>	F-2
<u>Consolidated Balance Sheets</u>	F-3
<u>Consolidated Statements of Operations</u>	F-4
<u>Consolidated Statements of Comprehensive Income (Loss)</u>	F-5
<u>Consolidated Statements of Cash Flows</u>	F-6
<u>Consolidated Statements of Convertible Preferred Stock and Stockholders' Equity (Deficit)</u>	F-7
<u>Notes to Consolidated Financial Statements</u>	F-8
NEMEAN NETWORKS, LLC	
<u>Report of Independent Certified Public Accountants</u>	F-36
<u>Balance Sheet</u>	F-37
<u>Statements of Operations</u>	F-38
<u>Statements of Members' Equity</u>	F-39
<u>Statements of Cash Flows</u>	F-40
<u>Notes to Financial Statements</u>	F-41

Table of Contents

Report of Independent Registered Public Accounting Firm

Board of Directors

Qualys, Inc.

We have audited the accompanying consolidated balance sheets of Qualys, Inc. (a Delaware corporation) and its subsidiaries (the Company) as of December 31, 2010 and 2011, and the related consolidated statements of operations, comprehensive income (loss), cash flows and convertible preferred stock and stockholders' equity (deficit) for each of the three years in the period ended December 31, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Qualys, Inc. and its subsidiaries as of December 31, 2010 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2, the consolidated financial statements as of December 31, 2010 and 2011 and for the year ended December 31, 2010 have been restated to correct a misstatement in the accounting for income taxes.

/s/ GRANT THORNTON LLP

San Francisco, California

June 8, 2012, except for Note 2, as to which the date is August 10, 2012, and the last paragraph of Note 1, as to which the date is September 10, 2012

Table of Contents**Qualys, Inc.****CONSOLIDATED BALANCE SHEETS**

	December 31, 2010 (restated)	December 31, 2011 (restated)	June 30, 2012 Actual (unaudited)	June 30, 2012 Pro Forma (unaudited)
(in thousands, except share and per share data)				
Assets				
Current assets:				
Cash	\$ 15,010	\$ 24,548	\$ 28,459	
Accounts receivable, net of allowance of \$138, \$230 and \$278 at December 31, 2010 and 2011, and June 30, 2012, respectively	14,292	20,750	18,343	
Prepaid expenses and other current assets	2,187	3,774	5,139	
Total current assets	31,489	49,072	51,941	
Restricted cash	115	112	108	
Property and equipment, net	8,210	13,861	16,517	
Intangible assets, net	3,580	3,175	2,972	
Goodwill	317	317	317	
Other noncurrent assets	649	2,252	2,108	
Total assets	\$ 44,360	\$ 68,789	\$ 73,963	
Liabilities, Convertible Preferred Stock and Stockholders Equity (Deficit)				
Current liabilities:				
Accounts payable	\$ 1,010	\$ 2,254	\$ 3,310	
Accrued liabilities	4,369	8,468	9,460	
Deferred revenues, current	37,811	46,717	48,999	
Capital lease obligations, current	1,516	1,987	1,726	
Total current liabilities	44,706	59,426	63,495	
Deferred revenues, noncurrent	1,734	4,713	5,510	
Income taxes payable, noncurrent	549	661	540	
Other noncurrent liabilities	1,490	2,134	1,398	
Capital lease obligations, noncurrent	1,537	2,406	1,405	
Total liabilities	50,016	69,340	72,348	
Commitments and contingencies				
Convertible preferred stock:				
Series A convertible preferred stock: \$0.001 par value; 48,079,860 shares authorized; 4,766,543 shares issued and outstanding at December 31, 2010 and 2011, and June 30, 2012 (actual unaudited); aggregate liquidation preference \$28,774; no shares issued and outstanding (pro forma unaudited)	28,603	28,603	28,603	\$
Series B convertible preferred stock: \$0.001 par value; 110,314,114 shares authorized; 11,031,387 shares issued and outstanding at December 31, 2010 and 2011, and June 30, 2012 (actual unaudited); aggregate liquidation preference \$28,862; no shares issued and outstanding (pro forma unaudited)	28,568	28,568	28,568	
Series C convertible preferred stock: \$0.001 par value; 18,006,026 shares authorized; 1,764,480, 1,799,328 and 1,799,328 shares issued and outstanding at December 31, 2010 and 2011, and June 30, 2012 (actual unaudited), respectively; aggregate liquidation preference \$6,631; no shares issued and outstanding (pro forma unaudited)	6,574	6,702	6,702	
Total convertible preferred stock	63,745	63,873	63,873	
Stockholders equity (deficit):				
Common stock: \$0.001 par value; 284,900,000, 299,900,000 and 299,900,000 shares authorized at December 31, 2010 and 2011, and June 30, 2012 respectively; 4,862,351, 5,300,288 and 5,753,716 shares issued and outstanding at December 31, 2010 and 2011, and June 30, 2012 (actual unaudited) respectively; 23,350,974 shares issued and	5	5	6	23

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outstanding (pro forma unaudited)				
Additional paid-in capital	9,738	12,927	15,712	79,568
Accumulated other comprehensive loss	(818)	(984)	(1,042)	(1,042)
Accumulated deficit	(78,326)	(76,372)	(76,934)	(76,934)
Total stockholders' equity (deficit)	(69,401)	(64,424)	(62,258)	\$ 1,615
Total liabilities, convertible preferred stock and stockholders' equity (deficit)	\$ 44,360	\$ 68,789	\$ 73,963	

See accompanying Notes to Consolidated Financial Statements

F-3

Table of Contents**Qualys, Inc.****CONSOLIDATED STATEMENTS OF OPERATIONS**

	Year Ended December 31,			Six Months Ended June 30,	
	2009	2010 (restated)	2011	2011 (unaudited)	2012 (unaudited)
	(in thousands, except per share data)				
Revenues	\$ 57,425	\$ 65,432	\$ 76,212	\$ 36,185	\$ 43,381
Cost of revenues	10,692	11,204	13,247	5,899	8,789
Gross profit	46,733	54,228	62,965	30,286	34,592
Operating expenses:					
Research and development	13,377	15,780	19,633	9,758	10,249
Sales and marketing	24,782	29,056	31,526	14,312	19,030
General and administrative	7,455	8,183	8,900	4,261	5,657
Total operating expenses	45,614	53,019	60,059	28,331	34,936
Income (loss) from operations	1,119	1,209	2,906	1,955	(344)
Other income (expense), net:					
Interest expense	(180)	(186)	(204)	(117)	(115)
Interest income	10	3	14	6	1
Other income (expense), net	130	(383)	(346)	519	(104)
Total other income (expense), net	(40)	(566)	(536)	408	(218)
Income (loss) before provision for (benefit from) income taxes	1,079	643	2,370	2,363	(562)
Provision for (benefit from) income taxes	220	(204)	416	210	0
Net income (loss)	\$ 859	\$ 847	\$ 1,954	\$ 2,153	\$ (562)
Net income (loss) attributable to common stockholders	\$ 171	\$ 179	\$ 436	\$ 471	\$ (562)
Net income (loss) per share attributable to common stockholders:					
Basic	\$ 0.04	\$ 0.04	\$ 0.09	\$ 0.10	\$ (0.10)
Diluted	\$ 0.04	\$ 0.04	\$ 0.08	\$ 0.09	\$ (0.10)
Weighted average shares used in computing net income (loss) per share attributable to common stockholders:					
Basic	4,400	4,706	5,053	4,932	5,392
Diluted	22,804	23,562	24,194	24,088	5,392
Pro forma net income (loss) per share attributable to common stockholders (unaudited):					
Basic			\$ 0.09		\$ (0.02)
Diluted			\$ 0.08		\$ (0.02)
Weighted average shares used in computing pro forma net income (loss) per share attributable to common stockholders (unaudited):					
Basic			22,643		22,989

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Diluted

24,194

22,989

See accompanying Notes to Consolidated Financial Statements

F-4

Table of Contents**Qualys, Inc.****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

	Year Ended December 31,			Six Months Ended	
	2009	2010 (restated)	2011	2011 (unaudited)	2012 (unaudited)
	(in thousands)				
Net income (loss)	\$ 859	\$ 847	\$ 1,954	\$ 2,153	\$ (562)
Foreign currency translation gain (loss), net of zero tax	(104)	(9)	(166)	(32)	(58)
Other comprehensive income (loss), net	(104)	(9)	(166)	(32)	(58)
Comprehensive income (loss)	\$ 755	\$ 838	\$ 1,788	\$ 2,121	\$ (620)

See accompanying Notes to Consolidated Financial Statements

Table of Contents**Qualys, Inc.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	2009	Year Ended December 31, 2010 (restated)	2011	Six Months Ended June 30, 2011 (unaudited)	2012 (unaudited)
	(in thousands)				
Cash flows from operating activities:					
Net income (loss)	\$ 859	\$ 847	\$ 1,954	\$ 2,153	\$ (562)
Adjustments to reconcile net income to net cash provided by operating activities:					
Depreciation and amortization expense	3,923	4,569	5,373	2,559	3,546
Bad debt expense	95	117	193	113	68
Loss on disposal of property and equipment	5	13	1		6
Stock-based compensation	1,120	1,870	2,147	962	1,556
Non-cash interest expense	21	12	36	18	18
Changes in operating assets and liabilities:					
Accounts receivable	(3,061)	(1,166)	(6,651)	839	2,339
Prepaid expenses and other assets	(225)	(112)	(3,835)	(189)	(1,273)
Accounts payable	(292)	(82)	1,248	150	1,063
Accrued liabilities	(193)	(182)	2,817	829	625
Deferred revenues	5,020	4,415	11,885	1,892	3,078
Income taxes payable	58	(488)	333	304	(140)
Other noncurrent liabilities	141	83	1,689	30	(301)
Net cash provided by operating activities	7,471	9,896	17,190	9,660	10,023
Cash flows from investing activities:					
Purchases of property and equipment, net	(3,889)	(1,510)	(7,499)	(1,702)	(5,989)
Acquisition of business, net		(2,751)			
Net cash used in investing activities	(3,889)	(4,261)	(7,499)	(1,702)	(5,989)
Cash flows from financing activities:					
Principal payments under capital lease obligations	(825)	(1,149)	(1,476)	(786)	(1,261)
Principal payments on notes payable	(599)				
Proceeds from exercise of stock options	198	522	948	631	1,125
Proceeds from early exercise of stock options	2	80	390	83	75
Proceeds from issuance of Series C Preferred Stock			128	128	
Net cash provided by (used in) financing activities	(1,224)	(547)	(10)	56	(61)
Effect of exchange rate changes on cash	(64)	(27)	(143)	15	(62)
Net increase in cash	2,294	5,061	9,538	8,029	3,911
Cash at beginning of period	7,655	9,949	15,010	15,010	24,548
Cash at end of period	\$ 9,949	\$ 15,010	\$ 24,548	\$ 23,039	\$ 28,459
Supplemental disclosures of cash flow information					
Cash paid for interest expense	\$ 159	\$ 163	\$ 128	\$ 74	\$ 92
Cash paid for income taxes, net of refunds		303	108	(47)	124

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Non-cash investing and financing activities

Purchase of property and equipment under capital lease	677	2,467	3,100
Purchase of prepaid maintenance under capital lease	54		
Issuance of common stock for acquisition of business		77	
Issuance of common stock for acquisition of license			51

See accompanying Notes to Consolidated Financial Statements

F-6

Table of Contents**Qualys, Inc.****CONSOLIDATED STATEMENTS OF CONVERTIBLE PREFERRED STOCK
AND STOCKHOLDERS EQUITY (DEFICIT)**

	Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders Equity (Deficit)
	Shares	Amount	Shares	Amount				
	(in thousands, except share data)							
Balances at December 31, 2008	17,562,410	\$ 63,745	4,490,121	\$ 5	\$ 5,708	\$ (705)	\$ (79,318)	\$ (74,310)
Net income							859	859
Foreign currency translation						(104)		(104)
Issuance of common stock upon exercise of stock options			153,054		198			198
Vesting of early exercised common stock options					211			211
Issuance of common stock in exchange for services			9,500		32			32
Stock-based compensation					1,088			1,088
Adjustment to retained earnings upon adoption of accounting for uncertain tax positions							(714)	(714)
Balances at December 31, 2009	17,562,410	63,745	4,652,675	5	7,237	(809)	(79,173)	(72,740)
Net income (restated)							847	847
Foreign currency translation						(9)		(9)
Issuance of common stock upon exercise of stock options			317,802		522			522
Vesting of early exercised common stock options					32			32
Repurchase of unvested early exercised stock options			(136,876)					
Issuance of common stock in exchange for services			3,750		15			15
Issuance of common stock for acquisition of business			25,000		77			77
Stock-based compensation					1,855			1,855
Balances at December 31, 2010 (restated)	17,562,410	63,745	4,862,351	5	9,738	(818)	(78,326)	(69,401)
Net income							1,954	1,954
Foreign currency translation						(166)		(166)
Issuance of Series C Preferred Stock upon exercise of warrants	34,848	128						
Issuance of common stock upon exercise of stock options			432,687		948			948
Vesting of early exercised common stock options					52			52
Repurchase of unvested early exercised stock options			(1,000)					
Issuance of common stock in exchange for services			6,250		59			59
Stock-based compensation					2,088			2,088
Other adjustments					42			42
Balances at December 31, 2011 (restated)	17,597,258	63,873	5,300,288	5	12,927	(984)	(76,372)	(64,424)
Net loss (unaudited)							(562)	(562)
Foreign currency translation (unaudited)						(58)		(58)

