

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Polelle Michael</u> (Last) (First) (Middle) 1001 E. HILLSDALE BLVD., SUITE 800 (Street) FOSTER CITY CA 94404 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Guidewire Software, Inc. [GWRE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Delivery Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 06/15/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/15/2015		M		7,500	A	\$0.0	7,500	D	
Common Stock	06/15/2015		F ⁽¹⁾		2,613	D	\$50.67	4,887	D	
Common Stock	06/15/2015		M		72	A	\$36.54	4,959	D	
Common Stock	06/15/2015		s ⁽²⁾		72	D	\$50.6327 ⁽³⁾	4,887	D	
Common Stock	06/15/2015		M		137	A	\$36.54	5,024	D	
Common Stock	06/15/2015		s ⁽²⁾		137	D	\$50.6327 ⁽³⁾	4,887	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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						Amount or Number of Shares
Incentive Stock Option (right to buy)	\$36.54	06/15/2015		M			137	(4)	06/04/2024	Common Stock	137	\$0.0	6,655	D	
Non-Qualified Stock Option (right to buy)	\$36.54	06/15/2015		M			72	(4)	06/04/2024	Common Stock	72	\$0.0	429	D	
Restricted Stock Unit	\$0.0	06/15/2015		M			7,500	(5)	06/04/2024	Common Stock	7,500	\$0.0	22,500	D	

Explanation of Responses:

- Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units.
- Automatic stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 9, 2015.
- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$50.45 to \$50.83 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.
- When both ISO and NQ Stock Options granted on June 4, 2014 are combined, they vest over four years of continuous service as follows: 1/4th of the underlying shares vest on the one year anniversary of the vesting commencement date of April 14, 2014 and an additional 1/48th of the underlying shares vest monthly thereafter.
- The Restricted Stock Units vest as follows: 1/4th of the units vest on the one year anniversary of the vesting commencement date of June 15, 2014 and an additional 1/16th of the units vest quarterly thereafter, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

By: Winston King Attorney in 06/16/2015
 Fact For: Michael Polelle

** Signature of Reporting Person Date

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.

