

Guidewire Software, Inc.

Form 4

December 09, 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  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

WEATHERFORD CLIFTON  
THOMAS

(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)

12/05/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director☐ Officer (give title  
below)☐ 10% Owner☐ Other (specify  
below)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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/05/2013                              |                                                             | A <sup>(1)</sup>                        | 1,638 A \$ 0                                                               | 59,222                                                                                                             | D                                                                    |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code | 5. Number<br>of Derivative<br>Securities<br>(Instr. 8) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|---------------------------|--------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 45.8                                                               | 12/05/2013                              |                                                             | A                         | 4,308                                                  | <u>(2)</u> 12/05/2023                                          | Common<br>Stock 4,30                                             |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships                    |
|-------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                           | Director 10% Owner Officer Other |
| WEATHERFORD CLIFTON THOMAS<br>1001 E. HILLSDALE BLVD., SUITE 800<br>FOSTER CITY, CA 94404 | X                                |

## Signatures

By: Winston King, Attorney in Fact For: Clifton Thomas  
Weatherford 12/09/2013

                    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).

Exempt grant of restricted stock units (RSUs). These RSUs vest over 12 months of continuous service as follows: 1/12th of the underlying shares vest monthly following the vesting commencement date of December 5, 2013. However, if the Reporting Person's term of board service ends at the next annual meeting of stockholders and the Reporting Person does not stand for reelection but remains in service through such annual meeting of stockholders, then the Reporting Person shall vest in all underlying shares at the time of the next annual shareholder meeting if such meeting occurs before December 5, 2014.

These stock options vest over 12 months of continuous service as follows: 1/12th of the underlying options vest monthly following the vesting commencement date of December 5, 2013. However, if the Reporting Person's term of board service ends at the next annual meeting of stockholders and the Reporting Person does not stand for reelection but remains in service through such annual meeting of stockholders, then the Reporting Person shall vest in all underlying options at the time of the next annual shareholder meeting if such meeting occurs before December 5, 2014.

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.