Guidewire Software, Inc. Form 4 October 20, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** King James Winston			2. Issuer Name <b>and</b> Symbol	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	Guidewire Softwa	, ,	(Chec	ck all applicable)		
(Last) (First) (Middle)  1001 E. HILLSDALE BLVD., SUITE 800		3. Date of Earliest Tra (Month/Day/Year) 10/16/2015	insaction	Director 10% Owner Selection Other (specify below)  General Counsel and Secretary				
	(Street)		4. If Amendment, Dat Filed(Month/Day/Year)	Č	Applicable Line)	oint/Group Filing(Check		
FOSTER C	ITY, CA 9440	04				More than One Reporting		
(City)	(State)	(Zip)	Table I - Non-Do	erivative Securities Acq	uired, Disposed of	f, or Beneficially Owned		
1.Title of		Date 2A. Deer		4. Securities Acquired		6. Ownership 7. Nature		

(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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or Amount (D) Price		Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	10/16/2015		M	83	A	\$ 46.77	83	D	
Common Stock	10/16/2015		S <u>(1)</u>	83	D	\$ 56.77	0	D	
Common Stock	10/16/2015		M	104	A	\$ 45.27	104	D	
Common Stock	10/16/2015		S <u>(1)</u>	104	D	\$ 55.27	0	D	

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

**OMB APPROVAL** 

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January 31,

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# 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)	Derivative		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
Non-Qualified Stock Option (right to buy)	\$ 45.27	10/16/2015		M		104	(2)	09/04/2024	Common Stock	104
Non-Qualified Stock Option (right to buy)	\$ 46.77	10/16/2015		M		83	(3)	09/13/2023	Common Stock	83

# **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 10/20/2015

\*\*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) Automatic stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 12, 2013 and amended October 9, 2014.

Reporting Owners 2

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- 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.
- (3) When both ISO and NQ Stock Options granted on September 13, 2013 are combined, they vest over four years of continuous service as follows: 1/48th of the underlying shares vest monthly following the vesting commencement date of September 13, 2013.

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