

Hung Priscilla
Form 3
September 07, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Hung Priscilla
(Last) (First) (Middle)

GUIDEWIRE SOFTWARE,
INC.,Â 1001 E. HILLSDALE
BLVD.

(Street)

FOSTER CITY,Â CAÂ 94404

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
09/05/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
See Remarks

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

22,764

D Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â <u>(1)</u>	08/15/2017	Common Stock	47,800	\$ 2.74	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	12/02/2018	Common Stock	40,000	\$ 3.73	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	04/07/2020	Common Stock	25,000	\$ 4.5	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	07/20/2021	Common Stock	30,000	\$ 7.5	D	Â
Restricted Stock Units	Â <u>(5)</u>	12/07/2020	Common Stock	37,500	\$ 0	D	Â
Restricted Stock Units	Â <u>(6)</u>	03/08/2021	Common Stock	17,188	\$ 0	D	Â
Restricted Stock Units	Â <u>(7)</u>	07/20/2021	Common Stock	24,375	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hung Priscilla GUIDEWIRE SOFTWARE, INC. 1001 E. HILLSDALE BLVD. FOSTER CITY, CA 94404	Â	Â	Â See Remarks	Â

Signatures

/s/ Richard Kline, Attorney in Fact for Priscilla Hung

09/06/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This stock option is fully vested and exercisable.
- (2) This stock option vests and becomes exercisable with respect to 1/48th of the shares each month after the vesting commencement date of December 2, 2008.
- (3) This stock option vests and becomes exercisable with respect to 1/48th of the shares each month after the vesting commencement date of April 8, 2010.
- (4) This stock option vests and becomes exercisable with respect to 1/48th of the shares each month after the vesting commencement date of July 21, 2011.
- (5) The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting. The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from

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December 15, 2010, 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 a liquidity event-based condition and time-based vesting.

- (6) The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from March 15, 2011, 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 a liquidity event-based condition and time-based vesting.

- (7) The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from September 15, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

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Remarks:

SVP,Â OperationsÂ andÂ CorporateÂ Development

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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