

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

GUIDEWIRE SOFTWARE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

**2211 Bridgepointe Parkway
San Mateo, CA 94404**
(Address of Principal Executive Offices)

**GUIDEWIRE SOFTWARE, INC. 2006 STOCK PLAN
GUIDEWIRE SOFTWARE, INC. 2009 STOCK PLAN
GUIDEWIRE SOFTWARE, INC. 2010 RESTRICTED STOCK UNIT PLAN
GUIDEWIRE SOFTWARE, INC. 2011 STOCK PLAN**
(Full title of the plans)

Marcus S. Ryu
President and Chief Executive Officer
Guidewire Software, Inc.
2211 Bridgepointe Parkway
San Mateo, CA 94404
(Name and address of agent for service)
(650) 357-9100
(Telephone number, including area code, of agent for service)

Copies to:

Craig M. Schmitz
Richard A. Kline
Goodwin Procter LLP
135 Commonwealth Drive
Menlo Park, CA 94025
Telephone: (650) 752-3100

Robert F. Donohue
Vice President and General Counsel
Guidewire Software, Inc.
2211 Bridgepointe Parkway
San Mateo, CA 94404
Telephone: (650) 357-9100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, \$0.0001 par value per share (2011 Stock Plan)	7,551,427 ⁽²⁾	\$ 13.00 ⁽⁶⁾	\$ 98,168,551	\$ 11,250
Common stock, \$0.0001 par value per share (2010 Restricted Stock Unit Plan)	5,111,530 ⁽³⁾	\$ 13.00 ⁽⁶⁾	\$ 66,449,890	\$ 7,615
Common stock, \$0.0001 par value per share (2009 Stock Plan)	31,000 ⁽⁴⁾	\$ 3.8848 ⁽⁷⁾	\$ 120,429	\$ 14
Common stock, \$0.0001 par value per share (2006 Stock Plan)	7,349,436 ⁽⁵⁾	\$ 3.5660 ⁽⁸⁾	\$ 26,208,089	\$ 3,003
Total	20,043,393		\$ 190,946,959	\$ 21,882

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.
- (2) Represents 7,551,427 shares of common stock available for future issuance under the 2011 Stock Plan (the "2011 Plan"). Shares of common stock reserved for issuance under the 2011 Plan consist of (a) 7,500,000 shares of common stock reserved for future issuance under the 2011 Plan plus (b) (i) 48,470 shares of common stock previously reserved but unissued under the 2010 Restricted Stock Unit Plan (the "2010 Plan") and (ii) 2,957 shares of common stock previously reserved but unissued under the 2006 Stock Plan (the "2006 Plan"), that are now available for future issuance under the 2011 Plan, subject to certain limitations. See footnotes 3 and 5 below.
- (3) Represents 5,111,530 shares of common stock reserved for issuance pursuant to restricted stock units ("RSUs") outstanding under the 2010 Plan as of the date of this registration statement. Any such shares of common stock that are subject to RSUs under the 2010 Plan that do not vest and lapse unissued and

- would otherwise have been returned to the share reserve under the 2010 Plan will be available for issuance under the 2011 Plan. See footnote 2 above.
- (4) Represents shares of common stock reserved for issuance pursuant to stock awards outstanding under the 2009 Stock Plan as of the date of this registration statement.
 - (5) Represents 7,349,436 shares of common stock reserved for issuance pursuant to stock awards outstanding under the 2006 Plan as of the date of this registration statement. Any shares of common stock that are subject to stock option awards under the 2006 Plan that expire, are forfeited or lapse unexercised and would otherwise have been returned to the share reserve under the 2006 Plan will be available for issuance under the 2011 Plan. See footnote 2 above.
 - (6) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act, and based on \$13.00, the initial public offering price of the registrant's common stock set forth on the cover page of the registrant's prospectus dated January 25, 2012 relating to its initial public offering.
 - (7) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act. For the 31,000 shares of common stock reserved for issuance upon the exercise of outstanding awards granted under the 2009 Plan, the Proposed Maximum Offering Price Per Share is \$3.8848 per share, which is the weighted average exercise price of the awards granted under the 2009 Plan.
 - (8) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act. For the 7,349,436 shares of common stock reserved for issuance upon the exercise of outstanding awards granted under the 2006 Plan, the Proposed Maximum Offering Price Per Share is \$3.5660 per share, which is the weighted average exercise price of the awards granted under the 2006 Plan.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this registration statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the registrant are incorporated by reference into this registration statement:

- (a) The registrant's prospectus filed pursuant to Rule 424(b) under the Securities Act on January 25, 2012 relating to the registration statement on Form S-1, as amended (File No. 333-176667), which contains the registrant's audited financial statements for the latest fiscal year for which such statements have been filed, and the registration statement on Form S-1 (File No. 333-179149) filed pursuant to Rule 462(b) under the Securities Act on January 24, 2012; and
- (b) The description of the registrant's common stock contained in the registrant's registration statement on Form 8-A (Registration No. 001-35394) filed with the Commission on January 9, 2012 under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendments or reports filed for the purpose of updating such description.
- (c) All documents subsequently filed by the registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the registration statement which indicates that all of the shares of common stock registered hereunder have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the respective dates of filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances will any information filed under current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the "DGCL") authorizes a corporation to indemnify its directors and officers against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact that they have served or are currently serving as a director or officer to a corporation. The indemnity may cover expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding. Section 145 permits corporations to pay expenses (including attorneys' fees) incurred by directors and officers in advance of the final disposition of such action, suit or proceeding. In addition, Section 145 provides that a corporation has the power to purchase and maintain insurance on behalf of its directors and officers against any liability asserted against them and incurred by them in their capacity as a director or officer, or arising out of their status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under Section 145.

