

Guidewire Software, Inc.  
Form 4  
September 19, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Roza Scott

(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)  
09/15/2016

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)  
Chief Business Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 09/15/2016                           |  | M                              | 2,344 A \$ 0  | 3,144   | D  |                                   |
| Common Stock                    | 09/15/2016                           |  | M                              | 191 A \$ 0  | 3,335   | D  |                                   |
| Common Stock                    | 09/15/2016                           |  | M                              | 625 A \$ 0  | 3,960   | D  |                                   |
| Common Stock                    | 09/15/2016                           |  | M                              | 3,750 A \$ 0  | 7,710   | D  |                                   |
| Common Stock                    | 09/15/2016                           |  | M                              | 282 A \$ 0  | 7,992   | D  |                                   |

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|              |            |                  |     |   |          |       |   |           |
|--------------|------------|------------------|-----|---|----------|-------|---|-----------|
| Common Stock | 09/15/2016 | M                | 600 | A | \$ 45.8  | 8,592 | D |           |
| Common Stock | 09/15/2016 | S <sup>(1)</sup> | 600 | D | \$ 61.04 | 7,992 | D |           |
| Common Stock | 09/15/2016 | M                | 182 | A | \$ 45.8  | 8,174 | D |           |
| Common Stock | 09/15/2016 | S <sup>(1)</sup> | 182 | D | \$ 61.04 | 7,992 | D |           |
| Common Stock |            |                  |     |   |          | 500   | I | by Spouse |

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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Incentive Stock Option (right to buy)      | \$ 45.8  | 09/15/2016                           |  | M                              | 182   | <u>(2)</u> 12/05/2023                                    | Common Stock  | 182                        |                            |
| Non-Qualified Stock Option (right to buy)  | \$ 45.8  | 09/15/2016                           |  | M                              | 600   | <u>(2)</u> 12/05/2023                                    | Common Stock  | 600                        |                            |
| Performance Shares                         | \$ 0   | 09/15/2016                           |  | M                              | 3,750   | <u>(3)</u> 09/03/2025                                    | Common Stock  | 3,750                      |                            |
| Restricted Stock Unit                      | \$ 0   | 09/15/2016                           |  | M                              | 2,344   | <u>(4)</u> 12/05/2023                                    | Common Stock  | 2,344                      |                            |
| Restricted Stock Unit                      | \$ 0   | 09/15/2016                           |  | M                              | 191   | <u>(5)</u> 09/04/2024                                    | Common Stock  | 191                        |                            |
|  | \$ 0   | 09/15/2016                           |  | M                              | 282   | <u>(5)</u> 09/04/2024                                    |   | 282                        |                            |

Restricted  
Stock Unit

Common  
Stock

Restricted  
Stock Unit

\$ 0

09/15/2016

M

625

(3)

09/03/2025

Common  
Stock

625

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| Roza Scott<br>1001 E. HILLSDALE BLVD., SUITE 800<br>FOSTER CITY, CA 94404 |               |           | Chief Business Officer |       |

## Signatures

By: Winston King Attorney in Fact For: Scott A.  
Roza

09/15/2016

\_\_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 option exercise and sale pursuant to a 10b5-1 trading plan adopted by the Reporting Person on September 30, 2015.  
When both ISO and NQ Stock Options granted on December 5, 2013 are combined, they vest over four years of continuous service as follows: 1/4th of the underlying shares vest on the one year anniversary of the vesting commencement date of November 15, 2013 and an additional 1/48th of the underlying shares vest monthly thereafter.
- (3) The grant consists of two separate issuances of Restricted Stock Units. One issuance consists of 10,000 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 15,006 units, for which vesting is subject to the satisfaction of 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 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.
- (4) The Restricted Stock Units vest as follows: 1/4th of the units vest on the one year anniversary of the vesting commencement date of December 15, 2013 and an additional 1/16th of the units vest quarterly 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 4,500 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 3,045 units, for which vesting was subject to the satisfaction of 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.

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.