

Ryu Marcus  
 Form 4  
 September 19, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Ryu Marcus

2. Issuer Name and Ticker or Trading Symbol  
 Guidewire Software, Inc. [GWRE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 GUIDEWIRE SOFTWARE,  
 INC., 1001 E. HILLSDALE BLVD.,  
 STE 800

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/15/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

(Street)  
 FOSTER CITY, CA 94404

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/15/2012		M		70,551	A	\$ 0
Common Stock	09/15/2012		F <sup>(1)</sup>		32,930	D	\$ 30.63
Common Stock	09/19/2012		S <sup>(2)</sup>		75,000	D	\$ 31.1286

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)



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(1) Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units.

(2) Automatic sale pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on April 13, 2012.

The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting.

(3) The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from December 15, 2010, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

The vesting of these Restricted Stock Units is subject to the satisfaction of performance-based conditions, a liquidity event-based

(4) condition and time-based vesting. The performance-based conditions were satisfied on or before the Issuer's Initial Public Offering, the liquidity event-based condition was satisfied on July 22, 2012, and the time-based vesting occurs quarterly over four years from March 15, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

The vesting of these Restricted Stock Units is subject to the satisfaction of performance-based conditions, a liquidity event-based condition, and time-based vesting. The performance-based conditions were deemed by the Issuer's Board of Directors to have been

(5) satisfied as of September 5, 2012, the liquidity event-based condition was satisfied on July 22, 2012, and the time-based vesting occurs quarterly over four years from March 15, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

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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