

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1  
REGISTRATION STATEMENT**

*Under  
The Securities Act of 1933*

**Guidewire Software, Inc.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

7372  
(Primary Standard Industrial  
Classification Code Number)  
2211 Bridgepointe Parkway  
San Mateo, CA 94404  
Tel: (650) 357-9100

36-4468504  
(I.R.S. Employer  
Identification Number)

(Address, including zip code, and telephone number,  
including area code, of Registrant's principal executive offices)

Marcus S. Ryu  
President and Chief Executive Officer  
2211 Bridgepointe Parkway  
San Mateo, CA 94404  
Tel: (650) 357-9100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

Craig M. Schmitz  
Richard A. Kline  
Goodwin Procter LLP  
135 Commonwealth Drive  
Menlo Park, CA 94025

Robert F. Donohue  
Vice President and General Counsel  
Guidewire Software, Inc.  
2211 Bridgepointe Parkway  
San Mateo, CA 94404

Jeffrey D. Saper  
Robert G. Day  
Wilson Sonsini Goodrich & Rosati, P.C.  
650 Page Mill Road  
Palo Alto, CA 94304

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-176667

If this Form is a post effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Aggregate Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (2)
Common Stock, \$0.0001 par value	1,552,500	\$13.00	\$20,182,500	\$2,313

- (1) Represents only the additional number of shares being registered and includes 202,500 shares of common stock that may be purchased by the underwriters to cover over-allotments, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-176667).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$103,500,000 on a Registration Statement on Form S-1 (File No. 333-176667), which was declared effective by the Securities and Exchange Commission on January 24, 2012. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$20,182,500 is hereby registered, which includes shares issuable upon the exercise of the underwriters' over-allotment option.

This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Guidewire Software, Inc. is filing this registration statement with the Securities and Exchange Commission, or SEC. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1 (File No. 333-176667), which we originally filed on September 2, 2011, as amended, or the Registration Statement, and which the SEC declared effective on January 24, 2012.

We are filing this registration statement for the sole purpose of increasing by 1,552,500 shares the number of shares of our common stock to be registered for issuance and sale. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Registration Statement. The information set forth in the Registration Statement is incorporated by reference in this filing.

The required opinions and consents are listed on the exhibit index and filed with this filing.



## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1	Opinion of Goodwin Procter LLP.
23.1	Consent of KPMG LLP, independent registered public accounting firm.
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
24.1	Power of Attorney of certain directors of Guidewire Software, Inc. (incorporated by reference to Registration Statement on Form S-1 (File No. 333-176667) filed September 2, 2011, as amended).

January 24, 2012

Guidewire Software, Inc.  
2211 Bridgepointe Parkway  
San Mateo, CA 94404

Re: **Securities Registered under Registration Statement on Form S-1 (File No. 333-176667) and Registration Statement filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Securities Act")**

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-1 (File No. 333-176667) (as amended or supplemented, the "Earlier Registration Statement") and the Registration Statement filed pursuant to Rule 462(b) of the Securities Act, relating to such Earlier Registration Statement (the "462(b) Registration Statement" and together with the Earlier Registration Statement, the "Registration Statement"), of Guidewire Software, Inc., a Delaware corporation (the "Company") relating to the public offering of up to 1,552,500 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), all of which will be newly issued and sold by the Company, including Shares purchasable by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to an underwriting agreement among the Company and such underwriters (the "Underwriting Agreement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions expressed below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion expressed below is limited to the Delaware General Corporation Law (which includes reported judicial decisions interpreting the Delaware General Corporation Law).

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the 462(b) Registration Statement.

In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Guidewire Software, Inc.:

We consent to the use of our report dated October 27, 2011, included herein and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

Santa Clara, California  
January 24, 2012