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Issuance of common stock upon exercise of stock options (unaudited)	492,512	1	1,124	1,125
Vesting of early exercised common stock options (unaudited)			54	54
Repurchase of unvested early exercised stock options (unaudited)	(60,126)			
Issuance of common stock in exchange for services (unaudited)	14,945		31	31
Issuance of common stock for acquisition of license (unaudited)	6,097		51	51
Stock-based compensation (unaudited)			1,525	1,525
Balances at June 30, 2012 (unaudited)	17,597,258	63,873	5,753,716	6 15,712 (1,042) (76,934) (62,258)
Conversion of convertible preferred stock into common stock (unaudited)	(17,597,258)	(63,873)	17,597,258	17 63,856 63,873
Pro forma balances at June 30, 2012 (unaudited)	\$	23,350,974	\$ 23 \$ 79,568	\$ (1,042) \$ (76,934) \$ 1,615

See accompanying Notes to Consolidated Financial Statements

F-7

Table of Contents

Qualys, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND

SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)

NOTE 1. The Company and Summary of Significant Accounting Policies

Description of Business

Qualys, Inc. (the Company) was incorporated in the state of Delaware on December 30, 1999. The Company is headquartered in Redwood City, California and has majority-owned subsidiaries throughout the world. The Company is a pioneer and leading provider of cloud security and compliance solutions that enable organizations to identify security risks to their IT infrastructures, help protect their IT systems and applications from ever-evolving cyber attacks and achieve compliance with internal policies and external regulations. The Company's cloud solutions address the growing security and compliance complexities and risks that are amplified by the dissolving boundaries between internal and external IT infrastructures and web environments, the rapid adoption of cloud computing and the proliferation of geographically dispersed IT assets. Organizations can use the Company's integrated suite of solutions delivered on its QualysGuard Cloud Platform to cost-effectively obtain a unified view of their security and compliance posture across globally-distributed IT infrastructures.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (U.S. GAAP) and include all adjustments necessary for the fair presentation of the Company's consolidated financial position, results of operations and cash flows for the periods presented. The accompanying consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries, which are located in Brazil, Canada, France, Germany, Hong Kong, India, Japan, Mexico, Singapore, the United Arab Emirates and the United Kingdom. All significant intercompany transactions and balances have been eliminated.

Subsequent Events

The Company has evaluated subsequent events after the audited balance sheet date of December 31, 2011 through June 8, 2012, the date the accompanying consolidated financial statements were issued.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported results of operations during the reporting period. The Company's management regularly assesses these estimates, which primarily affect revenue recognition, the valuation of accounts receivable, goodwill and intangible assets, common stock, stock-based compensation and the valuation allowances associated with deferred tax assets. Actual results could differ from those estimates and such differences may be material to the accompanying consolidated financial statements.

Table of Contents

Qualys, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND

SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)

Unaudited Interim Financial Information

The accompanying interim consolidated balance sheet as of June 30, 2012, interim consolidated statements of operations, comprehensive income (loss), and cash flows for the six months ended June 30, 2011 and 2012 and interim consolidated statements of convertible preferred stock and stockholders' equity (deficit) for the six months ended June 30, 2012 are unaudited. These unaudited interim consolidated financial statements have been prepared in accordance with U.S. GAAP. In the opinion of management, these interim consolidated financial statements have been prepared on the same basis as the accompanying audited consolidated financial statements. They reflect all adjustments, which include only normal recurring adjustments, necessary for the fair presentation of the interim consolidated balance sheet as of June 30, 2012, interim consolidated results of operations, comprehensive income (loss), and cash flows for the six months ended June 30, 2011 and 2012 and the interim consolidated statements of convertible preferred stock and stockholders' equity (deficit) for the six months ended June 30, 2012.

The consolidated financial data disclosed in these notes to the interim consolidated financial statements related to the six months ended June 30, 2011 and 2012 are also unaudited. The interim consolidated results of operations for the six months ended June 30, 2012 are not necessarily indicative of the results expected for the entire year ending December 31, 2012 or for any other future annual or interim period.

Unaudited Pro Forma Stockholders' Equity

The unaudited pro forma balance sheet and pro forma statement of convertible preferred stock and stockholders' equity (deficit) as of June 30, 2012 reflect the impact of the contemplated initial public offering of the Company's common stock. If the contemplated offering is completed, all 17,597,258 shares of Series A, B and C convertible preferred stock outstanding as of June 30, 2012 would automatically convert into 17,597,258 shares of common stock.

Convertible Preferred Stock

A sale of all or substantially all of the Company's assets or merger or consolidation of the Company with another entity is treated as a liquidation unless, following such transaction, the Company's stockholders directly or indirectly own, in the aggregate, more than 50% of the total voting power of the surviving or acquiring entity. These liquidation provisions and the extent of preferred stock holdings result in the preferred stock having redemption features that are not solely in the control of the Company. Because a potential purchaser could acquire a majority of the outstanding voting stock, triggering a redemption that is outside of the Company's control, all shares of convertible preferred stock have been presented outside of permanent equity in the accompanying consolidated balance sheets for all periods presented.

Concentration of Credit Risk

The Company deposits its cash balances with major financial institutions. Cash balances with any one institution at times may be in excess of federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk.

Table of Contents

Qualys, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND

SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)

Credit risk with respect to accounts receivable is dispersed due to the large number of customers. In addition, the Company's credit risk is mitigated by the relatively short collection period. Collateral is not required for accounts receivable. The Company maintains an allowance for potential credit losses based upon the expected collectability of accounts receivable. The Company writes off its receivables when collectability is deemed to be doubtful. As of December 31, 2010, no customer or channel partner accounted for more than 10% of the Company's accounts receivable balance. One channel partner accounted for 13% and 11% of the Company's accounts receivable balance as of December 31, 2011 and June 30, 2012, respectively.

Cash and Cash Equivalents

Cash and cash equivalents include highly liquid investments with original maturities of three months or less when acquired. These investments are stated at cost, which approximates fair market value. The Company's balance of \$15,010,000, \$24,548,000 and \$28,459,000 at December 31, 2010 and 2011, and June 30, 2012, respectively, consists entirely of cash held in banks.

Accounts Receivable

Accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts represents the Company's best estimate of the amount of probable credit losses and is determined based on a review of existing accounts receivable by aging category to identify significant customers or invoices with known disputes or collectability issues. For those invoices not specifically reviewed, the reserve is calculated based on the age of the receivable.

Any change in the assumptions used in analyzing a specific account receivable may result in an additional allowance for doubtful accounts being recognized in the period in which the change occurs. When the Company ultimately concludes that a receivable is uncollectible, the balance is charged against the allowance for doubtful accounts. Payments subsequently received on such receivables are credited back to the allowance for doubtful accounts.

Deferred Offering Costs

Deferred offering costs relating to the Company's initial public offering are capitalized in prepaid expenses and other current assets on the consolidated balance sheet and consist primarily of legal, accounting, printing and filing fees. The deferred offering costs will be offset against the proceeds from the offering upon its completion. If the offering is terminated, the deferred offering costs will be expensed. No costs related to this offering were incurred as of December 31, 2010 and 2011. As of June 30, 2012, the Company had capitalized \$1,148,000 of deferred offering costs.

Restricted Cash

Restricted cash includes amounts maintained with banks as security deposits for certain leased facilities and, accordingly, is classified as a non-current asset.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated useful lives of the assets,

Table of Contents

Qualys, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND

SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)

which range from three to five years. Leasehold improvements are amortized on a straight-line basis over the lesser of the estimated useful life of the asset or the lease term. Property under capital lease is amortized over the term of the respective lease or the estimated useful life of the asset, whichever is shorter.

The Company purchases physical scanner appliances and other computer equipment that are provided on a subscription basis. This equipment is recorded as an asset within property and equipment, and the depreciation is allocated to cost of revenues over an estimated useful life of three years.

Upon retirement or disposal, the cost of assets and the related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in the consolidated statements of operations. Repairs and maintenance that do not extend the life of an asset are expensed as incurred, and major improvements are capitalized as property or equipment.

Impairment of Long-Lived Assets

The Company evaluates its long-lived assets, which consist of property and equipment, for indicators of possible impairment when events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Impairment exists if the carrying amounts of such assets exceed the estimates of future net undiscounted cash flows expected to be generated by such assets. Should an impairment exist, the impairment loss would be measured based on the excess carrying value of the asset over the asset's estimated fair value. As of December 31, 2010 and 2011 and June 30, 2012, the Company has not written down any of its long-lived assets as a result of impairment.

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in a business combination and is not subject to amortization. Goodwill and other intangible assets with indefinite lives are not amortized, but tested for impairment annually or if certain circumstances indicate a possible impairment may exist. These tests are performed at the reporting unit level. The Company's operations are organized as one reporting unit.

In testing for a potential impairment of goodwill, the Company first performs a qualitative assessment of its reporting units to determine if it is more likely than not (a more than 50% likelihood) that the fair value of the reporting unit is less than its carrying amount. If the fair value is not considered to be less than the carrying amount, no further evaluation is necessary. The Company performed the annual qualitative assessment for the year ended December 31, 2011 and concluded there was no impairment of goodwill.

If the qualitative assessment indicates there is more than a 50% likelihood that the fair value is less than the carrying amount, the Company would perform a two-step test. In the first step, the carrying value of the reporting unit is compared to its estimated fair value. If the estimated fair value is less than the carrying value, then potential impairment exists. In the second step, the Company calculates the amount of any impairment by determining the implied fair value of goodwill using a

Table of Contents

Qualys, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND

SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)

hypothetical purchase price allocation, similar to that which would be applied if it were an acquisition and the purchase price was equivalent to fair value as calculated in the first step. Impairment is equivalent to any excess of goodwill carrying value over its implied fair value.

Certain other intangible assets acquired are amortized over their estimated useful lives and tested for impairment if certain circumstances indicate an impairment may exist. The Company's intangible assets are comprised primarily of existing technology, patent license, and non-competition agreements and are amortized over periods ranging from three to fourteen years on a straight-line basis.

Software Development Costs

The Company capitalizes qualifying computer software costs developed or obtained for internal use. These costs generally include internal costs, such as payroll and benefits of those employees directly associated with the development of the software. Total capitalized development costs are \$251,000 at December 31, 2010 and 2011, and June 30, 2012; and the related accumulated amortization is \$240,000, \$251,000 and \$251,000 at December 31, 2010 and 2011 and June 30, 2012, respectively. The capitalized development costs are recorded in other noncurrent assets and were fully amortized at December 31, 2011 and June 30, 2012.

Derivative Financial Instruments

Derivative financial instruments are utilized by the Company to reduce foreign currency exchange risks. The Company uses foreign currency forward contracts to mitigate the impact of foreign currency fluctuations of certain non-U.S. dollar denominated asset positions, primarily cash and accounts receivable. These contracts are included in prepaid expenses and other current assets in the consolidated balance sheets. Gains and losses resulting from the impact of currency exchange rate movements on these forward contracts are recognized in other income (expense) in the accompanying consolidated statements of operations in the period in which the exchange rates change and offset the foreign currency gains and losses on the underlying exposure being hedged. The Company does not enter into financial instruments for trading or speculative purposes.

At December 31, 2011, the Company had one outstanding forward contract with a notional amount of 3,680,000 Euros, which expired on January 31, 2012. At June 30, 2012, the Company had one outstanding forward contract with a notional amount of 7,100,000 Euros, which expired on July 31, 2012. These contracts were entered into at the end of each period, and thus the fair value of the contracts was \$0 at December 31, 2011 and June 30, 2012. The Company recorded a gain of \$271,000 from these contracts, which partially offset the foreign currency transaction losses of \$366,000 during the six months ended June 30, 2012. These derivatives were not designated as hedges. The Company did not have any outstanding contracts at December 31, 2010.

Stock-Based Compensation

The Company recognizes compensation expense for its employee stock options over the requisite service period for awards of equity instruments based on the grant-date fair value of those awards ultimately expected to vest. Forfeitures are estimated on the date of grant and revised if actual or expected forfeiture activity differs materially from original estimates.

