

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

FORM 8-K/A

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 2, 2020

Guidewire Software, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-35394
(Commission File
Number)

36-4468504
(I.R.S. Employer Identification
No.)

**2850 S. Delaware St., Suite 400
San Mateo, CA 94403**
(Address of principal executive offices, including zip code)

(650) 357-9100
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value	GWRE	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

This filing amends Items 5.02 and 9.01 of the Current Report on Form 8-K of Guidewire Software, Inc. (the “Company”) filed on March 4, 2020.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c) Appointment of Jeff Cooper as Interim Chief Financial Officer

On March 10, 2020, in connection with the appointment of Jeff Cooper as interim Chief Financial Officer, effective as of March 5, 2020, the Compensation Committee of the Board of Directors of the Company revised Mr. Cooper’s compensation to be an annual base salary of \$350,000 and target annual bonus of 50%, or \$175,000, under the Company’s Senior Executive Incentive Bonus Plan. The Company also will enter into its standard form of Executive Agreement, incorporated by reference hereto as Exhibit 10.1, with Mr. Cooper.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibits
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<u>10.1*</u>	Form of Indemnification Agreement between the Company and each of its directors and executive officers
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* Incorporated by reference from Exhibit 10.6 to the Company’s Form 10-Q dated March 5, 2020.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 16, 2020

GUIDEWIRE SOFTWARE, INC.

By: /s/ WINSTON KING
Winston King
Chief Administrative Officer, General Counsel and
Secretary