

QUALYS, INC.
Form 10-Q/A
January 12, 2015

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

FORM 10-Q/A

Amendment No. 1

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Quarterly Period Ended September 30, 2014**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____**

Commission file number 001-35662

QUALYS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0534145
(I.R.S. Employer
Identification Number)

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)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

The number of shares of the Registrant's common stock outstanding as of October 31, 2014 was 33,320,475.

EXPLANATORY NOTE

We are filing this Amendment No. 1 on Form 10-Q/A (this Amendment) to our Quarterly Report on Form 10-Q for the period ended September 30, 2014 (the Original Filing), which was originally filed with the U.S. Securities and Exchange Commission (the SEC) on November 6, 2014, solely for the purpose of refiling revised exhibits 31.1 and 31.2 to correct certain portions thereof.

This Amendment does not reflect events occurring after the filing of the Original Filing and does not modify or update in any way disclosures made in the Form 10-Q for the quarter ended September 30, 2014. Accordingly, this Amendment should be read in conjunction with the Original Filing and our other filings with the SEC.

PART II.

Item 6. Exhibits

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Quarterly Report on Form 10-Q, which Exhibit Index is incorporated herein by reference.

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, thereunto duly authorized, in the City of Redwood City, State of California on January 12, 2015.

QUALYS, INC.

By: /s/ Philippe F. Courtot
Name: Philippe F. Courtot
Title: Chairman, President and Chief
Executive Officer
(principal executive officer)

By: /s/ Donald C. McCauley
Name: Donald C. McCauley
Title: Chief Financial Officer
(principal financial and accounting
officer)

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|---|
| 31.1** | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of The Sarbanes-Oxley Act of 2002. |
| 31.2** | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of The Sarbanes-Oxley Act of 2002. |
| 32.1* | Certification of Chief Executive Officer pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002. |
| 32.2* | Certification of Chief Financial Officer pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002. |
| 101 INS* | XBRL Instance Document |
| 101 SCH* | XBRL Taxonomy Extension Schema Document |
| 101 CAL* | XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101 DEF* | XBRL Taxonomy Extension Definition Linkbase Document. |
| 101 LAB* | XBRL Taxonomy Extension Labels Linkbase Document. |
| 101 PRE* | XBRL Taxonomy Extension Presentation Linkbase Document. |

* Previously filed

** Filed herewith