Guidewire Software, Inc. Form 4 September 08, 2014

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

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

Estimated average burden hours per response... 0.5

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OMB APPROVAL

3235-0287

January 31,

2005

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

King James Winston

2. Issuer Name and Ticker or Trading Symbol

Guidewire Software, Inc. [GWRE]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 09/04/2014

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

1001 E. HILLSDALE BLVD., SUITE 800

VP, General Counsel

4. If Amendment, Date Original

Filed(Month/Day/Year)

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)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Underlying Securitie Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	•			
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Incentive Stock Option (right to buy)	\$ 45.27	09/04/2014		A	2,188	<u>(1)</u>	09/04/2024	Common Stock	2,18
Non-Qualified Stock Option (right to buy)	\$ 45.27	09/04/2014		A	2,812	<u>(1)</u>	09/04/2024	Common Stock	2,81
Restricted Stock Unit	\$ 0	09/04/2014		A	180	(2)	09/13/2023	Common Stock	180
Restricted Stock Unit	\$ 0	09/04/2014		A	5,000	(3)	09/04/2024	Common Stock	5,00
Restricted Stock Unit	\$ 0	09/04/2014		A	5,000	<u>(4)</u>	09/04/2024	Common Stock	5,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

VP, General Counsel

King James Winston

1001 E. HILLSDALE BLVD., SUITE 800

FOSTER CITY, CA 94404

Signatures

James Winston
King

**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).
- When both ISO and NQ Stock Options granted on September 4, 2014 are combined, they vest over four years of continuous service as (1) follows: 1/48 of the underlying shares vest monthly following the vesting commencement date of September 4, 2014, subject to the Reporting Person's continuous service.
- (2) 1/4th of the total grant of these Restricted Stock Units will vest on September 15, 2014, as the performance-based condition was exceeded and the time-based criteria was met on that date. The performance-based condition was contingent on meeting certain financial targets for the Issuer's fiscal year 2014, which the Issuer's Board of Directors has deemed to be satisfied in excess of the target. With the performance-based condition exceeded, the remaining units will vest on the following time-based criteria: 1/16th of the units vest

Reporting Owners 2

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quarterly starting on December 15, 2014, subject to the Reporting Person's continued service to the Issuer through each such vesting date, until all the units have vested.

- (3) The Restricted Stock Units vest as follows: 1/16th of the units vest quarterly following the vesting commencement date of September 15, 2014, 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 both performance-based conditions and time-based criteria. The performance-based conditions will be satisfied if certain financial targets, determined by the Issuer, are met over the course of the Issuer's 2015 fiscal year. If the performance-based conditions for fiscal year 2015 are not met, then none of the shares will vest. If the
- (4) performance-based conditions for fiscal year 2015 are achieved, as determined by the Issuer, then units will vest as the time-based criteria are satisfied. The time-based vesting criteria are as follows: 1/4th of the units vest on the one year anniversary of the vesting commencement date of September 15, 2014 and an additional 1/16th of the units will vest quarterly thereafter, subject to (1) the previously mentioned fiscal year 2015 performance-based conditions being met, and (2) 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. 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.