

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-15**
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REPORTING OWNER

Hung Priscilla

CIK: **1557593**

Type: **4** | Act: **34** | File No.: **001-35394** | Film No.: **13703222**

Mailing Address

*1001 E. HILLSDALE BLVD.
SUITE 800
FOSTER CITY CA 94404*

ISSUER

Guidewire Software, Inc.

CIK: **1528396** | IRS No.: **364468504** | State of Incorporation: **DE** | Fiscal Year End: **0731**
SIC: **7372** Prepackaged software

Mailing Address

*1001 E. HILLSDALE
BOULEVARD
FOSTER CITY CA 94404*

Business Address

*1001 E. HILLSDALE
BOULEVARD
FOSTER CITY CA 94404
650-357-9100*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person Hung Priscilla			2. Issuer Name and Ticker or Trading Symbol Guidewire Software, Inc. [GWRE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Ops and Corp Dev		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
1001 E. HILLSDALE BLVD., SUITE 800			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) FOSTER CITY, CA 94404								
(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 (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	03/15/2013		<u>M</u>		3,750	A	\$ 0	34,198	D	
Common Stock	03/15/2013		<u>F</u> ⁽¹⁾		1,495	D	\$37.95	32,703	D	
Common Stock	03/15/2013		<u>M</u>		1,563	A	\$ 0	34,266	D	
Common Stock	03/15/2013		<u>F</u> ⁽¹⁾		585	D	\$37.95	33,681	D	
Common Stock	03/15/2013		<u>M</u>		1,875	A	\$ 0	35,556	D	
Common Stock	03/15/2013		<u>F</u> ⁽¹⁾		704	D	\$37.95	34,852	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Restricted Stock Unit	\$ 0	03/15/2013		<u>M</u>		3,750	(2)	12/07/2020	Common Stock	3,750	\$ 0	26,250	D	
Restricted Stock Unit	\$ 0	03/15/2013		<u>M</u>		1,563	(3)	03/08/2021	Common Stock	1,563	\$ 0	12,500	D	
Restricted Stock Unit	\$ 0	03/15/2013		<u>M</u>		1,875	(4)	07/20/2021	Common Stock	1,875	\$ 0	18,750	D	

Explanation of Responses:

1. Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units.
2. The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting. The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from December 15, 2010, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
3. The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting. The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from March 15, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
4. The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting. The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from September 15, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

Signatures

By: Richard Kline, Attorney in Fact For: Priscilla Hung

** Signature of Reporting Person

03/19/2013

Date

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

* 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).

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

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 Number.