

Guidewire Software, Inc.
Form 4
December 17, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

12/15/2014

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)

SVP, Worldwide Sales

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/15/2014 | | M | | 9,375 A \$ 0 | 10,175 | D |
| Common Stock | 12/15/2014 | | F(1) | | 2,564 D \$ 47.11 | 7,611 | D |
| Common Stock | 12/15/2014 | | M | | 281 A \$ 0 | 7,892 | D |
| Common Stock | 12/15/2014 | | F(1) | | 76 D \$ 47.11 | 7,816 | D |
| Common Stock | | | | | | 500 | I by Spouse |

Edgar Filing: Guidewire Software, Inc. - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | \$ 0 | 12/15/2014 | | M | 9,375 | <u>(2)</u> 12/05/2023 | Common Stock | 9,375 |
| Restricted Stock Unit | \$ 0 | 12/15/2014 | | M | 281 | <u>(3)</u> 09/04/2024 | Common Stock | 281 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Roza Scott 1001 E. HILLSDALE BLVD., SUITE 800 FOSTER CITY, CA 94404 | | | SVP, Worldwide Sales | |

Signatures

By: Winston King, Attorney in Fact For: Scott
Roza 12/15/2014

**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 Restricted Stock Units vest as follows: 1/4th of the units vest on the one year anniversary of the vesting commencement date of
(2) 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.

(3)

Edgar Filing: Guidewire Software, Inc. - Form 4

The grant consists of two separate issuances of Restricted Stock Units. One issuance consists of 4,500 units vesting as follows: 1/16th of units vest quarterly following September 15, 2014 (the "VCD"), subject to Reporting Person's continued service to Issuer. The second issuance consists of 4,500 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, determined by Issuer, are met over the course of Issuer's 2015 fiscal year. If the performance-based conditions are not met, then no units will vest. If the performance-based conditions are met, then units will vest as the time-based criteria are satisfied: 1/4th of units vest on the one year anniversary of the VCD and an additional 1/16th of units will vest quarterly thereafter, subject to Reporting Person's continued service to 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.