

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>Rosenbaum Michael George</u> <hr/> (Last) (First) (Middle) C/O GUIDEWIRE SOFTWARE, INC. 2850 SOUTH DELAWARE STREET, SUITE 400 <hr/> (Street) SAN MATEO CA 94403 <hr/> (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>12/15/2021</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	12/15/2021		M		4,606	A	\$0	77,745	D	
Common Stock	12/15/2021		M		1,902	A	\$0	79,647	D	
Common Stock	12/15/2021		M		2,556	A	\$0	82,203	D	
Common Stock	12/17/2021		S <sup>(1)</sup>		5,561	D	\$112.9807	76,642	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					
Restricted Stock Unit	\$0.0	12/15/2021		M		4,606	(2)	09/06/2029	Common Stock	4,606	\$0	32,242	D	
Restricted Stock Unit	\$0.0	12/15/2021		M		1,902	(3)	(3)	Common Stock	1,902	\$0	20,922	D	
Performance Shares	\$0.0	12/15/2021		M		2,556	(4)	09/06/2029	Common Stock	2,556	\$0	17,885	D	

**Explanation of Responses:**

- Shares sold by Issuer to cover taxes associated with settlement of Restricted Stock Units.
- The Restricted Stock Units vest as follows: 1/4 of the units vest on September 15, 2020, and an additional 1/16 of the units vest quarterly thereafter, 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.
- On September 6, 2019, the Reporting Person was granted a target of 56,009 shares covered by restricted stock units with performance- and time-based vesting requirements. On September 9, 2020, the Compensation Committee of the Board of Directors determined that 73% of the performance-based conditions were met resulting in a reduction of 15,122 shares earned by the Reporting Person. The time-based vesting is: 1/4th on September 15, 2020, and 1/16th of the units vest quarterly thereafter subject to the Reporting Person's continued service to the Issuer.

**Remarks:**

By: Winston King, Attorney-in-Fact for Michael George 12/17/2021  
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.