

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	
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1. Name and Address of Reporting Person* <u>King James Winston</u> (Last) (First) (Middle) 1001 E. HILLSDALE BLVD., SUITE 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) Director 10% Owner Officer (give title below) Other (specify below) X <u>General Counsel and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) 09/13/2016	
		6. Individual or Joint/Group Filing (Check Applicable Line) X 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	09/13/2016		M		104	A	\$45.27	104	D	
Common Stock	09/13/2016		M		42	A	\$46.77	146	D	
Common Stock	09/13/2016		M		192	A	\$36.97	338	D	
Common Stock	09/13/2016		M		226	A	\$36.97	564	D	
Common Stock	09/13/2016		S ⁽¹⁾		564	D	\$61.45	0	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
Incentive Stock Option (right to buy)	\$36.97	09/13/2016		M			226	(2)	03/08/2023	Common Stock	226	\$0.0	1,093	D	
Non-Qualified Stock Option (right to buy)	\$36.97	09/13/2016		M			192	(2)	03/08/2023	Common Stock	192	\$0.0	574	D	
Non-Qualified Stock Option (right to buy)	\$45.27	09/13/2016		M			104	(3)	09/04/2024	Common Stock	104	\$0.0	313	D	
Non-Qualified Stock Option (right to buy)	\$46.77	09/13/2016		M			42	(4)	09/13/2023	Common Stock	42	\$0.0	125	D	
Restricted Stock Unit	\$0.0	09/13/2016		A			7,000	(5)	09/13/2026	Common Stock	7,000	\$0.0	7,000	D	
Restricted Stock Unit	\$0.0	09/13/2016		A			3,500	(6)	09/13/2026	Common Stock	3,500	\$0.0	10,500	D	
Restricted Stock Unit	\$0.0	09/13/2016		A			3,500	(7)	09/13/2026	Common Stock	3,500	\$0.0	14,000	D	

Explanation of Responses:

- Automatic stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 25, 2015.
- When both ISO and NQ Stock Options granted on March 8, 2013 are combined, they vest over four years of continuous service as follows: 25% of the underlying shares vest one year following the vesting commencement date of January 7, 2013 and 1/48th of the shares vesting monthly thereafter.

3. When both ISO and NQ Stock Options granted on September 4, 2014 are combined, they vest over four years as follows: 1/48 of the underlying shares vest monthly following the vesting commencement date of September 4, 2014, subject to the Reporting Person's continuous service.
4. When both ISO and NQ Stock Options granted on September 13, 2013 are combined, they vest over four years of continuous service as follows: 1/48th of the underlying shares vest monthly following the vesting commencement date of September 13, 2013.
5. The Restricted Stock Units vest as follows: 1/16th of the units vest quarterly commencing December 15, 2016, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
6. The vesting of these Restricted Stock Units 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 the Issuer, are met over the course of the Issuer's 2017 fiscal year. If the performance-based conditions for fiscal year 2017 are not met, then none of the shares will vest. If the performance-based conditions for fiscal year 2017 are achieved, as determined by the Issuer, then units will vest as the time-based criteria are satisfied. The time-based vesting criteria are as follows: 1/4th of the units vest on the one year anniversary of the vesting commencement date of September 15, 2016 and an additional 1/16th of the units will vest quarterly thereafter, subject to (1) the previously mentioned fiscal year 2017 performance-based conditions being met, and (2) the Reporting Person's continued service to the Issuer through each such vesting date.
7. Each Performance Restricted Stock Unit ("Performance RSU") represents a contingent right to receive, pursuant to the Issuer's 2011 Stock Plan and Long-Term Incentive Plan, one share of the Issuer's common stock. Between 0% to 200% of the reported target number of Performance RSUs may be earned, based on the Company's total shareholder return percentile ranking relative to the software companies in the S&P Software and Services Select Industry Index for a three-year cumulative performance period commencing August 1, 2016 and ending July 31, 2019 (the "Performance Measurement Period"). All earned Performance RSUs will vest at the end of the Performance Measurement Period, subject to the Reporting Person's continued service to the Issuer through such date.

James Winston King 09/13/2016

** 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.

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