

TTM TECHNOLOGIES INC
Form 4
May 19, 2008

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 *
WHITESIDE SHANE

2. Issuer Name and Ticker or Trading Symbol
TTM TECHNOLOGIES INC
[TTMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

2630 SOUTH HARBOR BOULEVARD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2008

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice President

SANTA ANA, CA 92704

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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		
				Code	V	Amount	
Common Stock	05/16/2008		S ⁽¹⁾	5,000	D	\$ 14	61,214 D
Common Stock	05/19/2008		S ⁽¹⁾	5,000	D	\$ 14	56,214 D

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITESIDE SHANE 2630 SOUTH HARBOR BOULEVARD SANTA ANA, CA 92704			Vice President	

Signatures

Todd E. Amy,
Attorney-in-Fact

05/19/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The shares were sold pursuant to a 10b5-1 Sales Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ttom"> 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.

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			
			2010	2011	(unaudited)	(unaudited)		
			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)				
	(unaudited)				
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.