Guidewire Software, Inc. Form 4 June 18, 2013

# FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

**OMB APPROVAL** 

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January 31,

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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).

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(Print or Type Responses)

1. Name and Address of Reporting Person * Ryu Marcus			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
		0.5.1.11.	Guidewire Software, Inc. [GWRE]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
1001 E. HILLSDALE BLVD.,			(Month/Day/Year)	X Director 10% Owner		
			06/15/2013	_X_ Officer (give title Other (specify below)		
SUITE 800				CEO and President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)		
			Filed(Month/Day/Year)			
FOSTER CITY, CA 94404				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			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)	
Common Stock	06/15/2013		Code V M	Amount 15,625	(D)	Price \$ 0	900,384	D	
Common Stock	06/15/2013		F(1)	8,153	D	\$ 39.99	892,231	D	
Common Stock	06/15/2013		M	54,923	A	\$ 0	947,154	D	
Common Stock	06/15/2013		F(1)	28,657	D	\$ 39.99	918,497	D	
Common Stock	06/18/2013		G	200,000	D	\$0	718,497	D	

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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)

D Se	Title of erivative ecurity eastr. 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date ecurities (Month/Day/Year) .cquired (A) r Disposed of D) nstr. 3, 4,		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
	estricted tock Unit	\$ 0	06/15/2013		M	15,625	(2)	12/08/2020	Common Stock	15,625
	estricted tock Unit	\$ 0	06/15/2013		M	54,923	(3)	03/09/2021	Common Stock	54,923

### **Reporting Owners**

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

## **Signatures**

/s/ Winston King, Attorney in Fact for Marcus Ryu 06/18/2013

\*\*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) Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units.
  - The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting.
- (2) The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from December 15, 2010, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
- (3) The vesting of these Restricted Stock Units ("RSUs") is subject to the satisfaction of performance-based conditions, a liquidity event-based condition and time-based vesting. For a portion of the RSUs, the performance-based conditions were satisfied on or before the Issuer's Initial Public Offering; for the remaining RSUs subject to the performance-based conditions, they were deemed by the Issuer's

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Board of Directors to have been satisfied as of September 5, 2012; the liquidity event-based condition was satisfied on July 22, 2012; and the time-based vesting occurs quarterly over four years from March 15, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

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.