

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Rosenbaum Michael George</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
2850 SOUTH DELAWARE ST., SUITE 400			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN MATEO CA 94403</u>								
(City) (State) (Zip)								

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	09/15/2021		A		35,238 <sup>(1)</sup>	A	\$0	65,993	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					
Performance Shares	\$0.0	09/15/2021		M		2,556	(2)	09/06/2029	Common Stock	2,556	\$0	20,441	D	
Performance Shares	\$0.0	09/15/2021		M		5,289	(3)	(3)	Common Stock	5,289	\$0	25,796	D	
Restricted Stock Unit	\$0.0	09/15/2021		M		1,902	(4)	(4)	Common Stock	1,902	\$0	22,824	D	
Restricted Stock Unit	\$0.0	09/15/2021		M		4,606	(5)	09/06/2029 <sup>(5)</sup>	Common Stock	4,606	\$0	36,848	D	
Performance Shares	\$0.0	09/15/2021		A		35,238	(6)	(6)	Common Stock	35,238	\$0	35,238	D	

Explanation of Responses:

- As represented by Restricted Stock Units, which shall vest at 6.25% (or 1/16th) of this award in 16 equal quarterly installments over four years, on each of the 15th of March, June, September, and December subsequent to the vesting commencement date.
- The vesting of these Restricted Stock Units ("PSUs") is subject to the satisfaction of both performance-based conditions and time-based criteria. The performance-based conditions will be satisfied if certain financial targets, determined by the Issuer, are met over the course of the Issuer's 2020 fiscal year. If the performance-based conditions for fiscal year 2020 are not met, then none of the shares will vest. If the performance-based conditions for fiscal year 2020 are achieved, as determined by the Issuer, then units will vest as the time-based criteria are satisfied. The time-based vesting criteria are as follows: 1/4th of the units vest on the one year anniversary of the vesting commencement date of September 15, 2019 and an additional 1/16th of the units will vest quarterly thereafter, subject to (1) the previously mentioned fiscal year 2020 performance-based conditions being met, and (2) the Reporting Person's continued service to the Issuer through each such vesting date.
- These performance stock units are split in two halves, with vesting of each subject to the satisfaction of both performance- and time-based conditions. Performance-based conditions will 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. If the performance-based conditions for fiscal year 2021 are achieved, then the first half will vest based on performance with the following timing: 16.6% will vest on each of September 15, 2021, September 15, 2022, and September 15, 2023, subject to the Reporting Person's continued service to the Issuer. The second half will vest on September 15, 2023 based on achievement under the performance-based conditions for fiscal year 2023, subject to the Reporting Person's continued service to the Issuer.
- The Restricted Stock Units vest as follows: 1/16th of the units vest quarterly commencing December 15, 2020, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
- The Restricted Stock Units vest as follows: 1/4th of the units vest on the one year anniversary of the vesting commencement date of September 15, 2019 and an additional 1/16th of the units vest quarterly thereafter, subject to the Reporting Person's continued service to the Issuer.
- At the end of Year 1, 50% of this PSU 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. 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.

Remarks:

By: Winston King, Attorney in Fact For: Michael George 09/17/2021  
Rosenbaum

\*\* 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.