

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Guidewire Software, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-4468504
(I.R.S. Employer
Identification Number)

**1001 East Hillsdale Blvd., Suite 800
Foster City, CA 94404
Tel: (650) 357-9100**
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Marcus S. Ryu
President and Chief Executive Officer
1001 East Hillsdale Blvd., Suite 800
Foster City, CA 94404
Tel: (650) 357-9100
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Richard A. Kline
Goodwin Procter LLP
601 Marshall Street
Redwood City, CA 94063
Telephone: (650) 752-3100

J. Winston King
General Counsel
Guidewire Software, Inc.
1001 East Hillsdale Blvd., Suite 800
Foster City, CA 94404
Telephone: (650) 357-9100

Approximate date of commencement of proposed sale to the public: None.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Deregistration of Securities

Guidewire Software, Inc. is filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-221298), which was declared effective on November 2, 2017 (the "**Form S-3**"), to terminate the resales of the securities registered under the Form S-3.

The Form S-3 registered the resale of 1,143,925 shares of common stock of the Company by the selling stockholders identified in the prospectus included in the Form S-3. Pursuant to the Registration Rights Agreement, dated as of November 1, 2017 (the "**Registration Rights Agreement**"), the Company agreed to maintain the effectiveness of the Form S-3 for the earlier of six months from November 1, 2017 or the date that all of the shares registered under the Form S-3 had been sold. Such six-month period has lapsed and the Company has fulfilled its registration statement obligations in the Registration Rights Agreement. This Post-Effective Amendment No. 1 to the Form S-3 is being filed to terminate the effectiveness of the Form S-3 and to remove from registration all shares of common stock registered but not sold under the Form S-3.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized in the City of Foster City, State of California, on May 20, 2019.

GUIDEWIRE SOFTWARE, INC.

By: /s/ Curtis Smith
Curtis Smith
Chief Financial Officer
(Principal Financial and Accounting Officer)

By: /s/ Winston King
Winston King
General Counsel

No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance upon Rule 478 of the Securities Act.