Table of Contents

Qualys, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND

SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)

Option grants to non-employees are accounted for at the fair value of the consideration received or the fair value of the equity instrument issued, as calculated using the Black-Scholes model, whichever is more readily determinable. The stock-based compensation expense for non-employees is subject to periodic adjustments as the options vest, and the expense is recognized over the period in which services are received.

Revenue Recognition

The Company derives revenues from subscriptions that require customers to pay a fee in order to access the Company's cloud solutions. Customers generally enter into one year renewable subscriptions. The subscription fee entitles the customer to an unlimited number of scans for a specified number of networked devices or web applications and, if requested by a customer as part of their subscription, a specified number of physical or virtual scanner appliances. The Company's physical and virtual scanner appliances are requested by certain customers as part of their subscriptions in order to scan IT infrastructures within their firewalls and do not function without, and are not sold separately from, subscriptions for the Company's solutions. Customers are required to return physical scanner appliances if they do not renew their subscriptions.

The Company recognizes revenues when all of the following conditions are met:

There is persuasive evidence of an arrangement.

The service has been provided to the customer.

The collection of the fees is reasonably assured.

The amount of fees to be paid by the customer is fixed or determinable.

Subscriptions are recognized ratably over the subscription period. The Company recognizes revenues from subscriptions that include physical scanner appliances and other computer equipment ratably over the period of the subscription. Because the customer's access to the Company's cloud solutions are delivered at the same time as or within close proximity to the delivery of physical scanner appliances and the terms are commensurate for these services and equipment, the Company considers these elements as a single unit of accounting recognized ratably over the subscription period.

In October 2009, the Financial Accounting Standards Board (FASB) issued revised accounting guidance on revenue recognition, which was effective for new or materially modified contracts the Company entered into during 2011.

Beginning on January 1, 2011, the Company adopted this authoritative accounting guidance on multiple-element arrangements, using the prospective method for all arrangements entered into or materially modified from the date of adoption. As a result of implementing this authoritative guidance, the Company's revenues for the year ended December 31, 2011 and the six months ended June 30, 2012 were not materially different from what would have been recognized under the previous guidance for multiple-element arrangements. The Company does not expect that the adoption of this standard will have a significant impact on its revenue recognition in the future.

Table of Contents

Qualys, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND

SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)

Deferred revenues consist of revenues billed or received that will be recognized in the future under subscriptions existing at the balance sheet date. The current portion of deferred revenues represents amounts that are expected to be recognized within one year of the consolidated balance sheet date.

Costs of shipping and handling charges incurred by the Company associated with physical scanner appliances and other computer equipment are included in cost of revenues.

Sales taxes and other taxes collected from customers to be remitted to government authorities are excluded from revenues.

Advertising Expenses

Advertising costs are expensed as incurred and include costs of advertising, trade show costs and promotional materials. For the years ended December 31, 2009, 2010 and 2011, the Company incurred advertising costs of \$3,236,000, \$3,754,000 and \$4,054,000, respectively, and for the six months ended June 30, 2011 and 2012, such costs were \$1,912,000 and \$2,153,000, respectively.

Income Taxes

The Company uses the asset and liability method to account for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between the financial reporting and tax basis of assets and liabilities. Deferred tax assets and liabilities are measured using statutory tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

The Company operates in various tax jurisdictions and is subject to audit by various tax authorities. Tax positions are based upon their technical merits, relevant tax law and the specific facts and circumstances as of each reporting period. Changes in facts and circumstances could result in material changes to the amounts recorded for such tax positions. A tax position is only recognized in the financial statements if it is more likely than not to be sustained based solely on its technical merits as of the reporting date. The Company considers many factors when evaluating and estimating its tax positions and tax benefits, which may require periodic adjustments that could result in recognition of additional tax benefits or additional charges to the tax provision and may not accurately reflect actual outcomes. The Company's policy is to recognize interest and penalties relating to unrecognized tax benefits as a component of the provision for income tax.

Other Comprehensive Income (Loss)

Other comprehensive income (loss) consists of foreign currency translation adjustments, which are reflected net of tax of zero, that are not included in the Company's net income. Total comprehensive income (loss) includes net income (loss) and other comprehensive income (loss) and is included in the consolidated statements of comprehensive income (loss).

Table of Contents

Qualys, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND

SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)

Foreign Currency Translation

The Company's operations are conducted in various countries around the world and the financial statements of its foreign subsidiaries are reported in the applicable local foreign currencies (functional currencies). Financial information is translated from the applicable functional currency to the U.S. dollar, the reporting currency, for inclusion in the Company's consolidated financial statements. Accordingly, the assets and liabilities of the Company's foreign subsidiaries are translated using exchange rates in effect as of the balance sheet date, and income and expenses are translated at average exchange rates during the year. Resulting translation adjustments are included as a component of accumulated other comprehensive income (loss) in stockholders' equity (deficit).

Foreign currency transaction gains or losses are recognized in other income (expense). The Company recorded foreign currency transaction gains (losses) of \$128,000, (\$372,000) and (\$338,000) during the years ended December 31, 2009, 2010 and 2011, respectively, and \$516,000 and (\$95,000) during the six months ended June 30, 2011 and 2012, respectively.

Fair Value Measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. For certain of the Company's financial instruments, including cash, accounts receivable, accounts payable, and other current liabilities, the carrying amounts approximate their fair value due to the relatively short maturity of these balances.

The Company has an asset that is valued in accordance with the provisions of the authoritative accounting guidance that addresses fair value measurements. This guidance establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1 Valuations based on quoted prices in active markets for identical assets or liabilities.

Level 2 Valuations based on other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Valuations based on inputs that are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

At December 31, 2011 and June 30, 2012, a derivative financial instrument, consisting of a foreign currency forward contract, was valued at \$0 as the contract was entered into on the last day of the period. This instrument was valued using Level 2 inputs.

Net Income (Loss) Per Share Attributable to Common Stockholders

We compute net income (loss) attributable to common stockholders using the two-class method required for participating securities. We consider our convertible preferred stock and shares of

Table of Contents

Qualys, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND

SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)

common stock subject to repurchase resulting from the early exercise of stock options to be participating securities since they contain non-forfeitable rights to dividends or dividend equivalents in the event we declare a dividend for common stock. In accordance with the two-class method, earnings allocated to these participating securities are subtracted from net income after deducting preferred stock dividends, if any, to determine total undistributed earnings to be allocated to common stockholders. The holders of our convertible preferred stock do not have a contractual obligation to share in our net losses and such shares are excluded from the computation of basic earnings per share in periods of net loss.

Basic net income (loss) per share attributable to common stockholders is computed by dividing net income (loss) attributable to common stockholders by the weighted-average number of common shares outstanding during the period. All participating securities are excluded from basic weighted-average common shares outstanding. In computing diluted net income (loss) attributable to common stockholders, undistributed earnings are reallocated to reflect the potential impact of dilutive securities. Diluted net income (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period, adjusted for the effects of potentially dilutive common shares, which are comprised of outstanding stock options, warrants, convertible preferred stock and contingently issuable shares related to an acquisition. The dilutive potential common shares are computed using the treasury stock method or the as-if converted method, as applicable. The effects of outstanding stock options, warrants, convertible preferred stock and contingently issuable shares related to an acquisition are excluded from the computation of diluted net income (loss) per common share in periods in which the effect would be antidilutive.

Recent Accounting Pronouncements

Under the Jumpstart Our Business Startups Act, or the JOBS Act, the Company meets the definition of an emerging growth company. The Company has irrevocably elected to opt out of the extended transition period for complying with new or revised accounting standards pursuant to Section 107(b) of the JOBS Act. As a result, the Company will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required from non-emerging growth companies.

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement*, which generally represents clarifications of ASC Topic 820, *Fair Value Measurement*, but also includes some instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. ASU 2011-04 results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 should be applied prospectively and is effective for annual periods beginning after December 15, 2011. Early adoption is not permitted. The Company does not expect the adoption of ASU 2011-04 to have a material impact on its consolidated financial statements.

In December 2011, the FASB issued ASU 2011-11, *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities*. This newly issued accounting standard requires an entity to disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position as well as instruments and transactions executed under a master netting

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)**

or similar arrangement and was issued to enable users of financial statements to understand the effects or potential effects of those arrangements on its financial position. This ASU is required to be applied retrospectively and is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013. As this accounting standard only requires enhanced disclosure, the adoption of this standard is not expected to have an impact the Company's financial position or results of operations.

Reverse Stock Split

In September 2012, the Company's board of directors and stockholders approved an amendment to the Company's amended and restated certificate of incorporation effecting a one-for-ten reverse stock split of the Company's issued and outstanding shares of common and convertible preferred stock. The par value of the common and convertible preferred stock was not adjusted as a result of the reverse stock split. All issued and outstanding common stock, convertible preferred stock, warrants for convertible preferred stock, options for common stock, contingently issuable shares of common stock and per share amounts contained in the Company's consolidated financial statements have been retroactively adjusted to reflect this reverse stock split for all periods presented. The reverse stock split was effected on September 10, 2012.

NOTE 2. Restatement of Previously Issued Financial Statements

The Company has restated its consolidated financial statements as of December 31, 2010 and 2011 and for the year ended December 31, 2010 to correct an error in the 2010 provision for income taxes. The restatement relates to the tax benefit resulting from a reduction of the liability for uncertain tax positions upon the lapse of the statute of limitations for the 2007 tax year of its French subsidiary. The Company did not release the liability at December 31, 2010 due to an error in the determination of when the statute of limitations would expire.

The following table presents the impact of the restatement adjustment on the Company's consolidated balance sheets as of December 31, 2010 and 2011:

	As of December 31, 2010		
	As Previously Reported	Effect of Restatement	As Restated
Income taxes payable, noncurrent	\$ 989	\$ (440)	\$ 549
Accumulated deficit	(78,766)	440	(78,326)
	As of December 31, 2011		
	As Previously Reported	Effect of Restatement	As Restated
Income taxes payable, noncurrent	\$ 1,101	\$ (440)	\$ 661
Accumulated deficit	(76,812)	440	(76,372)

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)**

The following table presents the impact of the restatement adjustment on the Company's consolidated statements of operations and comprehensive income (loss) for the year ended December 31, 2010:

	Year Ended December 31, 2010		
	As Previously Reported	Effect of Restatement	As Restated
Provision for (benefit from) income taxes	\$ 236	\$ (440)	\$ (204)
Net income	407	440	847
Comprehensive income	398	440	838
Net income attributable to common stockholders	86	93	179
Net income per share attributable to common stockholders			
Basic	\$ 0.02		\$ 0.04
Fully-diluted	\$ 0.02		\$ 0.04

This restatement did not have a net impact on the cash provided by (used in) the Company's operating, investing or financing activities for the years ended December 31, 2010 and 2011.

The accompanying notes to consolidated financial statements have been updated, as necessary, to reflect the impact of the restatement adjustment.

NOTE 3. Property and Equipment

Property and equipment, which includes assets under capital lease, consists of the following:

	December 31,	December 31,	June 30,
	2010	2011	2012
	(in thousands)		
Computer equipment	\$ 8,359	\$ 12,483	\$ 15,782
Computer software	1,844	5,720	5,814
Furniture, fixtures and equipment	1,162	1,330	1,412
Scanner appliances	11,504	13,394	15,501
Leasehold improvements	1,378	1,418	1,565
Total property and equipment	24,247	34,345	40,074
Less: accumulated depreciation and amortization	(16,037)	(20,484)	(23,557)
Property and equipment, net	\$ 8,210	\$ 13,861	\$ 16,517

Assets held under capital lease included in computer equipment and software at December 31, 2010 and 2011 and June 30, 2012 totaled approximately \$4,812,000, \$8,053,000 and \$8,053,000, respectively. The related accumulated depreciation at December 31, 2010 and 2011 and June 30, 2012 totaled \$1,954,000, \$3,313,000 and \$4,165,000 respectively. The capital lease obligations are secured by the related equipment.

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Physical scanner appliances and other computer equipment that are or will be subject to subscriptions by customers have a net carrying value of \$3,519,000, \$3,436,000 and \$4,863,000 at December 31, 2010 and 2011 and June 30, 2012, respectively, including assets that have not been

F-18

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)**

placed in service of \$709,000, \$210,000 and \$1,075,000, respectively. Other fixed assets not placed in service at December 31, 2010 and 2011 and June 30, 2012, included in computer equipment and leasehold improvements, relate to new information technology systems and tenant improvements of approximately \$440,000, \$500,000 and \$1,893,000, respectively. Depreciation and amortization expense relating to property and equipment, including capitalized leases, was \$3,861,000, \$4,400,000 and \$4,939,000 for the years ended December 31, 2009, 2010 and 2011, respectively, and \$2,345,000 and \$3,327,000 for the six months ended June 30, 2011 and 2012, respectively.

