

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Roza Scott</u> (Last) (First) (Middle) <u>1001 E. HILLSDALE BLVD., SUITE 800</u> (Street) <u>FOSTER CITY CA 94404</u> (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) <u>SVP, Worldwide Sales</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2014</u>	
	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	12/15/2014		M		9,375	A	\$0.0	10,175	D	
Common Stock	12/15/2014		F ⁽¹⁾		2,564	D	\$47.11	7,611	D	
Common Stock	12/15/2014		M		281	A	\$0.0	7,892	D	
Common Stock	12/15/2014		F ⁽¹⁾		76	D	\$47.11	7,816	D	
Common Stock								500	I	by Spouse

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
Restricted Stock Unit	\$0.0	12/15/2014		M			9,375	(2)	12/05/2023	Common Stock	9,375	\$0.0	28,125	D	
Restricted Stock Unit	\$0.0	12/15/2014		M			281	(3)	09/04/2024	Common Stock	281	\$0.0	8,719	D	

Explanation of Responses:

- Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units.
- The Restricted Stock Units vest as follows: 1/4th of the units vest on the one year anniversary of the vesting commencement date of December 15, 2013 and an additional 1/16th of the units vest quarterly thereafter, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
- The grant consists of two separate issuances of Restricted Stock Units. One issuance consists of 4,500 units vesting as follows: 1/16th of units vest quarterly following September 15, 2014 (the "VCD"), subject to Reporting Person's continued service to Issuer. The second issuance consists of 4,500 units, for which vesting is subject to the satisfaction of both performance-based conditions and time-based criteria. The performance-based conditions will be satisfied if certain financial targets, determined by Issuer, are met over the course of Issuer's 2015 fiscal year. If the performance-based conditions are not met, then no units will vest. If the performance-based conditions are met, then units will vest as the time-based criteria are satisfied: 1/4th of units vest on the one year anniversary of the VCD and an additional 1/16th of units will vest quarterly thereafter, subject to Reporting Person's continued service to Issuer through each such vesting date.

By: Winston King, Attorney in 12/15/2014
Fact For: Scott Roza

** 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.