Guidewire Software, Inc. Form 4 September 17, 2015

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

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

2005 Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

OMB

5. Relationship of Reporting Person(s) to

Number:

Expires:

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

King James Winston			Symbol Guidew	Symbol Guidewire Software, Inc. [GWRE]					Issuer			
									(Check all applicable)			
(Last)	(First)	(Middle)		3. Date of Earliest Transaction								
				(Month/Day/Year)					Director 10% Owner X Officer (give title Other (specify			
1001 E. HILLSDALE BLVD.,			09/15/2	09/15/2015				X Officer (give title Other (specify below)				
SUITE 800							General Counsel and Secretary					
	(Street)		4. If Ame	ndment, Da	te Origina	1		6. Individual or Jo	oint/Group Filin	g(Check		
(2.233)				nth/Day/Year	_	•		6. Individual or Joint/Group Filing(Check Applicable Line)				
	1 1100(11101	Thospitali Duy Tout)					_X_ Form filed by One Reporting Person					
FOSTER C							Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of	2. Transaction I	emed	med 3. 4. Securities Acquired				5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	ear) Executi	on Date, if					Form: Direct				
(Instr. 3)		any	/D/W	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial		
		(Month	/Day/Year)	(Instr. 8)	Instr. 8)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
							Reported	(msu. 1)	(IIIStr. 1)			
						(A)		Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	09/15/2015			M	1,438	A	\$0	1,438	D			
C												
Common Stock	09/15/2015			M	261	A	\$ 0	1,699	D			
Common Stock	09/15/2015			M	1,159	A	\$0	2,858	D			
Stock												
Common Stock	09/15/2015			F(1)	1,071	D	\$ 51.78	1,787	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. Transac Code (Instr. 8	ransaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	V ((A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	09/15/2015		M		1,438	(2)	03/08/2023	Common Stock	1,438
Restricted Stock Unit	\$ 0	09/15/2015		M		261	(3)	09/13/2023	Common Stock	261
Restricted Stock Unit	\$ 0	09/15/2015		M		1,159	<u>(4)</u>	09/04/2024	Common Stock	1,159

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

King James Winston

1001 E. HILLSDALE BLVD., SUITE 800 FOSTER CITY, CA 94404

General Counsel and Secretary

Signatures

James Winston King 09/17/2015

**Signature of Date
Reporting Person

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)

Reporting Owners 2

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The Restricted Stock Units vest as follows: 25% of the units vest one year following the vesting commencement date of March 15, 2013 and 6.25% each quarter 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 2,000 units which vest as follows: 1/16th of the units vest quarterly following the vesting commencement date of September 15, 2013 (the "VCD"), subject to the Reporting Person's continued service to the Issuer. The second issuance consists of 2,180 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 VCD and an additional 1/16th of the units will vest quarterly thereafter, subject to the Reporting Person's continued service to the Issuer.

The grant consists of two separate issuances of Restricted Stock Units. One issuance consists of 5,000 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 3,384 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.

Shares were adjusted based on the attainment of the performance-based conditions as determined by the Issuer's Board of Directors based on the Company's results for the FYE July 31, 2015.

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.

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