Guidewire Software, Inc. Form 4 March 16, 2016

## FORM 4

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

Check this box if no longer subject to Section 16.

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires:

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OMB

Number:

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A King James	Symbo	2. Issuer Name <b>and</b> Ticker or Trading Symbol Guidewire Software, Inc. [GWRE]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (M	iddle) 3. Date	of Earliest Tra	ansaction	(0	our un upprouer	-,	
		(Montl	/Day/Year)		Director	109	% Owner	
1001 E. HIL	, 03/15	/2016			ive titleOth	er (specify		
SUITE 800					below) General	below) Counsel and Sec	eretary	
	4. If A	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
	Filed(M	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person			
FOSTER CI	TY, CA 94404					y More than One R		
(City)	(State) (Z	Zip) Ta	ble I - Non-D	erivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature	
Security	(Month/Day/Year)	Execution Date,	if Transaction	onAcquired (A) or	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Benefici	
		(Month/Day/Ve	(Inetr 8)	(Instr 3 A and 5)	Owned	Indirect (I)	Ownerch	

` •	· · · · · ·	Table	1 - Non-De	erivative s	securi	ues Ac	quirea, Disposea (	n, or beneficial	ny 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)	nAcquired Disposed	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/15/2016		M	1,438	A	\$0	1,438	D	
Common Stock	03/15/2016		M	125	A	\$ 0	1,563	D	
Common Stock	03/15/2016		M	136	A	\$0	1,699	D	
Common Stock	03/15/2016		M	313	A	\$0	2,012	D	
Common Stock	03/15/2016		M	212	A	\$0	2,224	D	

Common Stock

03/15/2016

M 531

\$ 0 2,755

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)	any Co		4. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0	03/15/2016		M	1,438	<u>(1)</u>	03/08/2023	Common Stock	1,438	
Restricted Stock Unit	\$ 0	03/15/2016		M	125	(2)	09/13/2023	Common Stock	125	
Restricted Stock Unit	\$ 0	03/15/2016		M	136	(2)	09/13/2023	Common Stock	136	
Restricted Stock Unit	\$ 0	03/15/2016		M	313	(3)	09/04/2024	Common Stock	313	
Restricted Stock Unit	\$ 0	03/15/2016		M	212	(3)	09/04/2024	Common Stock	212	
Restricted Stock Unit	\$ 0	03/15/2016		M	531	<u>(4)</u>	09/03/2025	Common Stock	531	

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer

Other

King James Winston 1001 E. HILLSDALE BLVD., SUITE 800 FOSTER CITY, CA 94404

General Counsel and Secretary

Reporting Owners 2

#### **Signatures**

James Winston King 03/16/2016

\*\*Signature of Date
Reporting Person

### **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 Restricted Stock Units vest as follows: 25% of the units vest one year following the vesting commencement date of March 15, 2013 and 6.25% each quarter thereafter, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
  - The grant consists of two separate issuances of Restricted Stock Units. One issuance consists of 2,000 units which vest as follows: 1/16th of the units vest quarterly following the vesting commencement date of September 15, 2013 (the "VCD"), subject to the Reporting Person's continued service to the Issuer. The second issuance consists of 2,180 units, for which vesting is subject to the satisfaction of
- (2) both performance-based conditions and time-based criteria. The performance-based conditions were previously deemed by the Issuer's Board of Directors to have been met and exceeded, and the time-based vesting criteria are as follows: 1/4th of the units vested on the one year anniversary of the VCD and an additional 1/16th of the units will vest quarterly thereafter, subject to the Reporting Person's continued service to the Issuer.
  - The grant consists of two separate issuances of Restricted Stock Units. One issuance consists of 5,000 units which vest as follows: 1/16th of the units vest quarterly following the vesting commencement date of September 15, 2014 (the "VCD"), subject to the Reporting Person's continued service to the Issuer. The second issuance consists of 3,384 units, for which vesting was subject to the satisfaction of
- (3) both performance-based conditions and time-based criteria. Attainment regarding the performance-based conditions was determined by the Issuer's Board of Directors based on the Issuer's results for FYE July 31, 2015 and the time-based vesting criteria are as follows: 1/4th of the units vested on September 15, 2015, the one year anniversary of the VCD, and an additional 1/16th of the units will vest quarterly thereafter, subject to the Reporting Person's continued service to the Issuer.
  - The grant consists of two separate issuances of Restricted Stock Units. One issuance consists of 8,500 units which vest as follows: 1/16th of the units vest quarterly commencing December 15, 2015, subject to the Reporting Person's continued service to the Issuer. The second issuance consists of 8,500 units, for which vesting is subject to the satisfaction of both performance-based conditions and time-based
- (4) criteria. The performance-based conditions will be satisfied if certain financial targets for FY2016, determined by the Issuer, are met. The time-based criteria are as follows: 1/4th of the units vest on the one year anniversary of the vesting commencement date of September 15, 2015 and an additional 1/16th of the units will vest quarterly thereafter, subject to the Reporting Person's continued service to the Issuer. Both performance-based conditions and time-based criteria must be met for vesting to occur.

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.

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