

**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): December 17, 2024**

**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.)

**970 Park Pl, Suite 200  
San Mateo, CA 94403**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value	GWRE	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

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**Item 8.01 Other Events.**

During the period from December 12, 2024 through December 19, 2024, Guidewire Software, Inc. entered into transactions with certain holders of its outstanding 1.25% Convertible Senior Notes due March 2025 (the "2025 Notes") to retire approximately \$100.0 million aggregate principal amount of the 2025 Notes for aggregate cash consideration of approximately \$153.5 million (the "Partial Retirement"), which includes accrued interest. The Partial Retirement was settled on December 17, 2024 and December 20, 2024. As a result of the Partial Retirement, approximately \$53.2 million related to the amount paid in excess of the aggregate principal amount will be recorded in other income (expense) on the condensed consolidated statement of operations during the second quarter of fiscal year 2025 and excluded from our non-GAAP financial measures.

Following the Partial Retirement, approximately \$179.1 million aggregate principal amount of the 2025 Notes remained outstanding and due in March 2025.

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**SIGNATURE**

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: December 20, 2024

**GUIDEWIRE SOFTWARE, INC.**

By: /s/ JEFF COOPER

Jeff Cooper  
Chief Financial Officer