NOTE 4. Business Combination

On August 31, 2010, the Company acquired Nemean Networks, LLC (Nemean), a company developing network security solutions for detection and awareness of external intrusions to computer networks. The Company acquired Nemean to provide additional solutions on its cloud platform. The consideration for this acquisition consisted of \$3.7 million in cash and common stock, including a non-contingent cash payment of \$1.0 million in cash and 6,250 shares of common stock each payable two years after the acquisition date. The non-contingent cash payment amount is recorded in current liabilities at its net present value. Additionally, the Company acquired an exclusive license to certain patents in connection with the Nemean acquisition and may elect to make annual payments of \$25,000 for ten years beginning September 1, 2012 to a third party in order to maintain the exclusivity of the license. The Company accounted for this transaction as a business combination.

The valuation of acquired net assets is as follows (in thousands):

Net tangible assets	\$ 55
Existing technology	1,910
Patent license	1,339
Non-competition agreements	111
Goodwill	317
Total purchase price consideration	 \$ 3,732

The estimated economic lives of the intangible assets is 7 years for existing technology, 14 years for the patent license and 3 years for the non-competition agreements. The goodwill balance represents buyer-specific value resulting from synergies with the Company's planned services that are not included in the fair value of assets, and it is not deductible for tax purposes.

In performing the purchase price allocation, the Company considered, among other factors, its intention for future use of the acquired assets, estimates of future performance and integration into its existing platform. The fair value of the intangible assets was primarily based on the income approach.

NOTE 5. Goodwill and Intangible Assets, Net

Intangible assets consist primarily of existing technology, patent license and non-competition agreements acquired in business combinations. Acquired intangibles are amortized on a straight-line basis over the respective estimated useful lives of the assets.

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)**

The carrying values of intangible assets are as follows (in thousands):

	Estimated Lives	Cost	December 31,		June 30, 2012 (unaudited)			
			2010	2011	2011	2012		
			Accumulated Amortization	Net Book Value	Accumulated Amortization	Net Book Value	Accumulated Amortization	Net Book Value
Existing technology	7 years	\$ 1,910	\$ (91)	\$ 1,819	\$ (364)	\$ 1,546	\$ (500)	\$ 1,410
Patent license	14 years	1,339	(32)	1,307	(127)	1,212	(175)	1,164
Non-competition agreements	3 years	111	(12)	99	(49)	62	(68)	43
Total intangibles subject to amortization		\$ 3,360	\$ (135)	3,225	\$ (540)	2,820	\$ (743)	2,617
Intangible assets not subject to amortization				355		355		355
Total intangible assets, net				\$ 3,580		\$ 3,175		\$ 2,972

Intangibles amortization expense was \$135,000 and \$405,000 for the years ended December 31, 2010 and 2011, respectively, and \$203,000 for each of the six months ended June 30, 2011 and 2012. No intangible amortization expense was recorded for the year ended December 31, 2009.

As of December 31, 2011, the Company expects amortization expense in future periods to be as follows (in thousands):

2012	\$ 406
2013	393
2014	368
2015	368
2016	369
2017 and thereafter	916
Total expected future amortization expense	\$ 2,820

Goodwill, which is not subject to amortization, totaled \$317,000 as of December 31, 2010 and 2011, and June 30, 2012. The Company performed its annual goodwill impairment test for the year ended December 31, 2011 using a qualitative assessment and concluded there was no impairment of goodwill as the qualitative assessment performed did not indicate that it is more likely than not that the single reporting unit fair value is less than its carrying value.

NOTE 6. Commitments and Contingencies***Line of Credit***

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In March 2009, the Company entered into an equipment line of credit of \$1,500,000. The line of credit allowed the Company to borrow to purchase specific equipment. Each advance was immediately amortizable and payable in 30 monthly installments, with the final maturity date to be no later than September 2012. Each advance was secured by the specific equipment and carried an interest rate of 9.0%. In March 2010, the Company amended its equipment line of credit. The amount available for draws at the time of the amendment was increased by \$775,000 and was available through February

F-20

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)**

2011. Each advance was immediately amortizable and payable in 30 monthly installments, with final maturity date to be no later than August 2013, and carried an interest rate of 7.5%. In December 2010, the Company completed a second amendment to its equipment line of credit. The amount available for draws at the time of the amendment was increased by an additional \$1,000,000 and was available through February 2012. Each advance is immediately amortizable and payable in 30 monthly installments, with the final maturity date to be no later than August 2014, and carries an interest rate of 6.5%. At December 31, 2011 and June 30, 2012, the Company had \$892,000 and \$491,000, respectively, in outstanding borrowings under this line of credit, which are recorded in capital lease obligations in the consolidated balance sheets. The remaining amount available for borrowings at December 31, 2011 was \$937,000. The line of credit expired in February 2012, and the Company is not able to draw any further funds from the line of credit.

Leases

The Company leases certain computer equipment and its corporate office facilities under noncancelable operating leases for varying periods through 2019. The Company has also entered into capital lease obligations, with varying interest rates from 1.8% to 9.0%, a portion of which are secured by the related computer equipment and software as of December 31, 2011.

In 2011, the Company entered into a \$3,100,000 financing arrangement for computer software, accounted for as a capital lease, with minimum quarterly payments scheduled through 2014. In connection with this transaction, the Company also has minimum obligations for related maintenance and support of \$2,611,000 over the same period. Such obligation for maintenance and support is recorded in current and other noncurrent liabilities at December 31, 2011 and June 30, 2012.

The following are the minimum annual lease payments due under these leases at December 31, 2011:

	Operating Leases	Capital Leases
	(in thousands)	
2012	\$ 2,733	\$ 2,093
2013	2,309	1,370
2014	1,550	1,078
2015	1,403	
2016	1,443	
2017 and thereafter	1,446	
Total minimum lease payments	\$ 10,884	4,541
Less amount representing interest		(148)
Present value of minimum payments		4,393
Less current portion		(1,987)
Capital lease obligations, noncurrent		\$ 2,406

Table of Contents

Qualys, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND

SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)

Rent expense was \$3,240,000, \$3,339,000 and \$3,376,000 for the years ended December 31, 2009, 2010 and 2011, respectively, and \$1,109,000 and \$1,343,000 for the six months ended June 30, 2011 and 2012, respectively. Although certain of the operating lease agreements provide for escalating rent payments over the terms of the leases, rent expense under these agreements is recognized on a straight-line basis. As of December 31, 2010 and 2011, and June 30, 2012 the Company has accrued \$491,000, \$346,000 and \$267,000, respectively, of deferred rent related to these agreements, which is reflected in other noncurrent liabilities in the accompanying consolidated balance sheets.

Sales and Other Taxes

The Company's software-as-a-service solution is subject to sales and other taxes in certain jurisdictions where the Company does business. The Company bills sales and other taxes to customers and remits these to the respective government authorities. For those jurisdictions where the Company has not yet billed sales tax to its customers and believes it may have exposure, it has recorded an accrual of \$290,000, \$345,000 and \$374,000 at December 31, 2010 and 2011, and June 30, 2012, respectively, included in accrued liabilities in the consolidated balance sheets. However, taxing jurisdictions have differing rules and regulations, which are subject to varying interpretations that may change over time. Other than the liability that the Company has accrued in its consolidated balance sheets, the Company has been unable to assess the probability, or estimate the amount, of its sales tax exposure, if any. There are no pending reviews at December 31, 2011 or June 30, 2012 of which the outcome is expected to result in sales and other taxes due in excess of accrued liabilities. Management does not anticipate that its sales tax exposure, if any, would have a material adverse effect on the financial position, results of operations or cash flows of the Company.

Indemnifications

The Company indemnifies customers from certain liabilities arising from potential infringement of intellectual property rights, as well as potential damages caused by limited product defects. The Company has not recorded any liability in connection with such indemnifications, as it believes that the maximum amount of future payments is not material and the likelihood of incurring such payments is remote.

Contingencies

From time to time, the Company may have certain contingent liabilities that arise in the ordinary course of its business activities. The Company accrues a liability for such matters when it is probable a loss has been incurred and such loss can be reasonably estimated. In the opinion of management, there are no pending claims at December 31, 2010 or 2011, or June 30, 2012 of which the outcome is expected to result in a material adverse effect on the financial position or results of operations of the Company.

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)****NOTE 7. Stockholders Equity*****Common Stock***

The Company had reserved shares of common stock for future issuance as follows:

	December 31, 2010	2011	June 30, 2012 (unaudited)
Options outstanding under the stock option plan	5,600,875	6,312,041	6,786,082
Options available for future grants under the stock option plan	446,090	803,237	796,810
Convertible preferred stock outstanding	17,562,410	17,597,258	17,597,258
Warrants to purchase convertible preferred stock	34,848		
Total shares reserved for future issuance	23,644,223	24,712,536	25,180,150

Convertible Preferred Stock

The Company is authorized to issue 176,400,000 shares of preferred stock with a par value of \$0.001 per share. The Company has designated 48,079,860 of the authorized shares as Series A Preferred Stock, 110,314,114 of the authorized shares as Series B Preferred Stock, and 18,006,026 of the authorized shares as Series C Preferred Stock (cumulatively referred to as Series Preferred).

During 2000 and 2001, the Company issued 1,498,137 shares and 574,998 shares, respectively, of Series A Preferred Stock at an issuance price of \$14.00 per share.

During 2003, the Company issued 11,031,387 shares of Series B Preferred Stock at an issuance price of \$2.60 per share. Certain of these shares were issued upon the conversion of the Company's then existing notes payable and related accrued interest at a conversion price per share equal to the price paid by other investors that purchased Series B Preferred Stock for cash.

In connection with the issuance of the Series B Preferred Stock in 2003, holders of Series A Preferred Stock were entitled to additional shares of Series A Preferred Stock in accordance with the antidilution provisions of the Company's amended certificate of incorporation. The additional shares issued from the recapitalization resulted in a decrease to the average price of Series A Preferred Stock from \$14.00 per share at issuance to \$6.00 per share.

During 2004, the Company issued 1,729,636 shares of Series C Preferred Stock at an issuance price of \$3.76 per share.

Dividends

The holders of Series Preferred are entitled to receive dividends, as may be declared by the Board of Directors, at the rate of eight percent of the original issuance price, as adjusted for any stock dividends, combinations, splits, recapitalizations and the like, in preference to holders of any other capital stock. Holders of Series C Preferred Stock are entitled to receive dividends in preference to holders of Series A Preferred Stock and Series B Preferred Stock. Further, holders of Series B Preferred Stock are entitled to receive dividends in preference to holders of Series A Preferred Stock.

Table of Contents

Qualys, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND

SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)

Dividends are noncumulative. To date, no dividends have been declared, and there are no dividends in arrears as of December 31, 2011 and June 30, 2012.

Conversion

Any share of Series Preferred is convertible at any time, at the option of holder, into fully paid and nonassessable shares of common stock. The number of shares of common stock to which a holder of Series Preferred is entitled upon conversion is the product obtained by multiplying the conversion rate by the number of shares being converted, subject to certain antidilution provisions. The conversion rate is the quotient obtained by dividing the original issuance price by the conversion price. The conversion price is the original issuance price, as adjusted from time to time due to any recapitalizations, dividends, or distributions. As of December 31, 2011 and June 30, 2012, Series Preferred shares are convertible at a ratio of 1-to-1 into common stock.

Each share of Series Preferred automatically converts into shares of common stock at the effective conversion rate immediately upon the earlier to occur of (i) the Company's sale of its common stock in a bona fide firm commitment underwriting pursuant to a registration statement filed under the Securities Act of 1933, as amended, at the public offering price of not less than \$12.00 per share (as adjusted to reflect subsequent stock dividends, stock splits, or recapitalizations) and \$20 million in the aggregate or (ii) the date specified by written consent of agreement of the holders of a majority of the outstanding shares of Series C Preferred Stock.

Liquidation Rights

Initial Distribution Series C Preferred

In the event of any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the holders of Series C Preferred Stock are entitled to receive a liquidation payment prior and in preference to any distribution of any of the assets of the Company to holders of Series B Preferred Stock, Series A Preferred Stock, and common stock by reason of their ownership. The liquidation rights will be in an amount per share of Series C Preferred Stock equal to the original issuance price, adjusted for any stock dividends, combinations, or splits with respect to such shares and amounts equal to declared but unpaid dividends on such shares. At liquidation, if the assets of the Company are insufficient to make payment in full to all holders of Series C Preferred Stock outstanding at that date, then such assets shall be distributed among the holders of Series C Preferred Stock, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

Secondary Distribution Series B Preferred

After payment of the full liquidation preference of the Series C Preferred Stock, holders of Series B Preferred Stock are entitled to receive a liquidation payment prior and in preference to any distribution of any of the assets of the Company to holders of Series A Preferred Stock and common stock. The liquidation rights will be in an amount per share of Series B Preferred Stock equal to the original issuance price, adjusted for any stock dividends, combinations, or splits with respect to such shares and amounts equal to declared but unpaid dividends on such shares. At liquidation, if the remaining assets of the Company are insufficient to make payment in full to all holders of Series B

Table of Contents

Qualys, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND

SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)

Preferred Stock outstanding at that date, then such assets shall be distributed among the holders of Series B Preferred Stock, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

Tertiary Distribution Series A Preferred

After full payment of the liquidation preference of the Series C Preferred Stock and Series B Preferred Stock, the holders of Series A Preferred Stock are entitled to receive a liquidation payment prior and in preference to any distribution of any assets of the Company to holders of common stock. The liquidation rights will be in an amount per share of Series A Preferred Stock equal to the original issuance price, adjusted for any stock dividends, combinations, or splits with respect to such shares and amounts equal to declared but unpaid dividends on such shares. At liquidation, if the remaining assets of the Company are insufficient to make payment in full to all holders of Series A Preferred Stock outstanding at that date, then such assets shall be distributed among the holders of Series A Preferred, ratably in proportion to the full amounts to which they would otherwise be entitled.

