Guidewire Software, Inc. Form 4

February 09, 2015

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

Check this box if no longer subject to Section 16. Form 4 or

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

**OMB APPROVAL** 

3235-0287

January 31,

2005

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BLASING KAREN** Issuer Symbol Guidewire Software, Inc. [GWRE] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) Director 10% Owner Other (specify \_X\_\_ Officer (give title 1001 E. HILLSDALE BLVD., 02/05/2015 below) SUITE 800 Chief Financial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting FOSTER CITY, CA 94404 Person

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		sed of		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	02/05/2015		M	117	A	\$ 32.25	117	D	
Common Stock	02/05/2015		M	258	A	\$ 32.25	375	D	
Common Stock	02/05/2015		M	135	A	\$ 45.27	510	D	
Common Stock	02/05/2015		S <u>(1)</u>	410	D	\$ 52.2485 (2)	100	D	
Common Stock	02/05/2015		S <u>(1)</u>	100	D	\$ 52.95	0	D	

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

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uired Disposed of or Beneficially Owned

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 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 32.25	02/05/2015		M	258	(3)	09/05/2022	Common Stock	258
Non-Qualified Stock Option (right to buy)	\$ 32.25	02/05/2015		M	117	(3)	09/05/2022	Common Stock	117
Non-Qualified Stock Option (right to buy)	\$ 45.27	02/05/2015		M	135	<u>(4)</u>	09/04/2024	Common Stock	135

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

**BLASING KAREN** 

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

FOSTER CITY, CA 94404

**Signatures** 

By: Winston King Attorney in Fact For: Karen
Blasing
02/09/2015

\*\*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) Automatic stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 10, 2013 and amended October 8, 2014.
- The sale price reported in column 4 of Table I represents the average sale price of the shares sold ranging from \$51.73 to \$52.70 per (2) 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 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.
- When both ISO and NQ Stock Options granted on September 4, 2014 are combined, they vest over four years as follows: 1/48 of the underlying shares vest monthly following the vesting commencement date of September 4, 2014, subject to the Reporting Person's continuous service

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.