

Ryu Marcus
Form 4/A
January 29, 2013

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 *
Ryu Marcus

(Last) (First) (Middle)

GUIDEWIRE SOFTWARE,
INC., 1001 E. HILLSDALE BLVD.,
STE 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)
09/05/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
09/07/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/05/2012 | | M | | 39,218 | A | \$ 0 |
| Common Stock | 09/05/2012 | | F(1) | | 18,305 | D | \$ 29.35 |
| | | | | | 1,105,281 | D | |
| | | | | | 1,086,976 | D | |

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. 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Units | \$ 0 | 09/05/2012 | | M | | (2) 03/08/2021 | Common Stock 39,218 |
| Restricted Stock Units | \$ 0 | 09/05/2012 | | A | 30,000 | (3) 09/05/2022 | Common Stock 30,000 |
| Stock Option (Right to Buy) | \$ 32.25 | 09/05/2012 | | A | 105,000 | (4) 09/05/2022 | Common Stock 105,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ryu Marcus GUIDEWIRE SOFTWARE, INC. 1001 E. HILLSDALE BLVD., STE 800 FOSTER CITY, CA 94404 | X | | Chief Executive Officer | |

Signatures

/s/ Richard Kline, Attorney in Fact for
Marcus Ryu

01/23/2013

**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).

(1) Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units.

The vesting of these Restricted Stock Units is subject to the satisfaction of performance-based conditions, a liquidity event-based condition, and time-based vesting. The performance-based conditions were deemed by the Issuer's Board of Directors to have been

(2) satisfied as of September 5, 2012, the liquidity event-based condition was satisfied on July 22, 2012, and the time-based vesting occurs quarterly over four years from March 1, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

(3) The vesting of these Restricted Stock Units is subject to the satisfaction of time-based vesting and a performance-based condition. The time-based vesting occurs quarterly over four years from September 15, 2012, subject to the Reporting Person's continued service to the Issuer through each such vesting date. The performance-based condition will be satisfied if certain targets determined by the Issuer are

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met. If the performance-based vesting is achieved, then any Restricted Stock Units that had previously satisfied the time-based vesting shall become fully vested and any Restricted Stock Units that had not previously satisfied the time-based vesting shall become fully vested as such time-based vesting is satisfied.

- (4) The stock option becomes vested and exercisable with respect to 1/48th of the shares each month after the vesting commencement date of September 5, 2012, subject to the Reporting Person's continuous service.

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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