Remaining Assets Distribution Common Stock

After full payment of the liquidation preference of the Series Preferred stockholders, any remaining assets of the Company legally available shall be distributed among the holders of common stock on a pro rata basis based on the number of shares of common stock held by each.

Warrants

In connection with the issuance of promissory notes in July 2005, the Company granted warrants to purchase 61,507 shares of Series C Preferred Stock at an exercise price of \$3.66 per share. The warrants were sold to the note holders at a purchase price of \$0.10 per share and have an expiration date in July 2015. In 2007 and 2011, 30,754 and 30,754 shares of Series C Preferred Stock were purchased, respectively, upon exercise of these warrants. No warrants are exercisable or outstanding as of December 31, 2011 and June 30, 2012.

Also in connection with the notes, in May 2006, the Company granted warrants to purchase 8,185 shares of Series C Preferred Stock at an exercise price of \$3.76 per share with an expiration date in May 2016. In 2007 and 2011, 4,093 and 4,094 shares of Series C Preferred Stock had been purchased, respectively, upon exercise of these warrants. No warrants are exercisable or outstanding as of December 31, 2011 and June 30, 2012.

Voting

The holder of each share of Series Preferred is entitled to the number of votes equal to the number of shares of common stock into which each share of preferred stock can be converted.

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)****NOTE 8. Employee Stock and Benefit Plans***Stock Options*

Under the 2000 Equity Incentive Plan (the "Plan"), the Company has been authorized to grant to eligible participants either incentive stock options ("ISOs") or nonstatutory stock options ("NSOs") to purchase up to 11,987,853 shares of common stock. The ISOs may be granted at a price per share not less than the fair market value at the date of grant. The NSOs may be granted at a price per share not less than 85% of the fair market value at the date of grant. Options granted to date are immediately exercisable, and unvested shares are subject to repurchase by the Company.

Options and unvested shares granted generally vest over a period of up to four years, with a maximum term of ten years. Upon termination of employment of an option holder, the Company has the right to repurchase at the original purchase price any issued but unvested common shares. At December 31, 2010 and 2011, and June 30, 2012, there were 26,938, 76,437 and 20,231 shares, respectively, that were subject to the Company's right to repurchase at the original purchase price. Shares repurchased by the Company are added to the pool of options available for future grant. The Company repurchased 136,876, 1,000 and 60,126 unvested common shares in the years ended December 31, 2010 and 2011 and the six months ended June 30, 2012, respectively. No shares were repurchased in 2009. The amounts paid for these shares purchased under an early exercise of stock options are not reported as a component of stockholders' equity (deficit) until those shares vest. The amounts received in exchange for these shares totaling \$79,000, \$414,000 and \$82,000 as of December 31, 2010 and 2011, and June 30, 2012, respectively, have been recorded as an accrued liability in the accompanying consolidated balance sheets and will be reclassified to common stock and additional paid-in capital as the shares vest.

Common shares purchased under the Plan are subject to certain restrictions, including the right of first refusal by the Company for sale or transfer of these shares to third parties. The Company's right of first refusal terminates upon completion of an initial public offering of common stock.

Stock-based employee compensation is included in the consolidated statements of income as follows:

	Year Ended December 31,			Six Months Ended	
	2009	2010	2011	2011	2012
	(in thousands)				
Cost of revenues	\$ 45	\$ 77	\$ 139	\$ 50	\$ 123
Research and development	308	346	458	216	294
Sales and marketing	263	460	579	226	440
General and administrative	451	869	811	399	479
Total stock-based employee compensation	\$ 1,067	\$ 1,752	\$ 1,987	\$ 891	\$ 1,336

Compensation cost is recognized on a straight-line basis over the service period, based on awards ultimately expected to vest. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)**

As of December 31, 2011 and June 30, 2012, the Company had \$4,832,000 and \$6,219,000, respectively, of total unrecognized employee compensation cost related to nonvested awards that it expects to recognize over a weighted-average period of 3 years.

The fair value of each option granted to employees is estimated on the date of grant using the Black-Scholes option-pricing model based on the following assumptions:

	2009	Year Ended December 31, 2010	2011	Six Months Ended June 30, 2011 (unaudited)	2012
Expected term (in years)	5.7	5.5	5.6	5.6	5.3 to 6.0
Volatility	51%	57% to 58%	55%	55%	53%
Risk-free interest rate	1.7% to 2.7%	1.1% to 2.3%	0.9% to 2.3%	2.0% to 2.2%	0.7% to 0.9%
Dividend yield					

The expected term of the options is based on evaluations of historical and expected future employee exercise behavior. The risk-free interest rate is based on the U.S. Treasury rates at the date of grant with maturity dates approximately equal to the expected term at the grant date. Volatility is based on historical volatility of several public entities that are similar to the Company, as the Company does not have sufficient historical transactions in its own shares on which to base expected volatility. The Company has not historically issued any dividends and does not expect to in the future.

The Company records compensation representing the fair value of stock options granted to non-employees. Stock-based non-employee compensation was \$21,000, \$103,000 and \$101,000 for the years ended December 31, 2009, 2010 and 2011, respectively, and \$60,000 and \$189,000 for the six months ended June 30, 2011 and 2012, respectively. These options were valued using a Black-Scholes valuation method with the following assumptions:

	2009	Year Ended December 31, 2010	2011	Six Months Ended June 30, 2011 (unaudited)	2012
Expected term (in years)	5.7	5.5	5.6	5.6	6.0
Volatility	51%	57% to 58%	55%	55%	53%
Risk-free interest rate	1.7% to 2.7%	1.1% to 2.6%	0.8% to 2.3%	1.7% to 2.2%	0.7% to 1.0%
Dividend yield					

Stock-based non-employee compensation is recognized over the vesting periods of the options. The value of options granted to non-employees is periodically remeasured as they vest over a performance period.

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)**

A summary of the Company's stock option activity is as follows:

	Outstanding Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (in thousands)
Balance as of December 31, 2008	3,375,802	\$ 1.85	5.8	\$ 3,214
Granted	2,513,545	3.39		
Exercised	(153,054)	1.30		
Canceled	(523,309)	2.37		
Balance as of December 31, 2009	5,212,984	2.56	6.6	6,486
Granted	1,357,702	4.10		
Exercised	(317,802)	1.89		
Canceled	(652,009)	3.51		
Balance as of December 31, 2010	5,600,875	2.86	6.4	6,964
Granted	1,816,850	5.06		
Exercised	(432,687)	3.09		
Canceled	(672,997)	3.89		
Balance as of December 31, 2011	6,312,041	3.36	6.9	16,012
Granted (unaudited)	1,142,750	8.23		
Exercised (unaudited)	(492,512)	2.44		
Canceled (unaudited)	(176,197)	5.14		
Balance as of June 30, 2012 (unaudited)	6,786,082	4.20	7.3	31,867
Vested and expected to vest December 31, 2011	5,701,335	3.20	7.0	
Exercisable December 31, 2011	6,305,105	3.36	6.9	
Vested and expected to vest June 30, 2012 (unaudited)	6,216,622	3.93	6.9	
Exercisable June 30, 2012 (unaudited)	6,783,552	4.20	7.3	

The following tables summarize the outstanding and vested stock options at December 31, 2011:

Exercise Price	Number of Shares	Outstanding	Weighted Average Remaining Contractual	Vested	Weighted Average Exercise Price
		Weighted Average Exercise Price		Number of Shares	

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		Per Share	Life (Years)		Per Share
\$1.10 - \$1.40	591,109	\$ 1.20	4.1	591,107	\$ 1.20
\$1.50 - \$2.40	1,349,593	1.92	4.7	1,349,591	1.92
\$2.50 - \$2.90	830,610	2.77	6.5	700,835	2.77
\$3.00 - \$3.90	1,218,136	3.80	7.7	342,080	3.80
\$4.00 - \$4.90	1,494,521	4.30	8.1	420,416	4.17
\$5.00 - \$5.90	828,072	5.52	8.9	17,868	5.25
	6,312,041	3.36	6.9	3,421,897	2.45

F-28

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)**

The following tables summarize the outstanding and vested stock options at June 30, 2012:

Exercise Price	Number of Shares	Outstanding	Weighted	Vested	Weighted
		Weighted Average Exercise Price Per Share	Average Remaining Contractual Life (Years) (unaudited)	Number of Shares	Average Exercise Price Per Share
\$1.10 - \$1.40	509,260	\$ 1.30	3.8	509,260	\$ 1.30
\$1.50 - \$2.40	1,194,431	1.93	4.6	1,194,431	1.93
\$2.50 - \$2.90	679,310	2.78	6.6	646,985	2.78
\$3.00 - \$3.90	1,185,506	3.80	7.4	478,088	3.80
\$4.00 - \$4.90	1,345,423	4.30	8.2	577,432	4.22
\$5.00 - \$6.90	994,265	5.78	9.1	99,796	5.38
\$7.00 - \$8.90	877,887	8.69	9.9	6,515	8.40
	6,786,082	4.20	7.3	3,512,507	2.74

The weighted-average grant date fair value of the Company's stock options granted during the years ended December 31, 2009, 2010 and 2011 and for the six months ended June 30, 2011 and 2012 was \$1.66, \$2.14, \$2.56, \$2.33, and \$4.08 respectively. The aggregate grant date fair value of the Company's stock options granted during the years ended December 31, 2009, 2010 and 2011 and for the six months ended June 30, 2011 and 2012 was \$4,179,000, \$2,904,000, \$4,657,000, and \$2,008,000 and \$4,658,000, respectively.

The intrinsic value of options exercised was \$235,000, \$698,000 and \$811,000 during the years ended December 31, 2009, 2010 and 2011, respectively, and \$468,000 and \$2,658,000 for the six months ended June 30, 2011 and 2012, respectively.

401(k) Plan

The Company's 401(k) Plan (the "401(k) Plan") was established in 2000 to provide retirement and incidental benefits for its employees. As allowed under section 401(k) of the Internal Revenue Code, the 401(k) Plan provides tax-deferred salary deductions for eligible employees. Contributions to the 401(k) Plan are limited to a maximum amount as set periodically by the Internal Revenue Service. To date, the Company has not made any contributions to the 401(k) Plan.

NOTE 9. Other Income (Expense), Net

Other income (expense), net consists of the following:

Year Ended December 31,	Six Months Ended June 30,
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	2009	2010	2011	2011	2012
				(unaudited)	
			(in thousands)		
Foreign exchange gains (losses)	\$ 128	\$ (372)	\$ (338)	\$ 515	\$ (95)
Other income (expense)	2	(11)	(8)	4	(9)
Other income (expense), net	\$ 130	\$ (383)	\$ (346)	\$ 519	\$ (104)

F-29

Table of Contents

Qualys, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND

SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)

NOTE 10. Income Taxes

The Company's geographical breakdown of income (loss) before provision for (benefit from) income taxes is as follows:

	Year Ended December 31,		
	2009	2010	2011
	(in thousands)		
Domestic	\$ 323	\$ (21)	\$ 1,593
Foreign	756	664	777
Income before provision for (benefit from) income taxes	\$ 1,079	\$ 643	\$ 2,370

The provision for (benefit from) income taxes consists of the following:

	Year Ended December 31,		
	2009	2010	2011
	(restated)		
	(in thousands)		
Current			
Federal	\$ (22)	\$ (39)	\$ 45
State	31	37	112
Foreign	211	(202)	259
Total current provision (benefit)	220	(204)	416
Total provision for (benefit from) income taxes	\$ 220	\$ (204)	\$ 416

The reconciliation of the statutory federal income tax rate of 34% to the Company's effective tax rate is as follows:

	Year Ended December 31,		
	2009	2010	2011
	(restated)		
Federal statutory rate	34.0%	34.0%	34.0%
State taxes	4.7	3.9	3.5
Stock-based compensation	28.8	81.3	19.4
Foreign source income	9.9	(50.8)	1.4
Change in valuation allowance	(56.3)	(102.3)	(44.0)
Other	(0.7)	2.2	3.3

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Provision for (benefit from) income taxes	20.4%	(31.7)%	17.6%
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The provision for (benefit from) income taxes for the six months ended June 30, 2011 and 2012 was \$210,000 and \$0, respectively. The income tax provision for the six months ended June 30, 2012 was \$0, reflecting the provision for income taxes for international operations and state taxes, offset by a tax benefit of \$114,000, resulting from a reduction of the liability for uncertain tax positions due to closure of the 2008 to 2010 tax years upon completion of a tax audit of the French subsidiary.

