SEC Form 4

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

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

OMB APPROVAL									
OMB Number: 3235-0287									
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1. Name and Address of Reporting Person [*] Ryu Marcus		n*	2. Issuer Name and Ticker or Trading Symbol Guidewire Software, Inc. [GWRE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director	10% Owner			
(Last) (First) (Middle) 1001 E. HILLSDALE BLVD., SUITE 800		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)			
		ITE 800	09/04/2018		CEO and President				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	g (Check Applicable			
FOSTER CITY	CA	94404		X	Form filed by One Rep	orting Person			
(City)	(State)	(Zip)			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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	09/04/2018		М		20,000	A	\$3.92	20,276	D	
Common Stock	09/04/2018		S ⁽¹⁾		4,800	D	\$99.8991 ⁽²⁾	15,476	D	
Common Stock	09/04/2018		S ⁽¹⁾		200	D	\$100.55 ⁽³⁾	15,276	D	
Common Stock	09/04/2018		S ⁽¹⁾		4,800	D	\$ 99.9007 ⁽⁴⁾	10,476	D	
Common Stock	09/04/2018		S ⁽¹⁾		200	D	\$100.55 ⁽³⁾	10,276	D	
Common Stock	09/04/2018		S ⁽¹⁾		4,800	D	\$99.9093(5)	5,476	D	
Common Stock	09/04/2018		S ⁽¹⁾		200	D	\$100.55 ⁽³⁾	5,276	D	
Common Stock	09/04/2018		S ⁽¹⁾		4,900	D	\$99.9178(6)	376	D	
Common Stock	09/04/2018		S ⁽¹⁾		100	D	\$100.64	276	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. Transa Code (8)		of		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$3.92	09/04/2018		М			20,000	(7)	12/21/2019	Common Stock	20,000	\$0.0	89,033	D	

Explanation of Responses:

1. Automatic stock option exercise and sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 10, 2018.

2. The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$99.40 to \$100.35 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.

3. The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$100.46 to \$100.64 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.

4. The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$99.45 to \$100.42 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.

5. The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$99.45 to \$100.37 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. The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$99.51 to \$100.46 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.

7. This Stock Option vests over four years of continuous service as follows: 1/48th of the underlying shares vest monthly following the vesting commencement date of December 21, 2009.

By: Winston King Attorney in Fact For: Marcus S. Ryu

09/05/2018

Date

** Signature of Reporting Person

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.