The registrant has adopted provisions in the registrant's certificate of incorporation and bylaws that limit or eliminate the personal liability of the registrant's directors and executive officers to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended. Consequently, a director or executive officer will not be personally liable to the registrant or its stockholders for monetary damages or breach of fiduciary duty as a director, except for liability in limited circumstances.

These limitations of liability do not alter director liability under the federal securities laws and do not affect the availability of equitable remedies such as an injunction or rescission.

In addition, the registrant's bylaws provide that:

- the registrant will indemnify its directors and executive officers and, in the discretion of its board of directors, certain employees and agents to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended; and
- the registrant will advance reasonable expenses, including attorneys' fees, to its directors and executive officers, and in the discretion of its board of directors, to certain employees and agents, in connection with legal proceedings relating to their service for or on behalf of the registrant, subject to limited exceptions.

The registrant has entered into indemnification agreements with each of its directors and executive officers. These agreements provide that the registrant will indemnify each of its directors, executive officers and, at times, their affiliates, to the fullest extent permitted by the DGCL.

The registrant also maintains general liability insurance which covers certain liabilities of its directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Mateo, State of California, this 29th day of February 2012.

GUIDEWIRE SOFTWARE, INC.

By: /s/ Marcus S. Ryu
Marcus S. Ryu
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Guidewire Software, Inc., hereby severally constitute and appoint Marcus S. Ryu and Karen Blasing, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign for us and in our names in the capacities indicated below any and all amendments (including post-effective amendments) to this registration statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Marcus S. Ryu</u> Marcus S. Ryu	President and Chief Executive Officer and Director (Principal Executive Officer)	February 29, 2012
<u>/s/ Karen Blasing</u> Karen Blasing	Chief Financial Officer (Principal Financial and Accounting Officer)	February 29, 2012
<u>/s/ Kenneth W. Branson</u> Kenneth W. Branson	Director	February 29, 2012
<u>/s/ Craig Conway</u> Craig Conway	Director	February 29, 2012
<u>/s/ Neal Dempsey</u> Neal Dempsey	Director	February 29, 2012
<u>/s/ Steven M. Krausz</u> Steven M. Krausz	Director	February 29, 2012
<u>/s/ Craig Ramsey</u> Craig Ramsey	Director	February 29, 2012
<u>/s/ Clifton Thomas Weatherford</u> Clifton Thomas Weatherford	Director	February 29, 2012

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of the Registrant (1)
4.2	Amended and Restated Bylaws of the Registrant (2)
4.3	Specimen certificate evidencing shares of common stock (3)
4.4	2006 Stock Plan and forms of agreements thereunder (4)
4.5	2009 Stock Plan and forms of agreements thereunder (5)
4.6	2010 Restricted Stock Unit Plan and forms of agreements thereunder (6)
4.7	2011 Stock Plan and forms of agreement thereunder (7)
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)
(1)	Filed as Exhibit 3.3 to the Registrant's registration statement on Form S-1/A (File No. 333-176667), filed previously with the Commission on October 28, 2011 and incorporated by reference herein.
(2)	Filed as Exhibit 3.6 to the Registrant's registration statement on Form S-1/A (File No. 333-176667), filed previously with the Commission on October 28, 2011 and incorporated by reference herein.
(3)	Filed as Exhibit 4.1 to the Registrant's registration statement on Form S-1/A (File No. 333-176667), filed previously with the Commission on January 9, 2012 and incorporated by reference herein.
(4)	Filed as Exhibit 10.2 to the Registrant's registration statement on Form S-1/A (File No. 333-176667), filed previously with the Commission on September 2, 2011 and incorporated by reference herein.
(5)	Filed as Exhibit 10.3 to the Registrant's registration statement on Form S-1/A (File No. 333-176667), filed previously with the Commission on September 2, 2011 and incorporated by reference herein.
(6)	Filed as Exhibit 10.4 to the Registrant's registration statement on Form S-1/A (File No. 333-176667), filed previously with the Commission on September 2, 2011 and incorporated by reference herein.
(7)	Filed as Exhibit 10.5 to the Registrant's registration statement on Form S-1/A (File No. 333-176667), filed previously with the Commission on December 13, 2011 and incorporated by reference herein.

February 29, 2012

Guidewire Software, Inc.
2211 Bridgepointe Parkway
San Mateo, CA 94404

Re: **Securities Being Registered under Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 20,043,393 shares (the "Shares") of Common Stock, par value \$0.0001 per share, of Guidewire Software, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2006 Stock Plan, 2009 Stock Plan, 2010 Restricted Stock Unit Plan and 2011 Stock Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions expressed below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion expressed below is limited to the Delaware General Corporation Law (which includes reported judicial decisions interpreting the Delaware General Corporation Law). For purposes of the opinion expressed below, we have assumed that a sufficient number of authorized but unissued shares of the Company's Common Stock will be available for issuance when the Shares are issued.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

GOODWIN PROCTER LLP
/s/ Goodwin Procter LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Guidewire Software, Inc.:

We consent to the use of our report dated October 27, 2011, with respect to the consolidated balance sheets of Guidewire Software, Inc. and subsidiaries as of July 31, 2011 and 2010, and the related consolidated statements of operations, stockholders' equity (deficit) and comprehensive income (loss), and cash flows for each of the years in the three-year period ended July 31, 2011, incorporated herein by reference.

/s/ KPMG LLP

Santa Clara, California
February 27, 2012