F-30

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)**

Deferred income taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The components of the Company's deferred tax assets and liabilities are as follows:

	At December 31,	
	2010	2011
	(in thousands)	
Deferred tax assets		
Net operating loss carryforwards	\$ 22,239	\$ 22,584
Research and development credit carryforwards	3,193	3,744
Accrued liabilities	359	409
Deferred revenues	634	1,670
Deferred rent	165	112
Fixed assets	247	
Intangible assets	192	198
Stock-based compensation	343	506
Foreign	24	30
Other	284	463
Gross deferred tax assets	27,680	29,716
Valuation allowance	(27,568)	(26,766)
Net deferred tax assets	112	2,950
Deferred tax liabilities		
Fixed assets		(2,884)
Total deferred tax liabilities		(2,884)
Net deferred tax assets	\$ 112	\$ 66

Current and non-current deferred tax assets and liabilities included in the consolidated balance sheets are recorded as follows:

	At December 31,	
	2010	2011
	(in thousands)	
Current deferred tax assets	\$ 4	\$ 69
Current deferred tax liabilities		
Noncurrent deferred tax assets	108	
Noncurrent deferred tax liabilities		(3)
Net deferred tax assets	\$ 112	\$ 66

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Realization of deferred tax assets is dependent upon future earnings, if any, the timing and amount of which are uncertain. As of December 31, 2011, we have provided a valuation allowance for our deferred tax assets that we believe are more likely than not unrealizable. The valuation allowance decreased by \$0.8 million for the year ended December 31, 2011 and increased by \$0.2 million for the year ended December 31, 2010.

F-31

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)**

At December 31, 2011, the Company had federal and state net operating loss carryforwards of approximately \$61.2 million and \$29.5 million, respectively, available to reduce federal and state taxable income. The Company's federal net operating losses expire in the years 2021 to 2030, and its state net operating losses expire from 2012 to 2029. Utilization of the Company's net operating loss carryforwards may be subject to a substantial annual limitation due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. Such an annual limitation could result in the expiration of the net operating loss carryforwards before utilization. As of December 31, 2011, the Company had federal and state research and development credits of \$2.2 million and \$1.5 million, respectively. Federal research and development credits expire in the years 2017 to 2026. State research and development credits do not expire.

U.S. income taxes were not provided on undistributed earnings from investments in non-U.S. subsidiaries as the Company intends to continue to reinvest the earnings of these foreign subsidiaries indefinitely. The Company's share of undistributed earnings of foreign subsidiaries that could be subject to additional U.S. income tax if remitted was approximately \$7.1 million and \$7.5 million as of December 31, 2010 and 2011, respectively. Determination of the amount of unrecognized deferred tax liability for temporary differences related to investments in these non-U.S. subsidiaries that are essentially permanent in duration is not practicable.

On January 1, 2009, the Company adopted authoritative accounting guidance that clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the accounting and financial statement disclosure of tax positions taken or expected to be taken in a tax return. The evaluation of a tax position is a two-step process. The first step requires the Company to determine whether it is more likely than not that a tax position will be sustained upon examination based on the technical merits of the position. The second step requires the Company to recognize in the financial statement each tax position that meets the more likely than not criteria, measured at the amount of benefit that has a greater than fifty percent likelihood of being realized.

A reconciliation of the Company's unrecognized tax benefits is as follows:

	Year Ended December 31,		
	2009	2010 (restated) (in thousands)	2011 (restated)
Unrecognized tax benefits beginning balance	\$ 4,471	\$ 4,495	\$ 2,648
Gross increase for tax positions of prior years	30	71	87
Gross decrease for tax positions of prior years	(561)	(1,792)	(120)
Gross increase for tax positions of current year	555	276	242
Lapse of statute of limitations		(402)	(65)
Total unrecognized tax benefits	\$ 4,495	\$ 2,648	\$ 2,792

The unrecognized tax benefits, if recognized and in absence of full valuation allowance, would impact the income tax provision by \$1.9 million, \$0.5 million and \$1.2 million as of December 31, 2009 and 2010 and 2011, respectively.

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)**

The Company has elected to include interest and penalties as a component of income tax expense. As of December 31, 2010 and 2011, the Company had accrued approximately \$32,000 and \$32,000, respectively, for the payment of interest and penalties relating to the unrecognized tax benefits. The Company recognized net interest and penalties of \$29,000, \$(20,000), and \$0 for the years ended December 31, 2009, 2010 and 2011, respectively.

The Company files income tax returns in the United States, including various state jurisdictions. The Company's subsidiaries file tax returns in various foreign jurisdictions. The tax years 2005 to 2011 remain open to examination by the major taxing jurisdictions in which the Company is subject to tax, with the exception of France which remains open to examination for the 2011 tax year only. As of December 31, 2011, the Company was not under examination by the Internal Revenue Service or any state tax jurisdictions.

On February 20, 2009, the California 2009-2010 Budget Bill (S.B. X3 15) was signed into law. As of January 1, 2011, the Company intends to make the annual, irrevocable election to use a single sales factor for apportionment in the state of California. Also effective in 2011, the cost of performance provisions with respect to sales of other than tangible property are repealed. Instead, services are sourced to the location where the services are used. The Company estimates that the combination of these two changes will likely result in a decrease to the effective California tax rate beginning in 2011. Accordingly, by applying the lower tax rate to future tax benefits, the Company reduced the balance of deferred tax assets by approximately \$260,000.

NOTE 11. Segment Information and Information about Geographic Area

The Company operates in one segment. The Company's chief operating decision maker (CODM) is the Chairman, President and Chief Executive Officer, who makes operating decisions, assesses performance and allocates resources on a consolidated basis. All of the Company's principal operations and decision-making functions are located in the United States. Revenues by geographic area, based on the location of the customer, are as follows:

	Year Ended December 31,			Six Months Ended June 30,	
	2009	2010	2011	2011	2012
	(in thousands)				
United States	\$ 39,856	\$ 43,669	\$ 51,044	\$ 24,207	\$ 29,021
Other	17,569	21,763	25,168	11,978	14,360
Total revenues	\$ 57,425	\$ 65,432	\$ 76,212	\$ 36,185	\$ 43,381

As of December 31, 2010 and 2011, and June 30, 2012, property and equipment locations outside the United States were not material.

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)****NOTE 12. Net Income (Loss) Per Share Attributable to Common Stockholders and Pro Forma Net Income (Loss) Per Share Attributable to Common Stockholders**

The computations for basic and diluted net income (loss) per share attributable to common stockholders are as follows:

	Year Ended December 31,			Six Months Ended June 30,	
	2009	2010 (restated)	2011	2011 (unaudited)	2012 (unaudited)
(in thousands)					
Numerator:					
Net income (loss)	\$ 859	\$ 847	\$ 1,954	\$ 2,153	\$ (562)
Net income attributable to participating securities	(688)	(668)	(1,518)	(1,682)	
Net income (loss) attributable to common stockholders - basic	171	179	436	471	(562)
Undistributed earnings reallocated to participating securities	681	666	1,516	1,680	
Net income (loss) attributable to common stockholders - diluted	\$ 852	\$ 845	\$ 1,952	\$ 2,151	\$ (562)
Denominator:					
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders - basic	4,400	4,706	5,053	4,932	5,392
Effect of potentially dilutive securities:					
Convertible preferred stock	17,562	17,562	17,590	17,583	
Common stock options	842	1,282	1,537	1,558	
Warrants		4	2	3	
Contingently issuable shares related to an acquisition		8	12	12	
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders - diluted	22,804	23,562	24,194	24,088	5,392
Net income (loss) per share attributable to common stockholders:					
Basic	\$ 0.04	\$ 0.04	\$ 0.09	\$ 0.10	\$ (0.10)
Diluted	\$ 0.04	\$ 0.04	\$ 0.08	\$ 0.09	\$ (0.10)

Potentially dilutive securities not included in the calculation of diluted net income (loss) per share because doing so would be antidilutive are as follows:

	Year Ended December 31,	Six Months Ended June 30,
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	2009	2010	2011	2011	2012
				(unaudited)	
	(in thousands)				
Convertible preferred stock					17,597
Common stock options	1,391	1,948	2,758	2,762	6,466
Warrants	35				
Contingently issuable shares related to an acquisition					8
	1,426	1,948	2,758	2,762	24,071

F-34

Table of Contents**Qualys, Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****YEARS ENDED DECEMBER 31, 2009, 2010 AND 2011 AND****SIX MONTHS ENDED JUNE 30, 2011 AND 2012 (UNAUDITED)**

The computations for pro forma basic and diluted net income (loss) per share attributable to common stockholders are as follows:

	Year Ended December 31, 2011	Six Months Ended June 30, 2012 (unaudited)
	(in thousands, except per share data)	
Numerator:		
Net income (loss)	\$ 1,954	\$ (562)
Net income attributable to participating securities	(2)	
Net income (loss) attributable to common stockholders - basic	\$ 1,952	\$ (562)
Undistributed earnings reallocated to participating securities		
Net income (loss) attributable to common stockholders - diluted	\$ 1,952	\$ (562)
Denominator:		
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders - basic	5,053	5,392
Pro forma adjustment to reflect assumed weighted-average effect of conversion of convertible preferred stock	17,590	17,597
Pro forma weighted-average shares used in computing net income (loss) per share attributable to common stockholders - basic	22,643	22,989
Pro forma adjustments to reflect effect of potentially dilutive securities:		
Common stock options	1,537	
Warrants	2	
Contingently issuable shares related to an acquisition	12	
Pro forma weighted-average shares used in computing net income (loss) per share attributable to common stockholders - diluted	24,194	22,989
Pro forma net income (loss) per share attributable to common stockholders		
Basic	\$ 0.09	\$ (0.02)
Diluted	\$ 0.08	\$ (0.02)

NOTE 13. Responsibility for Updated Evaluation of Subsequent Events in Connection with Reissuance (unaudited)

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As described in Note 2 to our consolidated financial statements, the Company is reissuing its consolidated financial statements as of December 31, 2010 and 2011 and for the year ended December 31, 2010 to correct an error in the financial statements discovered subsequent to their original issuance. In connection with the reissuance of these financial statements, the Company has considered whether there are other subsequent events that have occurred since June 8, 2012 and through August 10, 2012 (the date of reissuance) that require recognition or disclosure in the 2010 and 2011 financial statements and believes that there are no such events.

F-35

Table of Contents

Report of Independent Certified Public Accountants

Board of Directors

Nemean Networks, LLC

We have audited the accompanying balance sheets of Nemean Networks, LLC (a Delaware limited liability company) (a development stage company) as of August 31, 2010, and the related statements of operations, members' equity, and cash flows for the eight month period ended August 31, 2010 and for the period from May 18, 2007 (date of inception) through August 31, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Nemean Networks, LLC as of August 31, 2010, and the results of its operations and its cash flows for the eight month period ended August 31, 2010 and the period from May 18, 2007 (date of inception) through August 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

/s/ GRANT THORNTON LLP

Madison, Wisconsin

November 2, 2010

Table of Contents**NEMEAN NETWORKS, LLC**

(A Development Stage Company)

BALANCE SHEET

	August 31, 2010
ASSETS	
Current assets	
Cash and cash equivalents	\$ 27,740
Prepaid expenses	5,089
Security deposit	1,816
Total current assets	34,645
Property and equipment at cost	
Computer equipment	116,092
Office furniture and equipment	30,089
Total property and equipment	146,181
Less accumulated depreciation	97,785
Property and equipment, net	48,396
Intangible assets, less accumulated amortization of \$21,377 at August 31, 2010	53,623
Total assets	\$ 136,664
LIABILITIES AND MEMBERS EQUITY	
Current liabilities	
Accounts payable	\$ 20,592
Accrued liabilities	75,567
Total current liabilities	96,159
Commitments and contingencies	
Members equity	
Members capital	2,942,968
Deficit accumulated during the development stage	(2,902,463)
Total members equity	40,505
Total liabilities and members equity	\$ 136,664

The accompanying notes are an integral part of these statements.

Table of Contents**NEMEAN NETWORKS, LLC**

(A Development Stage Company)

STATEMENTS OF OPERATIONS

	Eight months ended August 31, 2010	Cumulative totals for the period from May 18, 2007 (date of inception) through August 31, 2010
Revenues	\$	\$
Operating expenses		
General and administrative	221,510	904,466
Research and development	398,784	2,008,856
Total operating expenses	620,294	2,913,322
Operating loss	(620,294)	(2,913,322)
Other income (expense)		
Interest income	380	27,169
Interest expense		(16,310)
Total other income (expense)	380	10,859
Net loss	\$ (619,914)	\$ (2,902,463)

The accompanying notes are an integral part of these statements.

