Guidewire Software, Inc. Form 4 October 23, 2013

### FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or
Form 5
obligations
may continue.

See Instruction

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

1(b).

Stock

(Print or Type Responses)

5. Relationship of Reporting Person(s) to 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading Naddaff Alexander C Issuer Symbol Guidewire Software, Inc. [GWRE] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) Director 10% Owner Other (specify \_X\_\_ Officer (give title 1001 E. HILLSDALE BLVD., 10/21/2013 below) SUITE 800 VP, Professional Services (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting FOSTER CITY, CA 94404 Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqui	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. Securities Acquired (A) ctionor Disposed of (D) (Instr. 3, 4 and 5) 8)  (A) or			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)
Common Stock	10/21/2013		Code V M(1)	Amount 1,042	(D)	Price \$ 7.5	2,583	D	
Common Stock	10/21/2013		S <u>(1)</u>	1,094	D	\$ 48.8914 (2)	1,489	D	
Common Stock	10/21/2013		M(1)	258	A	\$ 32.25	1,747	D	
Common Stock	10/21/2013		M(1)	116	A	\$ 32.25	1,863	D	
Common	10/21/2013		S <sup>(1)</sup>	322	D	\$	1,541	D	

49.4003

**OMB APPROVAL** 

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(3)

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

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(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 on 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	10/21/2013		M(1)	258	<u>(4)</u>	09/05/2022	Common Stock	258
Non-Qualified Stock Option (right to buy)	\$ 7.5	10/21/2013		M(1)	1,042	<u>(5)</u>	07/21/2021	Common Stock	1,04
Non-Qualified Stock Option (right to buy)	\$ 32.25	10/21/2013		M <u>(1)</u>	116	<u>(4)</u>	09/05/2022	Common Stock	116

## **Reporting Owners**

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
Naddaff Alexander C 1001 E. HILLSDALE BLVD., SUITE 800 FOSTER CITY, CA 94404			VP, Professional Services		
0:					

## Signatures

By: Winston King, Attorney in Fact For: Alexander C. 10/23/2013 Naddaff

> \*\*Signature of Reporting Person Date

2 Reporting Owners

### **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 stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 10, 2013.
- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$48.21 to \$49.19 per (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.
- The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$49.22 to \$49.51 per (3) 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 (4) 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.
- When both ISO and NQ Stock Options granted on July 21, 2011 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 July 21, 2011.

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.