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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 27, 2026

Guidewire Software, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-35394**	**36-4468504**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

970 Park Pl, Suite 200
San Mateo, CA 94403
(Address of principal executive offices, including zip code)

(650) 357-9100
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, $0.0001 par value	GWRE	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 1.01 Entry into a Material Definitive Agreement.

Acquisition Agreement

On October 27, 2026, Guidewire Software, Inc. (the "Company") entered into an agreement for the sale and purchase of Hyperexponential Ltd ("hyperexponential") with the shareholders of hyperexponential (the "Acquisition Agreement"), pursuant to which the Company agreed to acquire all of the issued share capital of hyperexponential (the "Acquisition") for a base purchase price of $1.7 billion in cash, subject to adjustments, including for working capital, cash, indebtedness, and certain retention amounts. In addition, the Company agreed to pay up to $400.0 million in additional contingent consideration based on the achievement of specified recurring revenue targets following the closing of the Acquisition. The Acquisition is expected to close in the second quarter of the Company's fiscal year 2027, and is not subject to any conditions to closing.

The above description of the terms of the Acquisition and the Acquisition Agreement is a summary and is not complete. A copy of the Acquisition Agreement will be filed with the Company's Quarterly Report on Form 10-Q for the quarterly period ending October 31, 2026, and the above summary is qualified by reference to the terms of the Acquisition Agreement.

Debt Financing Commitments

In connection with the Acquisition, the Company entered into a commitment letter (the "Debt Commitment Letter") with Bank of America, N.A. ("Bank of America"), Citibank, N.A. ("Citi" and, together with Bank of America, the "Commitment Parties") and BofA Securities, Inc. on October 27, 2026, pursuant to which the Commitment Parties have committed to provide a senior secured incremental term loan A facility in an aggregate principal amount of $1.0 billion (the "Acquisition Financing Facility"), to be established as a new class of incremental term loans under the Credit Agreement, dated as of December 2, 2024 (the "Existing Credit Agreement"), with the lenders party thereto, including Bank of America, N.A., as the administrative agent, pursuant to an incremental amendment thereto (such amendment, the "Incremental Amendment"). The Acquisition Financing Facility will accrue interest based on a pricing grid under which pricing is set based on the Company's consolidated leverage ratio. The applicable interest rate will be either the term secured overnight financing rate plus a margin ranging from 1.00% to 2.00% linked to consolidated leverage ratio of less than 0.75 to 1.00 to consolidated leverage ratio in excess of 3.00 to 1.00 (with five pricing increments), or a base rate plus a margin ranging from 0.00% to 1.00% (with the same leverage range and pricing increments). The Acquisition Financing Facility will have a maturity date of December 2, 2029, and will be subject to quarterly amortization in an amount equal to 5.0% per annum of the initial principal amount thereof, commencing with the fifth full fiscal quarter ending after the closing of the Acquisition. The Debt Commitment Letter provides that the Acquisition Financing Facility will be subject to representations and warranties, affirmative covenants, negative covenants, financial covenants, and events of default consistent with the Existing Credit Agreement.

The commitments under the Debt Commitment Letter are subject to customary limited conditions, and the effectiveness of the Incremental Amendment and the funding of the Acquisition Financing Facility are expected to occur on the closing date of the Acquisition. The proceeds of the Acquisition Financing Facility, together with cash on hand, will be used to pay a portion of the cash consideration payable at the closing of the Acquisition and to pay fees, costs and expenses related to the proposed transactions. The Company may pursue alternative transactions to fund all or a portion of the proposed Acquisition. The consummation of the Acquisition is not conditioned upon receipt of the proceeds from the Acquisition Financing Facility or any replacement financing.

The above description of the terms of the Debt Commitment Letter is a summary and is not complete. A copy of the Debt Commitment Letter will be filed with the Company's Quarterly Report on Form 10-Q for the quarterly period ending October 31, 2026, and the above summary is qualified by reference to the terms of the Debt Commitment Letter.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The disclosure set forth in Item 1.01 of this Current Report on Form 8-K regarding the Company's entry into the Debt Commitment Letter is incorporated by reference into this Item 2.03.

Item 7.01 Regulation FD Disclosure.

On October 27, 2026, the Company issued a press release announcing entry into the Acquisition Agreement. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

On October 27, 2026, the Company issued an investor deck announcing entry into the Acquisition Agreement and certain updates relating to the expected impact of the Acquisition. A copy of the investor deck is being furnished as Exhibit 99.2 to this Current Report on Form 8-K.

The Company expects the Acquisition to have no impact on the Company's first quarter of fiscal year 2027 guidance previously issued on September 3, 2026. The Company will provide guidance for the second quarter of fiscal year 2027 and update full year fiscal 2027 guidance on its next earnings call in December 2026.

