

Guidewire Software, Inc.

Form 4

September 18, 2015

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
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

OMB APPROVAL

OMB
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(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)
09/16/2015

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)
Common Stock	09/16/2015		M	4,483	A \$ 32.25	32,627	D
Common Stock	09/16/2015		S ⁽¹⁾	4,483	D \$ 52.3351	28,144	D
Common Stock	09/16/2015		M	1,892	A \$ 32.25	30,036	D
Common Stock	09/16/2015		S ⁽¹⁾	1,892	D \$ 52.3376	28,144	D
	09/16/2015		M	517	A \$ 32.25	28,661	D

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Common
Stock

Common Stock	09/16/2015	<u>S</u> ⁽¹⁾	517	D	\$ 52.3351 <u>(2)</u>	28,144	D
Common Stock	09/16/2015	M	258	A	\$ 32.25	28,402	D
Common Stock	09/16/2015	<u>S</u> ⁽¹⁾	258	D	\$ 52.3376 <u>(3)</u>	28,144	D
Common Stock	09/16/2015	<u>S</u> ⁽⁴⁾	2,850	D	\$ 52.3391 <u>(3)</u>	25,294	D
Common Stock	09/16/2015	<u>S</u> ⁽⁴⁾	10,000	D	\$ 52.3395 <u>(5)</u>	15,294	D
Common Stock	09/17/2015	<u>S</u> ⁽⁶⁾	6,450	D	\$ 51.8411	8,844	D

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 32.25	09/16/2015		M	517	<u>(7)</u> 09/05/2022	Common Stock	517
Incentive Stock Option (right to buy)	\$ 32.25	09/16/2015		M	258	<u>(7)</u> 09/05/2022	Common Stock	258

Non-Qualified Stock Option (right to buy)	\$ 32.25	09/16/2015	M	4,483	<u>(7)</u>	09/05/2022	Common Stock	4,483
Non-Qualified Stock Option (right to buy)	\$ 32.25	09/16/2015	M	1,892	<u>(7)</u>	09/05/2022	Common Stock	1,892

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

09/18/2015

__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 stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 14, 2015.
The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$52.06 to \$52.55 per 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 share sold at each separate price.
- (2) The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$52.06 to \$52.58 per 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 share sold at each separate price.
- (3) Automatic sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 14, 2015.
The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$52.04 to \$52.58 per 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 share sold at each separate price.
- (4) Shares sold to cover taxes associated with settlement of Restricted Stock Units.
When both ISO and NQ Stock Options granted on September 5, 2012 are combined, they vest over four years as 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.
- (7)

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.