Table of Contents**NEMEAN NETWORKS, LLC**

(A Development Stage Company)

STATEMENTS OF MEMBERS EQUITY

For the eight month period ended August 31, 2010 and for the period

from May 18, 2007 (date of inception) through August 31, 2010

	Member units		Deficit accumulated during the development stage	Members equity
	Units	Amount		
Balances at May 18, 2007, (date of inception)		\$	\$	\$
Issuance of founder units at \$.001	703,333	703		703
Issuance of member units at \$1.00	950,000	950,000		950,000
Unit issuance costs		(40,031)		(40,031)
Conversion of notes payable	550,000	550,000		550,000
Net loss			(290,127)	(290,127)
Balances at December 31, 2007	2,203,333	1,460,672	(290,127)	1,170,545
Issuance of member units at \$1.00	700,000	700,000		700,000
Exercise of member unit options at \$1.00	60,000	60,000		60,000
Unit compensation expense		91,820		91,820
Net loss			(1,006,575)	(1,006,575)
Balances at December 31, 2008	2,963,333	2,312,492	(1,296,702)	1,015,790
Issuance of member units at \$1.00	269,426	269,426		269,426
Unit issuance cost		(17,722)		(17,722)
Unit compensation expense		62,331		62,331
Net loss			(985,847)	(985,847)
Balances at December 31, 2009	3,232,759	2,626,527	(2,282,549)	343,978
Issuance of member units at \$1.00	317,266	317,266		317,266
Unit issuance costs		(6,750)		(6,750)
Unit compensation expense		5,925		5,925
Net loss			(619,914)	(619,914)
Balances at August 31, 2010	3,550,025	\$ 2,942,968	\$ (2,902,463)	\$ 40,505

The accompanying notes are an integral part of these statements.

Table of Contents**NEMEAN NETWORKS, LLC**

(A Development Stage Company)

STATEMENTS OF CASH FLOWS

	Eight months ended August 31, 2010	Cumulative totals for the period from May 18, 2007 (date of inception) through August 31, 2010
Cash flows from operating activities		
Net loss	\$ (619,914)	\$ (2,902,463)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	32,595	119,162
Unit compensation expense	5,925	160,076
Changes in operating assets and liabilities:		
Accounts receivable		
Prepaid expenses	2,636	(5,089)
Security deposit		(1,816)
Accounts payable	12,496	20,592
Accrued liabilities	18,109	75,567
Net cash used in operating activities	(548,153)	(2,533,971)
Cash flows from investing activities		
Purchase of property and equipment	(3,343)	(146,181)
Cash flows from financing activities		
Proceeds from long-term obligations		550,000
Payments on long-term obligations		(75,000)
Proceeds from exercise of member unit options		60,000
Proceeds from issuance of member units, net of issuance costs	310,516	2,172,892
Net cash provided by financing activities	310,516	2,707,892
Net (decrease) increase in cash and cash equivalents	(240,980)	27,740
Cash and cash equivalents at beginning of period	268,720	
Cash and cash equivalents at end of period	\$ 27,740	\$ 27,740
Supplemental disclosure of cash flow information		
Interest paid	\$	\$ 16,310

Supplemental disclosure of non-cash investing and financing activities:

During 2007, long-term obligations of \$550,000 were converted to member units.

During 2007, the Company recorded increases in intangible assets and long-term obligations of \$75,000 related to amounts due to the Wisconsin Alumni Research Foundation (WARF) for licensing fees.

The accompanying notes are an integral part of these statements.

Table of Contents

NEMEAN NETWORKS, LLC

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

For the eight month period ended August 31, 2010 and for the period

from May 18, 2007 (date of inception) through August 31, 2010

NOTE 1. NATURE OF OPERATIONS

Nemean Networks, LLC (the Company) was formed on May 18, 2007 as a Delaware limited liability company and is located in Madison, Wisconsin. The Company is developing network security solutions for detection and awareness of external intrusions to computer networks. The technology utilized by the Company is based on three patents that the Company is licensing from the WARF.

On August 31, 2010, Qualys, Inc. (Qualys) purchased substantially all of the assets and assumed substantially all of the liabilities of the Company for cash and 250,000 shares of Qualys common stock totaling approximately \$3,700,000. Approximately 62,500 shares of Qualys common stock and \$1,000,000 will be retained by Qualys as an equity hold-back for two years subject to offset by certain losses, as defined in the purchase agreement. As a result of the acquisition, Qualys owns the exclusive rights to the Company's technology, including all patents. The accompanying financial statements reflect the operations of the Company immediately before the acquisition of the Company by Qualys. As a result, the financial statements do not include the effects of the acquisition of the Company's assets or assumption of the Company's liabilities by Qualys.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements follows.

Development Stage Company

The Company has been in the development stage since its inception on May 18, 2007. The Company's primary activities since inception have been: (i) organizational activities; (ii) research and development; and (iii) raising capital. No revenues have been generated from planned principal operations. As of August 31, 2010, the Company continues to be in the development stage.

Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments purchased with original maturities of 90 days or less to be cash equivalents.

The Company has cash and cash equivalents deposited in financial institutions in which the balances occasionally exceed the federal government agency (FDIC) insured limits of \$250,000. The Company has not experienced any losses in such accounts and management believes it is not exposed to any significant credit risk.

Table of Contents**NEMEAN NETWORKS, LLC**

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

For the eight month period ended August 31, 2010 and for the period
from May 18, 2007 (date of inception) through August 31, 2010

Property and Equipment

Property and equipment are recorded at cost and are depreciated using the straight-line method over the following estimated useful lives:

Office furniture and equipment	5 years
Computer equipment	3 years

Depreciation expense associated with property and equipment was \$27,595 for the eight month period ended August 31, 2010 and \$97,785 for the period from May 18, 2007 (date of inception) through August 31, 2010.

Intangible Assets

Intangible assets consist primarily of costs related to the filing of patents and licensed technology costs.

The costs are capitalized as incurred and amortized over their estimated useful lives of ten years. Total amortization expense was \$5,000 for the eight month period ended August 31, 2010 and \$21,377 for the period from May 18, 2007 (date of inception) through August 31, 2010.

Estimated future amortization expense on amortizable intangible assets as of August 31, 2010 is as follows:

Years ending December 31,	
2011	\$ 7,500
2012	7,500
2013	7,500
2014	7,500
2015	7,500
Thereafter	16,123
	\$ 53,623

The Company has evaluated the intangible assets for impairment, noting no impairment as of August 31, 2010.

Research and Development Costs

Research and development costs are expensed in the period incurred.

Unit-Based Compensation

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The Company accounts for unit-based payment awards in accordance with ASC 718, *Compensation - Stock Compensation* (ASC 718), for its unit option plan which was approved on August 19, 2008.

All unit-based payments, including grants of employee unit options, are measured at fair value and expensed in the statement of operations over the service period (generally the vesting period) of the grant.

F-42

Table of Contents

NEMEAN NETWORKS, LLC

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

For the eight month period ended August 31, 2010 and for the period

from May 18, 2007 (date of inception) through August 31, 2010

Fair Value of Financial Instruments

The carrying amount of the Company's financial instruments, which include cash equivalents, accounts payable and accrued liabilities, approximate their fair value at August 31, 2010 due to their short maturities.

NOTE 3. FAIR VALUE MEASUREMENTS

The cash equivalents of the Company are valued in accordance with guidance on fair value. The guidance establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The money market fund is valued at the quoted market value as of the last business day of the Company, as determined based on the market values of the individual investments comprising the fund.

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

The following table summarizes financial assets measured at fair value on a recurring basis as of August 31, 2010:

	Level 1 2010
Money Market Fund	\$ 10,376

NOTE 4. LICENSE AGREEMENTS

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In October 2007, the Company entered into a license agreement with WARF. The agreement was amended on January 30, 2008 and November 3, 2008. Under this agreement, the Company obtained exclusive rights to various patents and patent applications owned by WARF that will allow the Company to make, use, sell and otherwise distribute products under WARF's patents anywhere in the

F-43

Table of Contents

NEMEAN NETWORKS, LLC

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

For the eight month period ended August 31, 2010 and for the period

from May 18, 2007 (date of inception) through August 31, 2010

world. In consideration for the agreement (as amended), the Company agreed to pay \$75,000 in licensing fees through June 30, 2009. The Company made payments of \$40,000 upon execution of the agreement, \$10,000 during 2008 and \$25,000 during 2009. As of August 31, 2010, there are no remaining amounts due to WARF under the terms of the agreement. The agreement was further amended on August 31, 2010, upon the closing of the acquisition of Nemean by Qualys. Under the amended agreement, Nemean paid WARF \$75,000 on August 31, 2010 in consideration for the assignment of the license agreement to Qualys. Such amount was recorded as an expense in the accompanying statements of operations.

In addition to the license fees, under the terms of the license agreement with WARF, the Company is obligated to pay \$20,000 for each U.S patent filed, \$5,000 for international applications filed under the Patent Cooperation Treaty and \$7,500 for other international patent applications. The Company has accrued \$49,000 for patent costs due to WARF as August 31, 2010.

Under the terms of this agreement (as amended), the Company was obligated to pay royalties based on future sales. Royalties were due at 5% of the selling price of products covered by the WARF license agreement until cumulative Company sales reach \$15,000,000, at which point the royalties would be reduced to 4%. Commencing in 2010, a minimum royalty fee of \$30,000 was due to WARF. This minimum royalty fee obligation was waived pursuant to the August 31, 2010 assignment of the license agreement to Qualys.

NOTE 5. LEASE COMMITMENTS

Operating Lease

The Company leases office space under an operating lease in Madison, Wisconsin. The lease required monthly rental payments of \$3,890 through June 30, 2010. Subsequent to the lease expiring in June 2010, the Company has been paying monthly rental payments of \$4,047 on a month-to-month basis.

Total rental expense under the operating lease was \$31,273 for the eight month period ended August 31, 2010 and \$140,693 for the period from May 18, 2007 (date of inception) through August 31, 2010.

NOTE 6. INCOME TAXES

The Company is organized as a limited liability company and the members of the Company personally report the net earnings or loss of the Company on their individual income tax returns. Accordingly, no provision has been made in the accompanying financial statements for federal and state income taxes.

The Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. At the adoption date, the Company applied the uncertain tax position guidance to all tax positions for which the statute of limitations remained open. The Company operates as a partnership for federal tax purposes, thus it is generally not subject to income tax. As a result, there are no uncertain tax positions.

Table of Contents

NEMEAN NETWORKS, LLC

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

For the eight month period ended August 31, 2010 and for the period

from May 18, 2007 (date of inception) through August 31, 2010

All tax years since incorporation in 2007 are open under the statute of limitations. The Company recognizes, if any, interest accrued related to unrecognized tax benefits in interest expense and recognizes penalties in operating expenses for all periods presented.

NOTE 7. EQUITY ISSUANCES

The Company issued 703,333 member units to the founders upon the formation of the Company at \$.001 per unit for total proceeds of \$703.

In December 2007, the Company issued 950,000 member units to investors at \$1 per unit for total proceeds of \$950,000.

In December 2007, \$550,000 in notes payable to debtors were converted to 550,000 member units, valued at \$1 per unit. Interest accrued on these notes was paid in cash to the debtors upon conversion.

In 2009, the Company issued 269,426 member units to investors at \$1 per unit for total proceeds of \$269,426.

In 2010, the Company issued 317,266 member units to investors at \$1 per unit for total proceeds of \$317,266.

NOTE 8. UNIT OPTION PLAN

On August 19, 2008, the Company adopted the 2008 Unit Option Plan (the Plan), pursuant to which the Company's Board of Directors may grant unit options to employees, directors, officers and consultants in the form of incentive compensation. The plan authorizes grants of options to purchase a total of 1,200,000 units of the Company. Generally, unit options have ten-year terms and vest ratably on the last day of the calendar year over a three- or four-year term, depending on the terms of the individual agreement. However, in 2008 60,000 options granted were immediately vested. Under the plan, 3,000 unit options were granted in 2010 and 60,000 options have been exercised as of August 31, 2010 since inception.

