Guidewire Software, Inc. Form 4

August 07, 2014

FORM 4

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

Check this box if no longer subject to Section 16.

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

1(b).

Form 4 or

obligations

Form 5

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)

(Last)

1. Name and Address of Reporting Person * Ryu Marcus

(First) (Middle)

1001 E. HILLSDALE BLVD., SUITE 800

(Street)

2. Issuer Name and Ticker or Trading

Symbol

Guidewire Software, Inc. [GWRE]

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

08/05/2014

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X Director 10% Owner X_ Officer (give title Other (specify below)

CEO and President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

FOSTER CITY, CA 94404

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit onor Dispos (Instr. 3,	sed of		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	(D)	Price \$	(msu. 5 und 1)		
Common Stock	08/05/2014		S <u>(1)</u>	29,900	D	40.3305 (2)	113,736	D	
Common Stock	08/05/2014		S <u>(1)</u>	100	D	\$ 40.9	113,636	D	
Common Stock	08/05/2014		M(3)	2,813	A	\$ 8.65	116,449	D	
Common Stock	08/05/2014		M(3)	258	A	\$ 32.25	116,707	D	
Common Stock	08/05/2014		M(3)	1,929	A	\$ 32.25	118,636	D	

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Common Stock S(3) 5,000 D 40.1043 113,636 D

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

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SEC 1474

(9-02)

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. Transactio Code (Instr. 8)	5. Number omf 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Incentive Stock Option (right to buy)	\$ 32.25	08/05/2014		M(3)	258	<u>(5)</u>	09/05/2022	Common Stock	258
Non-Qualified Stock Option (right to buy)	\$ 8.65	08/05/2014		M(3)	2,813	<u>(6)</u>	09/14/2021	Common Stock	2,81
Non-Qualified Stock Option (right to buy)	\$ 32.25	08/05/2014		M(3)	1,929	<u>(5)</u>	09/05/2022	Common Stock	1,92

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Ryu Marcus							
1001 E. HILLSDALE BLVD., SUITE 800	X		CEO and President				
FOSTER CITY, CA 94404							

Signatures

By: Winston King, Attorney in Fact For: Marcus S. Ryu 08/07/2014

Reporting Owners 2

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Automatic sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 5, 2014.
- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$39.89 to \$40.80 per (2) share. The Reporting Person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full
- (2) share. The Reporting Person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (3) Automatic stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 5, 2014.
- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$39.68 to \$40.22 per (4) share. The Reporting Person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- When both ISO and NQ Stock Options granted on September 5, 2012 are combined, they vest over four years of continuous service as (5) follows: 1/48 of the underlying shares vest monthly following the vesting commencement date of September 5, 2012, subject to the Reporting Person's continuous service.
- (6) This Stock Option vests as follows: 50% of the shares vest on September 14, 2013 and the remaining 50% vests monthly over the next two years, as long as the Reporting Person provides continuous service as the Issuer's chief executive officer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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