Guidewire Software, Inc. Form 4

June 21, 2016

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

obligations

Form 5

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

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(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 Ryu Marcus Issuer Symbol Guidewire Software, Inc. [GWRE] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X_ Director 10% Owner X_ Officer (give title Other (specify 1001 E. HILLSDALE BLVD., 06/17/2016 below) SUITE 800 CEO and President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

FOSTER CITY, CA 94404

| (City) | (State) | (Zip) Tab | le I - Non- | Derivativ | e Secu | rities Acqui | red, Disposed of, | or Beneficial | ly 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) | Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | 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 | 06/17/2016 | | S <u>(1)</u> | 1,040 | D | \$ 58.9735 | 28,438 | D | |
| Common Stock | 06/17/2016 | | S <u>(1)</u> | 1,000 | D | \$ 58.9736 | 27,438 | D | |
| Common Stock | 06/17/2016 | | S <u>(1)</u> | 831 | D | \$ 58.9737 | 26,607 | D | |
| Common Stock | 06/17/2016 | | S <u>(1)</u> | 1,542 | D | \$ 58.9738 | 25,065 | D | |
| Common Stock | 06/17/2016 | | S(1) | 1,227 | D | \$ 58.9741 | 23,838 | D | |

OMB APPROVAL

3235-0287

January 31,

2005

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

Person

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

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9. Nu Deriv Secu Bene

Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | isable and | 7. Titl | e and | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------|------------|---------|----------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration Da | ate | Amou | int of | Derivative | J |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | , |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) |] |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | (|
| | Security | | | | Acquired | | | | | |] |
| | | | | | (A) or | | | | | | J |
| | | | | | Disposed | | | | | | - |
| | | | | | of (D) | | | | | | (|
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | m: .1 | or | | |
| | | | | | | Exercisable | Date | | Number | | |
| | | | | C 1 17 | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | | | Kelationships | |
|--------------------------------|----|------|---------------|--|
| | ъ. | 1000 | 0.00 | |

Other Director 10% Owner Officer

Dolotionchine

Ryu Marcus

1001 E. HILLSDALE BLVD., SUITE 800 X CEO and President

FOSTER CITY, CA 94404

Signatures

By: Winston King Attorney in Fact For: 06/21/2016 Marcus Ryu

> **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 sold by Issuer to cover taxes associated with settlement of Restricted Stock Units.

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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