A summary of the Company's unit option plan is as follows:

	Eight months ended August 31, 2010		May 18, 2007 (date of inception) through August 31, 2010	
	Unit options	Weighted average exercise price	Unit options	Weighted average exercise price
Outstanding at beginning of period	290,000	\$ 1.00		\$
Granted	3,000	1.00	380,500	1.00
Exercised			(60,000)	1.00
Forfeited			(27,500)	1.00

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Outstanding at end of period	293,000	\$ 1.00	293,000	\$ 1.00
Options exercisable at end of period	204,668	\$ 1.00	204,668	\$ 1.00

F-45

Table of Contents**NEMEAN NETWORKS, LLC**

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

For the eight month period ended August 31, 2010 and for the period

from May 18, 2007 (date of inception) through August 31, 2010

The following table summarizes additional information as of August 31, 2010:

Range of exercise price	Unit options	Outstanding Average remaining contractual life (years)	Weighted average exercise price	Unit options	Exercisable Average remaining contractual life (years)	Weighted average exercise price
\$1.00	293,000	8.06	\$ 1.00	204,668	8.08	\$ 1.00

A summary of the status of the Company's non-vested unit options is as follows:

	Eight months ended August 31, 2010		May 18, 2007 (date of inception) through August 31, 2010	
	Unit options	Weighted average exercise price	Unit options	Weighted average exercise price
Non-vested at beginning of period	98,332	\$ 1.00		\$
Granted	3,000	1.00	380,500	1.00
Vested	(13,000)	1.00	(269,668)	1.00
Forfeited		1.00	(22,500)	1.00
Non-vested at end of period	88,332	\$ 1.00	88,332	\$ 1.00

The Company uses the Black-Scholes option pricing model to value unit options. For options granted, the Company used historical stock prices of companies which it considered to be a peer group as the basis for its volatility assumptions. The assumed risk-free rates were based on U.S. Treasury rates in effect at the time of the grant with a term consistent with the expected option lives. The Company employed the plain-vanilla type method of estimating the expected term of the options as the Company did not have significant historical experience. The expense is being allocated using the straight-line method. For the eight month period ended August 31, 2010, the Company recorded \$1,755 of compensation expense and \$4,170 of consulting expense related to options granted and valued under ASC 718. For the period from May 18, 2007 (date of inception) through August 31, 2010, the Company recorded \$148,200 of compensation expense and \$11,876 of consulting expense related to options granted. At August 31, 2010, the Company had unrecognized expense related to its unit options of \$52,468. The expense is expected to be recognized over the next two years.

The fair value of each option grant for the eight month period ended August 31, 2010 and for the period from May 18, 2007 (date of inception) through August 31, 2010 was estimated at the date of grant using the Black-Scholes option pricing model based on the following assumptions:

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	Eight months ended August 31, 2010	May 18, 2007 (date of inception) through August 31, 2010
Expected life (years)	6.25	6.25
Risk-free interest rate	2.74%	2.74% - 3.39%
Expected volatility	60%	60%
Dividend yield		

F-46

Table of Contents

NEMEAN NETWORKS, LLC

(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

For the eight month period ended August 31, 2010 and for the period

from May 18, 2007 (date of inception) through August 31, 2010

The weighted average grant date fair value of the stock options granted during the period ended August 31, 2010 and for the period from May 18, 2007 (date of inception) through August 31, 2010 was \$0.59.

NOTE 9. SUBSEQUENT EVENTS

The Company evaluated its August 31, 2010 financial statements for subsequent events through November 2, 2010, the date the financial statements were available to be issued. The Company is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

F-47

Table of Contents

Table of Contents

7,575,000 Shares

Common Stock

Prospectus

J.P. Morgan

Credit Suisse

RBC Capital Markets

Pacific Crest Securities

Baird

JMP Securities

Lazard Capital Markets

First Analysis Securities Corp.

Table of Contents**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 13. Other Expenses of Issuance and Distribution**

The following table sets forth all expenses to be paid by us, other than underwriting discounts and commissions, in connection with this offering. All amounts shown are estimates except for the SEC registration fee, the FINRA filing fee and the NASDAQ listing fee.

SEC registration fee	\$ 12,978
FINRA filing fee	12,487
NASDAQ initial listing fee	250,000
Printing and engraving	130,000
Legal fees and expenses	1,640,000
Accounting fees and expenses	610,000
Blue sky fees and expenses (including legal fees)	20,000
Transfer agent and registrar fees	15,000
Miscellaneous	309,535
 Total	 \$ 3,000,000

Item 14. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law authorizes a corporation's board of directors to grant, and authorizes a court to award, indemnity to officers, directors and other corporate agents.

Prior to the completion of this offering, we expect to adopt an amended and restated certificate of incorporation, which will become effective immediately prior to the completion of this offering, and which will contain provisions that limit the liability of our directors for monetary damages to the fullest extent permitted by Delaware law. Consequently, our directors will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as directors, except for the following:

any breach of their duty of loyalty to our company or our stockholders;

any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;

unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 172 of the Delaware General Corporation Law; or

any transaction from which they derived an improper personal benefit.

Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of our directors will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

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In addition, prior to the completion of this offering, we expect to adopt amended and restated bylaws which will provide that we will indemnify, to the fullest extent permitted by law, any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the

II-1

Table of Contents

fact that he or she is or was one of our directors or officers or is or was serving at our request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. Our amended and restated bylaws are expected to provide that we may indemnify to the fullest extent permitted by law any person who is or was a party or is threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was one of our employees or agents or is or was serving at our request as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Our amended and restated bylaws will also provide that we must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action or proceeding, subject to very limited exceptions.

Further, prior to the completion of this offering, we expect to enter into indemnification agreements with each of our directors and executive officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements will require us, among other things, to indemnify our directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements will also require us to advance all expenses incurred by the directors and executive officers in investigating or defending any such action, suit, or proceeding. We believe that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers.

The limitation of liability and indemnification provisions that are expected to be included in our amended and restated certificate of incorporation, amended and restated bylaws and in indemnification agreements that we enter into with our directors and executive officers may discourage stockholders from bringing a lawsuit against our directors and executive officers for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against our directors and executive officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder's investment may be adversely affected to the extent that we pay the costs of settlement and damage awards against directors and executive officers as required by these indemnification provisions. At present, we are not aware of any pending litigation or proceeding involving any person who is or was one of our directors, officers, employees or other agents or who is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, for which indemnification is sought, and we are not aware of any threatened litigation that may result in claims for indemnification.

Prior to the completion of this offering, we expect to obtain insurance policies under which, subject to the limitations of the policies, coverage will be provided to our directors and executive officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or executive officer, including claims relating to public securities matters, and to us with respect to payments that may be made by us to these directors and executive officers pursuant to our indemnification obligations or otherwise as a matter of law.

The underwriting agreement filed as Exhibit 1.1 to this registration statement provides for indemnification by the underwriters of the Registrant and its officers and directors for certain liabilities arising under the Securities Act and otherwise.

Item 15. Recent Sales of Unregistered Securities

From April 1, 2009 to September 7, 2012, we have made the following sales of unregistered securities:

We have issued to directors, officers, employees, and consultants options to purchase an aggregate of 6,612,474 shares of our common stock with per share exercise prices ranging from \$2.80 to \$9.40 under our 2000 Plan and have issued an aggregate of 1,514,390 shares of our common stock upon exercise of options; further, we have issued an additional 21,250 shares of our common stock at a fair value ranging from \$2.80 to \$8.40 outside of our 2000 Plan;

Table of Contents

On May 4, 2012, we issued 18,292 shares of our common stock at \$4.10 per share pursuant to a stock purchase agreement;

On March 15, 2011, we sold 4,093 shares and 30,754 shares of our Series C preferred stock to an accredited investor pursuant to the exercise of two outstanding warrants to purchase shares of our Series C preferred stock at a price per share of \$3.76 and \$3.66, respectively, for an aggregate purchase price of \$127,884.84; and

On August 31, 2010, we issued 6,250 shares and 18,750 shares of our common stock to Nemean Networks LLC at \$4.10 per share pursuant to an asset purchase agreement.

We believe these transactions were exempt from registration under the Securities Act in reliance upon Section 4(2) of the Securities Act or Regulation D promulgated thereunder, or Rule 701 promulgated under Section 3(b) of the Securities Act as transactions by an issuer not involving any public offering or pursuant to benefit plans and contracts relating to compensation as provided under Rule 701. The recipients of the securities in each of these transactions represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, and appropriate legends were placed upon the stock certificates issued in these transactions. All recipients had adequate access, through their relationship with us, to information about us.

Share and per share amounts contained in the paragraphs above do not reflect the anticipated stock split of our common stock, which we expect to occur prior to the effectiveness of this offering.

There were no underwritten offerings employed in connection with any of the transactions described above.

Item 16. Exhibits

(a) See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this registration statement on Form S-1, which Exhibit Index is incorporated herein by reference.

(b) No financial statement schedules are provided because the information called for is not required or is shown either in the financial statements or the notes thereto.

Item 17. Undertakings

The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreement certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, or the Act, may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Table of Contents

The undersigned registrant hereby undertakes that:

(a) For purposes of determining any liability under the Securities Act of 1933, as amended, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act of 1933, as amended, shall be deemed to be part of this registration statement as of the time it was declared effective.

(b) For the purpose of determining any liability under the Securities Act of 1933, as amended, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the Securities Act), the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redwood City, State of California on September 21, 2012.

QUALYS, INC.

By: /s/ PHILIPPE F. COURTOT
 Name: Philippe F. Courtot
 Title: Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on the date indicated:

Signature	Title	Date
/s/ PHILIPPE F. COURTOT Philippe F. Courtot	Chairman, President and Chief Executive Officer (principal executive officer)	September 21, 2012
/s/ DONALD C. McCAULEY Donald C. McCauley	Chief Financial Officer (principal financial and accounting officer)	September 21, 2012
* Sandra E. Bergeron	Director	September 21, 2012
* Donald R. Dixon	Director	September 21, 2012
* Jeffrey P. Hank	Director	September 21, 2012
* General Peter Pace	Director	September 21, 2012
Yves B. Sisteron /s/ HOWARD A. SCHMIDT Howard A. Schmidt	Director	September 21, 2012
*By: /s/ DONALD C. McCAULEY Donald C. McCauley Attorney in Fact		

Table of Contents**EXHIBIT INDEX**

Exhibit Number	Description
1.1*	Form of Underwriting Agreement.
3.1*	Amended and Restated Certificate of Incorporation, as amended, of Qualys, Inc., as currently in effect.
3.2*	Amendment No. 7 to Amended and Restated Certificate of Incorporation of Qualys, Inc., as filed July 31, 2012.
3.3*	Form of Amended and Restated Certificate of Incorporation of Qualys, Inc. to be effective upon completion of this offering.
3.4*	Bylaws of Qualys, Inc., as currently in effect.
3.5*	Form of Amended and Restated Bylaws of Qualys, Inc. to be effective upon completion of this offering.
3.6*	Amendment No. 8 to Amended and Restated Certificate of Incorporation of Qualys, Inc., as filed September 10, 2012.
4.1*	Form of common stock certificate.
4.2*	Amended and Restated Investor Rights Agreement, by and among Qualys, Inc. and the investors party thereto, dated July 12, 2005.
5.1*	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.
10.1*	2000 Equity Incentive Plan, as amended, and the form of stock option agreement thereunder.
10.2*	2012 Equity Incentive Plan and forms of agreements thereunder.
10.3*	Offer Letter, between Qualys, Inc. and Philippe F. Courtot, dated December 7, 2000.
10.4*	Offer Letter, between Qualys, Inc. and Amer S. Deeba, dated September 4, 2001.
10.5*	Offer Letter, between Qualys, Inc. and Sumedh S. Thakar, dated January 20, 2003.
10.6*	Offer Letter, between Qualys, Inc. and Donald C. McCauley, dated February 7, 2006, as amended.
10.7*	Offer Letter, between Qualys, Inc. and John N. Wilson, dated August 20, 2010.
10.8*	Offer Letter, between Qualys, Inc. and Peter Albert, dated April 14, 2011.
10.9*	Offer Letter, between Qualys, Inc. and Bruce K. Posey, dated May 8, 2012.
10.10*	Form of director and executive officer indemnification agreement.
10.11*	Lease Agreement, between Qualys, Inc. and Westport Office Park, LLC, dated July 11, 2006, as amended August 10, 2007, May 20, 2010 and December 5, 2011.
10.12*	2011 Corporate Bonus Plan.
10.13 *	2012 Corporate Bonus Plan.
10.14*	Master Services Agreement, between Qualys, Inc. and Savvis Communications Corporation, dated June 22, 2010.
10.15 *	Master Agreement, between Qualys, Inc. and Interoute Communications Limited, dated March 31, 2008.
10.16 *	Manufacturing Services Agreement, between Qualys, Inc. and Synnex Corporation, dated March 1, 2011.
21.1*	List of subsidiaries of Qualys, Inc.
23.1	Consent of Grant Thornton LLP, independent registered public accounting firm.
23.2	Consent of Grant Thornton LLP, independent certified public accountants.
23.3*	Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1).
24.1*	Power of Attorney (see page II-5 to the original filing of this registration statement on Form S-1).

* Previously filed.

Confidential treatment has been requested for portions of this exhibit. These portions have been omitted from the registration statement and submitted separately to the Securities and Exchange Commission.