
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Guidewire Software, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

36-4468504
(I.R.S. Employer
Identification No.)

2211 Bridgepointe Parkway
San Mateo, CA
(Address of principal executive offices)

94404
(Zip Code)

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

Title of each class
to be so registered
Common Stock, par value \$0.0001 per share

Name of each exchange on which
each class is to be registered
The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **333-176667**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

Guidewire Software, Inc. (the "Registrant") registers hereunder its common stock, par value \$0.0001 per share (the "Common Stock"). A description of the Registrant's Common Stock and a description of the Anti-Takeover Effects of the Registrant's Amended and Restated Certificate of Incorporation and Bylaws are incorporated by reference herein to the information set forth under heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1, as amended (File No. 333-176667) (the "Registration Statement"), initially filed with the Securities and Exchange Commission (the "Commission") on September 2, 2011, under the Securities Act of 1933, as amended (the "Securities Act"). The description of the Common Stock included in any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

