

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Ryu Marcus</u> (Last) (First) (Middle) GUIDEWIRE SOFTWARE, INC. 1001 E. HILLSDALE BLVD., STE 800 (Street) FOSTER CITY CA 94404 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/05/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/07/2012</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

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	09/05/2012		M		39,218	A	\$0	1,105,281	D	
Common Stock	09/05/2012		F ⁽¹⁾		18,305	D	\$29.35	1,086,976	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	Amount or Number of Shares				
Restricted Stock Units	\$0	09/05/2012		M			39,218	(2)	03/08/2021	Common Stock	39,218	\$0	86,282	D	
Restricted Stock Units	\$0	09/05/2012		A		30,000		(3)	09/05/2022	Common Stock	30,000	\$0	30,000	D	
Stock Option (Right to Buy)	\$32.25	09/05/2012		A		105,000		(4)	09/05/2022	Common Stock	105,000	\$0	105,000	D	

Explanation of Responses:

- Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units.
- The vesting of these Restricted Stock Units is subject to the satisfaction of performance-based conditions, a liquidity event-based condition, and time-based vesting. The performance-based conditions were deemed by the Issuer's Board of Directors to have been satisfied as of September 5, 2012, the liquidity event-based condition was satisfied on July 22, 2012, and the time-based vesting occurs quarterly over four years from March 1, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
- The vesting of these Restricted Stock Units is subject to the satisfaction of time-based vesting and a performance-based condition. The time-based vesting occurs quarterly over four years from September 15, 2012, subject to the Reporting Person's continued service to the Issuer through each such vesting date. The performance-based condition will be satisfied if certain targets determined by the Issuer are met. If the performance-based vesting is achieved, then any Restricted Stock Units that had previously satisfied the time-based vesting shall become fully vested and any Restricted Stock Units that had not previously satisfied the time-based vesting shall become fully vested as such time-based vesting is satisfied.
- The stock option becomes vested and exercisable with respect to 1/48th of the shares each month after the vesting commencement date of September 5, 2012, subject to the Reporting Person's continuous service.

/s/ Richard Kline, Attorney in Fact for Marcus Ryu 01/23/2013

** 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.