FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPROVAL								
	OMB Number:	3235-0287							
l	Estimated average burde	en							
l	hours per response:	0.5							

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

1. Name and Address of Reporting Person

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol

Guidewire Software, Inc. [GWRE]

King Ja	<u>ames Wi</u>	Guidewire Software, Inc. [GWRE]										(0	Officer	Director		10% Owner Other (speci				
(Last) 1001 E.	(HILLSDA	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2014										X	below)	Officer (give title below) VP, General Counsel			вреспу 			
(Street) FOSTER CITY CA 94404 (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)										ndividual or Joint/Group Filing (Check Applicable 2) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
1. Title of	Security (In	ction 2A. Deemed Execution Date, if any (Month/Day/Year)			<u>,</u>	3.	ction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4)				or	5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
									Code	v	Amount		(A) or (D)	Prid	e	Transaction(s) (Instr. 3 and 4)				(
Common Stock					03/15/2014				M		5,75	0	A		\$ <mark>0</mark>	5,750			D	
Common Stock					03/15/2014				F ⁽¹⁾		2,002		D	\$5	2.27	3,748			D	
Common Stock					03/15/2014				M		125		A		\$ <mark>0</mark>	3,873		D		
Common	Stock			03/15/	2014				F ⁽¹⁾		46		D	\$5	2.27	3,	827	D		
		7	able II -			alls, \	warrant									Owned				
1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Ex		Derivative Securities Acquired A) or Disposed of (D) Instr. 3, 4	Exp	Date Ex piration onth/Da	Date	ble and	7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)			ity		9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				

Explanation of Responses:

\$0

\$0

Restricted

Stock Unit Restricted

1. Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units.

03/15/2014

03/15/2014

2. The Restricted Stock Units vest as follows: 25% of the units vest one year following the vesting commencement date of March 15, 2013 and 6.25% each quarter thereafter, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

Date

Exercisable

(2)

(3)

Expiration

03/08/2023

09/13/2023

Title

Commor

Stock

Common

Stock

Date

3. The grant consists of two separate issuances of Restricted Stock Units. One issuance consists of 2,000 units which vest as follows: 1/16th of the units vest quarterly following the vesting commencement date of September 15, 2013 (the "VCD"), subject to the Reporting Person's continued service to the Issuer. The second issuance consists of 2,000 units, for which vesting is subject to the satisfaction of both performance-based conditions and time-based criteria. The performance-based conditions will be satisfied if certain targets for FY2014, determined by the Issuer, are met. The time-based vesting criteria are as follows: 1/4th of the units vest on the one year anniversary of the VCD and an additional 1/16th of the units will vest quarterly thereafter, subject to the Reporting Person's continued service to the Issuer. Both the performance-based conditions and time-based criteria must be met for vesting to occur.

> James Winston King 03/17/2014

** Signature of Reporting Person

or Number

Shares

5,750

125

\$0

\$0

Date

17,250

3,750

D

D

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).

Code ν

М

M

(A) (D)

5.750

125

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.