

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Cooper Jeffrey Elliott</u>			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) _____ Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/13/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____		
C/O GUIDEWIRE SOFTWARE, INC. 970 PARK PL, SUITE 200			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street)	(City)	(State)	(Zip)					
SAN MATEO	CA		94403					

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	09/13/2023		A		27,813	A	\$0	77,812 ⁽¹⁾	D	
Common Stock	09/15/2023		M		3,528	A	\$0	81,340	D	
Common Stock	09/15/2023		M		3,152	A	\$0	84,492	D	
Common Stock	09/15/2023		M		4,671	A	\$0	89,163	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
Performance Shares	\$0	09/13/2023		A		27,813		(2)	09/13/2033	Common Stock	27,813	\$0	27,813	D	
Performance Shares	\$0	09/15/2023		M		3,528 ⁽³⁾		(3)	09/09/2030	Common Stock	3,528	\$0	0	D	
Performance Shares	\$0	09/15/2023		M		3,152 ⁽⁴⁾		(4)	09/14/2031	Common Stock	3,152	\$0	10,905	D	
Performance Shares	\$0	09/15/2023		M		4,671 ⁽⁵⁾		(5)	09/15/2032	Common Stock	4,671	\$0	23,112	D	

Explanation of Responses:

- Accounts for transfer of shares from Reporting Person to spouse pursuant to a domestic relations order.
- PSUs cliff vest at the end of the three-year performance period based on the average performance of the three one-year performance periods. One-year financial targets for each of the three performance measurement periods are set up front at time of grant.
- These performance stock units (PSUs) are split in two halves, with vesting of each subject to the satisfaction of both performance- and time-based conditions. Performance-based conditions would be satisfied if financial targets, determined by the Issuer, are met for fiscal year 2021 for the first half and fiscal year 2023 for the second half. Since the performance-based conditions for fiscal year 2021 were achieved, the first half vested based on performance as follows: 16.6% on each of September 15, 2021, September 15, 2022, and September 15, 2023. The second half vested on September 15, 2023, based on the Compensation Committee of the Board of Directors September 13, 2023 determination that 106.3% of the performance-based conditions for fiscal year 2023 were met resulting in an increase of 158 PSUs earned by the Reporting Person.
- At the end of Year 1, 50% of this performance stock unit ("PSU") award will be determined based on performance against fiscal year 2022 financial targets, with the following vesting schedule: 33% vesting immediately, 33% vesting at end of Year 2, and 33% vesting at end of Year 3. On September 7, 2022, the Compensation Committee of the Board of Directors determined that 122% of the performance-based conditions were met resulting in an increase of 1,704 PSUs earned by the Reporting Person. At the end of Year 3, 50% of the PSU award will be determined based on performance against fiscal year 2024 financial targets, with the following vesting schedule: 100% vesting immediately.
- At the end of Year 1, as to 50% of this PSU award (Part 1), the Compensation Committee of the Board of Directors determined, on September 15, 2023, that 101.8% of the performance conditions against the FY23 ARR targets were met resulting in an increase of 249 PSUs earned by the Reporting Person. 33% of Part 1 vested immediately thereafter. 33% of Part 1 will vest at the end of Year 2, and 33% of Part 1 will vest at the end of Year 3. At the end of Year 3, 50% of the PSU award (Part 2) will be determined based on performance against the FY25 ARR targets.

Remarks:

By: Winston King, Attorney-in-Fact for Jeffrey Elliott Cooper 09/15/2023

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.