

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Cooper Jeffrey Elliott</u> (Last) (First) (Middle) C/O GUIDEWIRE SOFTWARE, INC. 2850 SOUTH DELAWARE STREET, SUITE 400 (Street) SAN MATEO CA 94403 (City) (State) (Zip)	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
	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	09/15/2022		M		64	A	\$0	41,877	D	
Common Stock	09/15/2022		M		869	A	\$0	42,746	D	
Common Stock	09/15/2022		M		3,152	A	\$0	45,898	D	
Common Stock	09/15/2022		A		27,534	A	\$0	73,432	D	
Common Stock	09/19/2022		S ⁽¹⁾		2,904	D	\$62.8193 ⁽²⁾	70,528	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	\$0.0	09/15/2022		A		27,534		(3)	09/15/2032	Common Stock	27,534	\$0	27,534	D	
Performance Shares	\$0.0	09/15/2022		M			64	(4)	09/12/2028	Common Stock	64	\$0	0	D	
Performance Shares	(5)	09/15/2022		M		869		(6)	(6)	Common Stock	869	\$0	3,370	D	
Performance Shares	\$0.0	09/15/2022		M		3,152		(7)	(7)	Common Stock	3,152	\$0	14,057	D	

Explanation of Responses:

- Shares sold by Issuer to cover taxes associated with settlement of Restricted Stock Units.
- The sale price reported in column 4 of Table I represents the average sale price of the shares sold ranging from \$62.8181 to \$62.8269 per share. The reporting person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- At the end of Year 1, 50% of the PSU award will be determined based on performance against the FY23 ARR targets. 33% will vest immediately, 33% will vest at end of Year 2, and 33% will vest at end of Year 3. At the end of Year 3, 50% of the PSU award will be determined based on performance against the FY25 ARR targets. 100% will vest immediately.
- On September 12, 2018, the Reporting Person was granted a target of 900 shares covered by restricted stock units with performance- and time-based vesting requirements. On September 6, 2019, the Compensation Committee of the Board of Directors determined that 112.5% of the performance-based conditions were met resulting in an additional 112 shares earned by the Reporting Person. The time-based vesting is: 1/4th on September 15, 2019, and 1/16th of the units vest quarterly thereafter subject to the Reporting Person's continued service to the Issuer
- Each performance stock unit represents a contingent right to receive one share of the Issuer's common stock.
- 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.
- 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 shares 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

Remarks:

By: Winston King, Attorney-in-Fact for Jeffrey Elliott Cooper 09/19/2022

** 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.

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