
**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 5, 2012

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.)

1001 East Hillsdale Blvd., Suite 800
Foster City, CA 94404
(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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Guy Dubois to the Board of Directors.

On September 5, 2012, Guidewire Software, Inc. (the “Company”) increased the size of its Board of Directors from seven to eight members and appointed Guy Dubois as a Class II director of the Company. For his services as a director of the Company, Mr. Dubois will be compensated consistent with the Company’s current non-employee director compensation policy. Mr. Dubois was not appointed to any committees of the Board of Directors.

The Company also entered into a standard form of indemnification agreement with Mr. Dubois (the “Indemnification Agreement”). The Indemnification Agreement provides, among other things, that the Company will indemnify Mr. Dubois, under the circumstances and to the extent provided therein, for certain expenses which he may be required to pay in connection with certain claims to which he may be made a party by reason of his position as a director of the Company, and otherwise to the fullest extent permitted under Delaware law, the Company’s certificate of incorporation and the Company’s bylaws.

The Company’s standard form of indemnification agreement was previously filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1/A (No. 333-176667), as filed on October 28, 2011, and is incorporated herein by reference.

There are no arrangements or understandings between Mr. Dubois and any other persons pursuant to which he was elected as a director of the Company. There are no family relationships between Mr. Dubois and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer. There are no related person transactions (within the meaning of Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission) between Mr. Dubois and the Company.

On September 7, 2012, the Company issued a press release regarding the appointment of Mr. Dubois. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

| <u>Exhibit No.</u> | <u>Description of Exhibits</u> |
|--------------------|--|
| 10.1 | Form of Indemnification agreement, previously filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1/A (No. 333-176667), as filed on October 28, 2011, and incorporated herein by reference |
| 99.1 | Press release dated September 7, 2012, titled “Guy Dubois Named to Guidewire Software Board of Directors” |

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.

Date: September 10, 2012

GUIDEWIRE SOFTWARE, INC.

By: /s/ Marcus Ryu
Marcus Ryu
Chief Executive Officer

EXHIBIT INDEX

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GUY DUBOIS NAMED TO GUIDEWIRE SOFTWARE BOARD OF DIRECTORS

FOSTER CITY, Calif., September 7, 2012 – Guidewire Software, Inc. (NYSE: GWRE) a provider of flexible core system software to Property/Casualty (general) insurers, today announced that Guy Dubois has been named as a member on the Guidewire Software Board of Directors.

“We are very pleased to welcome Guy Dubois to our Board of Directors,” said Marcus Ryu, chief executive officer, Guidewire Software. “He brings a veteran public CEO perspective developed from leading software companies from whose experience Guidewire has much to learn. I also look forward to his counsel about how best to approach and serve the very large European segment of our market.”

Guy Dubois brings more than 30 years’ leadership experience in the software industry to the Board. Most recently, he was CEO of banking software provider, TEMENOS and prior to that he was CEO of hub-based mobile communications solutions provider MACH Group. He has also served as executive vice president of PeopleSoft Corporation, where he led overall strategy, business development and execution for all company activities outside North America. At Amdocs he was the executive vice president and president of its global business division. He has also held senior positions with Vantive, Sybase and Digital Equipment Corporation.

About Guidewire Software

Guidewire Software is a provider of core system software to the global Property/Casualty (general) insurance industry. Designed to be flexible and scalable, Guidewire solutions give insurers the capability to deliver excellent service, increase market share and lower operating costs. Guidewire InsuranceSuite™, consisting of Guidewire PolicyCenter®, Guidewire ClaimCenter® and Guidewire BillingCenter® spans the key functional areas in insurance – underwriting and policy administration, claims management, and billing. Guidewire is headquartered in Foster City, California, with offices in Beijing, Dublin, Hong Kong, London, Munich, Paris, Sydney, Tokyo, and Toronto. For more information, please visit www.guidewire.com.

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