

Guidewire Software, Inc.
Form 4
December 16, 2015

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 *
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)
12/15/2015

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)
Chief Customer 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/15/2015		M		2,344	A	\$ 0
Common Stock	12/15/2015		M		281	A	\$ 0
Common Stock	12/15/2015		M		190	A	\$ 0
Common Stock	12/15/2015		M		625	A	\$ 0
Common Stock	12/15/2015		F ⁽¹⁾		1,013	D	\$ 58.32
					3,144	D	
					3,425	D	
					3,615	D	
					4,240	D	
					3,227	D	

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Common Stock	12/15/2015	M	782	A	\$ 45.8	4,009	D	
Common Stock	12/15/2015	S ⁽²⁾	577	D	\$ 58.7529 <u>(3)</u>	3,432	D	
Common Stock	12/15/2015	S ⁽²⁾	205	D	\$ 59.1893 <u>(4)</u>	3,227	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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(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	
Incentive Stock Option (right to buy)	\$ 45.8	12/15/2015		M	182	<u>(5)</u>	12/05/2023	Common Stock	182
Non-Qualified Stock Option (right to buy)	\$ 45.8	12/15/2015		M	600	<u>(5)</u>	12/05/2023	Common Stock	600
Restricted Stock Unit	\$ 0	12/15/2015		M	2,344	<u>(6)</u>	12/05/2023	Common Stock	2,344
Restricted Stock Unit	\$ 0	12/15/2015		M	281	<u>(7)</u>	09/04/2024	Common Stock	281
Restricted Stock Unit	\$ 0	12/15/2015		M	190	<u>(7)</u>	09/04/2024	Common Stock	190
Restricted Stock Unit	\$ 0	12/15/2015		M	625	<u>(8)</u>	09/03/2025	Common Stock	625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roza Scott 1001 E. HILLSDALE BLVD., SUITE 800 FOSTER CITY, CA 94404			Chief Customer Officer	

Signatures

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

12/16/2015

__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) Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units.
- (2) Automatic option exercise and sale pursuant to a 10b5-1 trading plan adopted by the Reporting Person on October 10, 2014 and amended April 10, 2015.
- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$58.10 to \$59.06 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 shares sold at each separate price.
- (3) The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$59.12 to \$59.26 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 shares sold at each separate price.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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 10,000 units, for which vesting is subject to the satisfaction of both performance-based conditions and time-based 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.
- (8)

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.