

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 5, 2013

Guidewire Software, Inc.

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction of
incorporation)**

001-35394
**(Commission File
Number)**

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

1001 East Hillsdale Blvd., Suite 800
Foster City, CA 94404
(Address of principal executive offices, including zip code)

(650) 357-9100
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Andrew Brown to the Board of Directors.

On December 5, 2013, Guidewire Software, Inc. (the “Company”) appointed Andrew Brown as a Class III director of the Board of Directors of the Company (the “Board”). For his services as a director of the Company, Mr. Brown will be compensated consistent with the Company’s current non-employee director compensation policy. While Mr. Brown has not yet joined any committees of the Board, the Board is assessing the appointment of Mr. Brown to the same.

The Company also entered into a standard form of indemnification agreement with Mr. Brown (the “Indemnification Agreement”). The Indemnification Agreement provides, among other things, that the Company will indemnify Mr. Brown, under the circumstances and to the extent provided therein, for certain expenses which he may be required to pay in connection with certain claims to which he may be made a party by reason of his position as a director of the Company, and otherwise to the fullest extent permitted under Delaware law, the Company’s certificate of incorporation and the Company’s bylaws.

The Company’s standard form of indemnification agreement was previously filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1/A (No. 333-176667), as filed on October 28, 2011, and is incorporated herein by reference.

There are no arrangements or understandings between Mr. Brown and any other persons pursuant to which he was elected as a director of the Company. There are no family relationships between Mr. Brown and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer. There are no related person transactions (within the meaning of Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission) between Mr. Brown and the Company.

On December 9, 2013, the Company issued a press release regarding the appointment of Mr. Brown. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
10.1	Form of Indemnification Agreement, previously filed as Exhibit 10.1 to the Company's Registration Statement on Form S-1/A (No. 333-176667), as filed on October 28, 2011, and incorporated herein by reference
99.1	Press release dated December 9, 2013, titled “Andy Brown Named to Guidewire Software Board of Directors”

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 9, 2013

GUIDEWIRE SOFTWARE, INC.

By: /s/ Marcus S. Ryu
 Marcus S. Ryu
 Chief Executive Officer

EXHIBIT INDEX

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ANDY BROWN NAMED TO GUIDEWIRE SOFTWARE BOARD OF DIRECTORS

FOSTER CITY, Calif., December 9, 2013 - Guidewire Software, Inc. (NYSE: GWRE) a provider of software products to Property/Casualty insurers, today announced that Andrew W. F. Brown ("Andy") has been elected as a Director to Guidewire Software's Board.

"We are pleased to welcome Andy Brown to our [Board of Directors](#)," said Marcus Ryu, chief executive officer, Guidewire Software. "His exceptional experience as a senior technology executive at major financial institutions and board director and advisor to technology companies will advance our development of transformative software products for the P/C industry."

"I am honored to be joining Guidewire's board after the team delivered such outstanding full year results," said Andy Brown. "I look forward to contributing my experience and knowledge to the next chapters of Guidewire's growth as we look to leverage and further innovate our platform."

Currently CEO of Street Scale IT Group, a company providing IT services associated with datacenters and cloud hosting to the financial sector and other regulated industries, Andy Brown brings extensive technology infrastructure and architecture experience to Guidewire's board. Past positions include roles as Group Chief Technology Officer of UBS, head of strategy, architecture and optimization at Bank of America Merrill Lynch, and CTO of Infrastructure at Credit Suisse. Andy also spent a decade at Merrill Lynch, in various roles including Chief Technology Architect, CIO of Direct Markets, head of networks, market data and email. Andy also holds a chairman role with SnoopWall and serves as a director at IT resources service management provider Moogsoft. Until recently he was a director at ServiceMesh which sold to CSC in November 2013. Andy was also a founder of Desktone, which sold to VMware also in November 2013.

About Guidewire Software

Guidewire builds software products that help Property/Casualty insurers replace their legacy core systems and transform their business. Designed to be flexible and scalable, Guidewire products enable insurers to deliver excellent service, increase market share and lower operating costs. Guidewire InsuranceSuite™ provides the core systems used by insurers as operational systems of record. Additional products provide support for data management, business intelligence, anytime/anywhere access, and guidance and monitoring. More than 150 General (Property/Casualty) insurers around the world have selected Guidewire. For more information, please visit www.guidewire.com. Follow us on twitter: [@Guidewire_PandC](#).

Contact:

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NOTE: Guidewire, Guidewire Software, Guidewire ClaimCenter, Guidewire PolicyCenter, Guidewire BillingCenter, Guidewire InsuranceSuite, Guidewire DataHub, Guidewire InfoCenter, Guidewire Live, Live Inside, Before & After, Claim Canvas, Viewpoint, Guidewire PartnerConnect, Guidewire SolutionConnect, Deliver Insurance Your Way, and the Guidewire logo are trademarks, service marks, or registered trademarks of Guidewire Software, Inc. in the United States and/or other countries.