

QUALYS, INC.  
Form 8-K  
June 05, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**June 4, 2014**

**Qualys, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35662**  
**(Commission**  
  
**File Number)**

**77-0534145**  
**(IRS Employer**  
  
**Identification No.)**

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**1600 Bridge Parkway**

**Redwood City, California 94065**

**(Address of principal executive offices, including zip code)**

**(650) 801-6100**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 4, 2014, Qualys, Inc. ( Qualys ) held its 2014 Annual Meeting of Stockholders (the Annual Meeting ). At the Annual Meeting, proxies representing 29,604,883 shares of Qualys common stock, or approximately 90.70% of the total shares entitled to vote, were present and voted on the following two proposals, each of which is described in more detail in Qualys definitive proxy statement filed with the United States Securities and Exchange Commission on April 21, 2014:

*Proposal One Election of Directors.* The following nominees were elected as Class II directors to serve until the 2017 annual meeting of stockholders or until their respective successors are duly elected and qualified.

| <b>Nominee</b>     | <b>Votes For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------|------------------|-----------------|-------------------------|
| Donald R. Dixon    | 25,782,078       | 116,014         | 3,706,791               |
| General Peter Pace | 25,715,314       | 182,778         | 3,706,791               |

Qualys Board of Directors is comprised of seven members who are divided into three classes with overlapping three-year terms. The term of Qualys Class III directors, Philippe F. Courtot, Jeffrey P. Hank and Howard A. Schmidt, will expire at the 2015 Annual Meeting of Stockholders. The term of Qualys Class I directors, Sandra E. Bergeron and Kristi M. Rogers, will expire at the 2016 Annual Meeting of Stockholders.

*Proposal Two Ratification of the Appointment of Independent Registered Public Accounting Firm.* The appointment of Grant Thornton LLP as Qualys independent registered public accounting firm for its fiscal year ending December 31, 2014 was ratified.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 29,505,531       | 21,856               | 77,496             |                         |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**QUALYS, INC.**

By: /s/ Bruce K. Posey  
Bruce K. Posey

Vice President, General Counsel and Corporate Secretary

Date: June 4, 2014