

Guidewire Software, Inc.
Form 4
December 09, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Ryu Marcus

(Last) (First) (Middle)
1001 E. HILLSDALE BLVD.,
SUITE 800
(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Guidewire Software, Inc. [GWRE]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 12/05/2014 | | S ⁽¹⁾ | 30,000 | D | \$ 50.5627 | 29,205 | D |
| | | | | | | (2) | | |
| Common Stock | 12/05/2014 | | M ⁽³⁾ | 259 | A | \$ 32.25 | 29,464 | D |
| Common Stock | 12/05/2014 | | M ⁽³⁾ | 1,930 | A | \$ 32.25 | 31,394 | D |
| Common Stock | 12/05/2014 | | M ⁽³⁾ | 7,811 | A | \$ 8.65 | 39,205 | D |
| Common Stock | 12/05/2014 | | S ⁽³⁾ | 10,000 | D | \$ 50.5534 | 29,205 | D |

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(4)

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

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (right to buy) | \$ 32.25 | 12/05/2014 | | M ⁽³⁾ | 259 | ⁽⁵⁾ 09/05/2022 | Common Stock | 259 |
| Non-Qualified Stock Option (right to buy) | \$ 8.65 | 12/05/2014 | | M ⁽³⁾ | 7,811 | ⁽⁶⁾ 09/14/2021 | Common Stock | 7,811 |
| Non-Qualified Stock Option (right to buy) | \$ 32.25 | 12/05/2014 | | M ⁽³⁾ | 1,930 | ⁽⁵⁾ 09/05/2022 | Common Stock | 1,930 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ryu Marcus 1001 E. HILLSDALE BLVD., SUITE 800 FOSTER CITY, CA 94404 | X | | CEO and President | |

Signatures

By: Winston King Attorney in Fact For:
Marcus Ryu

12/08/2014

__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) Automatic same-day sale pursuant to a Rule 10b-51 trading plan adopted by the Reporting Person on January 5, 2014.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$49.98 to \$50.92 per

(2) share. The Reporting Person will provide, upon request by the Commission Staff, the Issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) Automatic stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 5, 2014.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$50.05 to \$50.91 per

(4) share. The Reporting Person will provide, upon request by the Commission Staff, the Issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

When both ISO and NQ Stock Options granted on September 5, 2012 are combined, they vest over four years of continuous service as

(5) follows: 1/48 of the underlying shares vest monthly following the vesting commencement date of September 5, 2012, subject to the Reporting Person's continuous service.

(6) This Stock Option vests as follows: 50% of the shares vest on September 14, 2013 and the remaining 50% vests monthly over the next two years, as long as the Reporting Person provides continuous service as the Issuer's chief executive officer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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