Guidewire Software, Inc. Form 4

June 16, 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

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(b).

(Last)

1. Name and Address of Reporting Person * Polelle Michael

> (First) (Middle)

1001 E. HILLSDALE BLVD., SUITE 800

(Street)

2. Issuer Name and Ticker or Trading Symbol

Guidewire Software, Inc. [GWRE]

3. Date of Earliest Transaction (Month/Day/Year) 06/15/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ Other (specify below)

Chief Delivery Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

FOSTER CITY, CA 94404

(Ctota)

(City)	(State)	(Zip) 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) iomr Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	06/15/2015		M	7,500	A	\$ 0	7,500	D		
Common Stock	06/15/2015		F(1)	2,613	D	\$ 50.67	4,887	D		
Common Stock	06/15/2015		M	72	A	\$ 36.54	4,959	D		
Common Stock	06/15/2015		S(2)	72	D	\$ 50.6327 (3)	4,887	D		
Common Stock	06/15/2015		M	137	A	\$ 36.54	5,024	D		

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Common Stock S(2) 137 D 50.6327 4,887 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on 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 Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Incentive Stock Option (right to buy)	\$ 36.54	06/15/2015		M	137	<u>(4)</u>	06/04/2024	Common Stock	137
Non-Qualified Stock Option (right to buy)	\$ 36.54	06/15/2015		M	72	<u>(4)</u>	06/04/2024	Common Stock	72
Restricted Stock Unit	\$ 0	06/15/2015		M	7,500	<u>(5)</u>	06/04/2024	Common Stock	7,50

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Polelle Michael

1001 E. HILLSDALE BLVD., SUITE 800 Chief Delivery Officer

FOSTER CITY, CA 94404

Signatures

By: Winston King Attorney in Fact For: Michael Polelle 06/16/2015

**Signature of Reporting Person Date

Reporting Owners 2

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.
- Automatic stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 9, 2015.
- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$50.45 to \$50.83 per (3) 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.
 - When both ISO and NQ Stock Options granted on June 4, 2014 are combined, they vest over four years of continuous service as follows:
- (4) 1/4th of the underlying shares vest on the one year anniversary of the vesting commencement date of April 14, 2014 and an additional 1/48th of the underlying shares vest monthly thereafter.
- The Restricted Stock Units vest as follows: 1/4th of the units vest on the one year anniversary of the vesting commencement date of June (5) 15, 2014 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.

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.