

**Report of Organizational Actions
Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Guidewire Software, Inc.		2 Issuer's employer identification number (EIN) 36-4468504	
3 Name of contact for additional information Tia Kelly-Mandel	4 Telephone No. of contact (650) 357-9100	5 Email address of contact tkellymandel@guidewire.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 1001 E. Hillsdale Blvd., Suite 800		7 City, town, or post office, state, and Zip code of contact Foster City, CA 94404	
8 Date of action 11/1/2017		9 Classification and description Common Stock	
10 CUSIP number 40171V100	11 Serial number(s)	12 Ticker symbol GWRE	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See attachment.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attachment.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See attachment.

Part II Organizational Action (continued)


17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attachment.

18 Can any resulting loss be recognized? ▶ See attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ 12/5/2017
Print your name ▶ Richard Hart Title ▶ Chief Financial Officer

Paid Preparer Use Only

Print/Type preparer's name D. Ian Bristol	Preparer's signature 	Date 12/5/2017	Check <input type="checkbox"/> if self-employed	PTIN P00743466
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ 3975 Freedom Circle Drive, Suite 100, Santa Clara, CA 95054			Phone no. (408) 367-5764	

Guidewire Software, Inc.
EIN 36-4468504

ATTACHMENT TO FORM 8937 – PART II
REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

CONSULT YOUR TAX ADVISOR

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Acquisition (as defined below) on the tax basis of Target (as defined below) stock exchanged for Guidewire (as defined below) stock and cash received in the Acquisition. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Neither Guidewire nor Target provides tax advice to its shareholders. The example provided below is illustrative and is being provided pursuant to Section 6045B of the Code and as a convenience to shareholders and their tax advisers when establishing their specific tax position. You are urged to consult your own tax adviser regarding the particular consequences of the Acquisition to you, including the applicability and effect of all U.S. federal, state and local tax laws and foreign tax laws.

Form 8937, Part II, Box 14:

On November 1, 2017 (the “Closing Date”), upon the terms and subject to the conditions set forth in the Agreement and Plan of Merger (the “Merger Agreement”), dated as of October 6, 2017, among Guidewire Software, Inc. (“Guidewire”), Cyence, Inc. (“Target”), [Caesar Acquisition Sub I, Inc.], a wholly-owned subsidiary of Guidewire (“Acquisition Sub”), and [Caesar Acquisition Sub II, LLC], a wholly owned subsidiary of Guidewire (“Acquisition LLC”), and in accordance with applicable law, the following events occurred: (i) Acquisition Sub merged into Target with Target surviving (the First Merger), immediately followed by (ii) Target’s merger into Acquisition LLC with Acquisition LLC surviving as a wholly-owned subsidiary of Guidewire (the “Second Merger”, and altogether “the Acquisition”). Together the First Merger and the Second Merger are considered an integrated transaction treated as a tax-deferred reorganization within the meaning of IRC Section 368(a)(1)(A) to the extent Target shareholders receive Guidewire common stock and a taxable exchange to the extent Target shareholders receive cash in exchange for their Target stock. Additional detail is available upon request.

Form 8937, Part II, Box 15:

- A. The shareholders of Target will have a carryover basis in the stock received (i.e., stock of Guidewire) equal to the basis in the stock relinquished (i.e., stock of Target) subject to non-qualifying consideration received. Under IRC Section 1001, non-qualifying consideration, including cash, received in exchange for Target stock results in taxable income recognition to the Target shareholders to the extent of the built-in gain in such Target stock. For further explanation, see Question 16.A. below.

- B. Guidewire will have a carryover basis in the assets of Target. For a further explanation, see Question 16.B. below.

Form 8937, Part II, Box 16:

- A. Under IRC Section 358, the basis of Guidewire stock received by Target shareholders will have the same basis as the Target stock surrendered in the exchange, less any cash received, plus any gain recognized on the exchange.
- B. Under IRC Section 362, the basis of Target's properties in the hands of Guidewire will be the same as the basis of such properties in the hands of Target immediately before the exchange.

Form 8937, Part II, Box 17:

IRC Sections 301, 302, 354, 356, 358, 368, 1001, and 1012.

Form 8937, Part II, Box 18:

Under IRC Section 358, gain, but not loss, can be recognized.

Form 8937, Part II, Box 19:

The stock basis adjustments are generally taken into account in the tax year of the shareholder in which the Acquisition occurred.