

Guidewire Software, Inc.
Form 4
June 16, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Poelle Michael

(Last) (First) (Middle)

1001 E. HILLSDALE BLVD.,
SUITE 800

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Delivery Officer

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/15/2015 | | M | | 7,500 | A | \$ 0 |
| Common Stock | 06/15/2015 | | F ⁽¹⁾ | | 2,613 | D | \$ 50.67 |
| Common Stock | 06/15/2015 | | M | | 72 | A | \$ 36.54 |
| Common Stock | 06/15/2015 | | S ⁽²⁾ | | 72 | D | \$ 50.6327 |
| Common Stock | 06/15/2015 | | M | | 137 | A | \$ 36.54 |

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| | | | | | | | | | |
|--------|------------|--|------------------|-----|---|-----|---------|-------|---|
| Common | 06/15/2015 | | S ⁽²⁾ | 137 | D | \$ | 50.6327 | 4,887 | D |
| Stock | | | | | | (3) | | | |

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. Transaction Code (Instr. 8) | 5. Number of 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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Incentive Stock Option (right to buy) | \$ 36.54 | 06/15/2015 | | M | 137 | (4) 06/04/2024 | Common Stock | 137 | |
| Non-Qualified Stock Option (right to buy) | \$ 36.54 | 06/15/2015 | | M | 72 | (4) 06/04/2024 | Common Stock | 72 | |
| Restricted Stock Unit | \$ 0 | 06/15/2015 | | M | 7,500 | (5) 06/04/2024 | Common Stock | 7,500 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Polelle Michael
1001 E. HILLSDALE BLVD., SUITE 800
FOSTER CITY, CA 94404

Chief Delivery Officer

Signatures

By: Winston King Attorney in Fact For: Michael Polelle

06/16/2015

 **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) Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units.
- (2) Automatic stock option exercise and same-day sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 9, 2015.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$50.45 to \$50.83 per 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 June 4, 2014 are combined, they vest over four years of continuous service as follows:
- (4) 1/4th of the underlying shares vest on the one year anniversary of the vesting commencement date of April 14, 2014 and an additional 1/48th of the underlying shares vest monthly thereafter.

- The Restricted Stock Units vest as follows: 1/4th of the units vest on the one year anniversary of the vesting commencement date of June 15, 2014 and an additional 1/16th of the units vest quarterly thereafter, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
- (5)

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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