SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] Ryu Marcus	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 Officer (give title below) Other (specify below)
(Last) (First) (Middle) 2850 SOUTH DELAWARE ST., SUITE 400	3. Date of Earliest Transaction (Month/Day/Year) 01/21/2020	
(Street) SAN MATEO CA 94403 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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)		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	01/21/2020		M		12,500	A	$48.06	23,902	D	
Common Stock	01/21/2020		S[(1)]		12,500	D	$112.8866[(2)]	11,402	D	
Common Stock	01/21/2020		S[(3)]		7,255	D	$112.8864[(2)]	4,147	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	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$48.06	01/21/2020		M			12,500	[(4)]	09/17/2023	Common Stock	12,500	$0.0	35,381	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 October 8, 2019.

2. The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from $112.54 to $113.27 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. Automatic stock sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2019.

4. Option is vested and fully exercisable.

By: Winston King Attorney in Fact For: Marcus S. Ryu   01/22/2020

** Signature of Reporting Person   Date