

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): September 21, 2022

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	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.

Item 8.01 Other Events.

On September 22, 2022, Guidewire Software, Inc. (the “Company”) issued a press release announcing that, on September 21, 2022, the Company’s Board of Directors authorized and approved a share repurchase program pursuant to which the Company may purchase up to \$400.0 million of its outstanding shares of Common Stock, par value \$0.0001 per share (the “Common Stock”). A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Share repurchases under the program may be made from time to time, in the open market, in privately negotiated transactions or otherwise, with the amount and timing of repurchases to be determined at the discretion of management of the Company, depending on market conditions and corporate needs. Open market repurchases will be structured to occur in accordance with applicable federal securities laws, including within the pricing and volume requirements of Rule 10b-18 under the Securities Exchange Act of 1934, as amended. The Company may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases of its shares under this authorization.

The share repurchase program does not obligate the Company to acquire any particular amount of Common Stock and may be modified, suspended or terminated at any time at the discretion of the Company’s Board of Directors.

The Company expects to fund repurchases with existing cash and cash equivalents, working capital or cash flows from operations.

Cautionary Language Concerning Forward-Looking Statements

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, statements relating to the Company’s amount, timing and sources of funding for the share repurchase program. Any forward-looking statements contained in this Current Report on Form 8-K are based upon the Company’s historical performance and its current plans, estimates and expectations, and are not a representation that such plans, estimates or expectations will be achieved. These forward-looking statements represent the Company’s expectations as of the date of this Current Report on Form 8-K, and involve risks, uncertainties and assumptions. The actual results may differ materially from those anticipated in the forward-looking statements as a result of numerous factors, many of which are beyond the control of the Company, including changes in price and volume and the volatility of the Company’s Common Stock, adverse developments affecting prices and trading of exchange-traded securities, including securities quoted on the New York Stock Exchange, unexpected or otherwise unplanned or alternative requirements with respect to the capital investments of the Company and the risks and uncertainties disclosed in the Company’s reports filed from time to time with the Securities and Exchange Commission, including its most recent Form 10-K and any subsequent filings on Forms 10-K, 10-Q or 8-K, available at www.sec.gov. The Company does not intend to update any forward-looking statement contained in this Current Report on Form 8-K to reflect events or circumstances arising after the date hereof.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibits
99.1	Press release issued by Guidewire Software, Inc. on September 22, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

GUIDEWIRE SOFTWARE, INC.

By: /s/ JEFF COOPER
Jeff Cooper
Chief Financial Officer

Date: September 22, 2022

Guidewire Announces \$400.0 Million Share Repurchase Program

SAN MATEO, Calif., September 22, 2022 – Guidewire (NYSE: GWRE), provider of the industry platform Property and Casualty (P&C) insurers rely upon, today announced that its board of directors approved a share repurchase program with authorization to purchase up to \$400.0 million of its outstanding shares of Common Stock, effective immediately.

Repurchases under the program may be made in the open market, in privately negotiated transactions or otherwise, with the amount and timing of repurchases to be determined at Guidewire's discretion, depending on market conditions and corporate needs. Open market repurchases will be structured to occur in accordance with applicable federal securities laws, including within the pricing and volume requirements of Rule 10b-18 under the Securities Exchange Act of 1934, as amended. Guidewire may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases of its shares under this authorization. This program does not obligate Guidewire to acquire any particular amount of Common Stock, and may be modified, suspended or terminated at any time at the discretion of Guidewire's board of directors.

Guidewire expects to fund repurchases with existing cash and cash equivalents, working capital or cash flows from operations. As of July 31, 2022, Guidewire had cash, cash equivalents, and investments of \$1.2 billion.

About Guidewire

Guidewire is the platform P&C insurers trust to engage, innovate, and grow efficiently. We combine digital, core, analytics, and AI to deliver our platform as a cloud service. Approximately 520 insurers in 38 countries, from new ventures to the largest and most complex in the world, run on Guidewire.

As a partner to our customers, we continually evolve to enable their success. We are proud of our unparalleled implementation track record, with 1,000+ successful projects, supported by the largest R&D team and partner ecosystem in the industry. Our marketplace provides hundreds of applications that accelerate integration, localization, and innovation.

Cautionary Language Concerning Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, statements relating to Guidewire’s amount, timing and sources of funding for the share repurchase program. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements, including without limitation statements regarding Guidewire’s future performance and opportunities, and the amount, timing and benefits of a share repurchase program. These forward-looking statements represent Guidewire’s expectations as of the date of this press release, and involve risks, uncertainties and assumptions. The actual results may differ materially from those anticipated in the forward-looking statements as a result of numerous factors, many of which are beyond our control, including changes in price and volume and the volatility of our Common Stock, adverse developments affecting prices and trading of exchange-traded securities, including securities quoted on the New York Stock Exchange, unexpected or otherwise unplanned or alternative requirements with respect to our capital investments and the risks and uncertainties disclosed in our reports filed from time to time with the Securities and Exchange Commission, including our most recent Form 10-K and any subsequent filings on Forms 10-K, 10-Q or 8-K, available at www.sec.gov. While we may elect to update such forward-looking statements at some point in the future, we disclaim any obligation to do so, even if subsequent events cause our views to change.

For more information, please visit www.guidewire.com and follow us on twitter: [@Guidewire_PandC](https://twitter.com/Guidewire_PandC).

NOTE: For information about Guidewire’s trademarks, visit <https://www.guidewire.com/legal-notices>.

Investor Contact:

Alex Hughes
Guidewire Software, Inc.
+1 (650) 356-4921
ir@guidewire.com

Media Contact:

Diana Stott
Guidewire Software, Inc.
+1 (650) 781-9955
dstott@guidewire.com

###

Source: Guidewire Software, Inc.