

Guidewire Software, Inc.

Form 4

September 12, 2013

**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  
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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Naddaff Alexander C

(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)  
09/10/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

VP, Professional Services

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|-----------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price            |                                                                                               |                                                          |                                                       |
| Common Stock                    | 09/10/2013                           |                                                    | S <sup>(1)</sup>               |                                                                   | 35,105 | D \$ 47.1803 <sup>(2)</sup> | 16,397                                                                                        | D                                                        |                                                       |
| Common Stock                    | 09/11/2013                           |                                                    | M <sup>(3)</sup>               |                                                                   | 18,184 | A \$ 0.5                    | 34,581                                                                                        | D                                                        |                                                       |
| Common Stock                    | 09/11/2013                           |                                                    | S <sup>(3)</sup>               |                                                                   | 34,581 | D \$ 47.0379 <sup>(4)</sup> | 0                                                                                             | D                                                        |                                                       |
| Common Stock                    | 09/12/2013                           |                                                    | M <sup>(3)</sup>               |                                                                   | 1,816  | A \$ 0.5                    | 1,816                                                                                         | D                                                        |                                                       |
|                                 | 09/12/2013                           |                                                    | M <sup>(3)</sup>               |                                                                   | 48,291 | A \$ 2.74                   | 50,107                                                                                        | D                                                        |                                                       |

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Common  
Stock

|                 |            |                  |        |   |               |   |   |
|-----------------|------------|------------------|--------|---|---------------|---|---|
| Common<br>Stock | 09/12/2013 | S <sup>(3)</sup> | 50,107 | D | \$<br>46.9474 | 0 | D |
|-----------------|------------|------------------|--------|---|---------------|---|---|

(5)

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Incentive<br>Stock<br>Option<br>(right to<br>buy)   | \$ 0.5                                                                | 09/11/2013                              |                                                             | M <sup>(3)</sup>                        |                                                                                                              | 18,184                                                         |     | <sup>(6)</sup>                                                      | 01/05/2016         | Common<br>Stock | 18,184                              |
| Incentive<br>Stock<br>Option<br>(right to<br>buy)   | \$ 0.5                                                                | 09/12/2013                              |                                                             | M <sup>(3)</sup>                        |                                                                                                              | 1,816                                                          |     | <sup>(6)</sup>                                                      | 01/05/2016         | Common<br>Stock | 1,816                               |
| Incentive<br>Stock<br>Option<br>(right to<br>buy)   | \$ 2.74                                                               | 09/12/2013                              |                                                             | M <sup>(3)</sup>                        |                                                                                                              | 48,291                                                         |     | <sup>(6)</sup>                                                      | 08/16/2017         | Common<br>Stock | 48,291                              |

## Reporting Owners

Reporting Owner Name / Address

Relationships

|          |           |                           |       |
|----------|-----------|---------------------------|-------|
| Director | 10% Owner | Officer                   | Other |
|          |           | VP, Professional Services |       |

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

## Signatures

By Winston King, Attorney in Fact for Alexander  
Naddaff

09/12/2013

\_\_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) Automatic sale pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 10, 2013.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$46.55 to \$47.52 per 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.

(3) 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.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$46.5350 to \$47.35 per 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.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$46.66 to \$47.14 per 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.

(6) Fully-vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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