The information in this Item 7.01 and Exhibits 99.1 and 99.2 attached hereto is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including, but not limited to, express or implied statements regarding the proposed transaction, the Acquisition Agreement, the expected timing of the closing of the proposed transaction, the ability of the parties to complete the proposed transaction, the expected benefits of the proposed transaction, the funding of the Acquisition, the expected impact of the Acquisition on the Company's prior guidance and projections, and any assumptions underlying any of the foregoing. Any forward-looking statements contained in this Current Report on Form 8-K are based upon the Company's historical performance and its current plans, estimates and expectations, and are not a representation that such plans, estimates or expectations will be achieved. These forward-looking statements represent the Company's expectations as of the date of this Current Report on Form 8-K, and involve risks, uncertainties, and assumptions. Actual results may differ materially from those anticipated in the forward-looking statements as a result of numerous factors, many of which are beyond the control of the Company, including the risk that the proposed transaction may not be completed in a timely manner or at all; the potential failure to receive, on a timely basis or otherwise, the required funding for the proposed transaction; that the proposed transaction may involve unexpected costs, liabilities, or delays; the effect of the announcement, pendency or completion of the proposed transaction on each of the Company's or hyperexponential's ability to attract, motivate, retain and hire key personnel and maintain relationships with customers, distributors, suppliers, and others with whom the Company or hyperexponential does business, or on the Company's or hyperexponential's operating results and business generally; that the proposed transaction may divert management's attention from each of the Company's and hyperexponential's ongoing business operations; the risk that restrictions during the pendency of the proposed transaction may impact the Company or hyperexponential's ability to pursue certain business opportunities or strategic transactions; the risk of any legal proceedings related to the proposed transaction or otherwise; the risk that the anticipated benefits of the proposed transaction may not be fully realized or may take longer to realize than expected; legislative, regulatory, economic, competitive and technological changes; the effect of the announcement, pendency, or completion of the proposed transaction on the market price of the common stock of the Company; and the risks and uncertainties disclosed in the Company's reports filed from time to time with the Securities and Exchange Commission, including its most recent Form 10-K and any subsequent filings on Forms 10-K, 10-Q, or 8-K, available at www.sec.gov. The Company does not intend to update any forward-looking statement contained in this Current Report on Form 8-K to reflect events or circumstances arising after the date hereof.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibits
99.1	Press release dated October 27, 2026
99.2	Investor deck dated October 27, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 27, 2026

GUIDEWIRE SOFTWARE, INC.

By: /s/ JEFF COOPER
Jeff Cooper
Chief Financial Officer

Exhibit 99.1

Guidewire Signs Definitive Agreement to Acquire hyperexponential

Acquisition positions Guidewire to lead the transformation to agentic underwriting, setting a new standard where AI agents assess, price, and make decisions alongside underwriters and actuaries across commercial and specialty lines

LAS VEGAS – CONNECTIONS CONFERENCE – Oct. 27, 2026 – Guidewire (NYSE: GWRE) announced today that it entered into a definitive agreement to acquire Hyperexponential Ltd ("hyperexponential" or "hx") for a base purchase price of $1.7 billion in cash, subject to adjustments, and up to an additional $400 million in contingent consideration based on achievement of specified recurring revenue targets. hyperexponential is a London-based agentic platform provider of AI-native underwriting and pricing software for commercial lines P&C insurers. hyperexponential is an existing Guidewire PartnerConnect Technology Alliance Partner. hyperexponential brings established trust and scale in underwriting, having powered underwriting decisions across more than $75 billion in annual commercial P&C premium for leading global insurers, reinsurers, and managing general agents (MGAs). The acquisition is expected to accelerate ARR and revenue growth while remaining consistent with Guidewire's long-term margin targets.

The acquisition strengthens Guidewire's leadership in P&C technology and sets up the company to define agentic underwriting, a new approach in which AI agents work alongside underwriters and actuaries to assess risk, price it, and make decisions, from the most complex specialty risks to high-volume commercial business. Insurers will be able to respond to more submissions, faster, with pricing and risk decisions that consistently reflect their best underwriting judgment. This will enable insurers to write more profitable business, grow into new lines with confidence, and free underwriting teams to focus on the risks where their expertise matters most.

"We're delighted to welcome Amrit Santhirasenan and the team at hyperexponential to Guidewire. There isn't another company in the world whose passion for insurance, technical ambition, and vision for the potential of AI in insurance align so closely with our own," said Mike Rosenbaum, chief executive officer, Guidewire. "Insurance is a distinctly complex industry, where the quality of risk decisions has an immense impact on business outcomes. Guidewire and hyperexponential are uniquely positioned to deliver industry-specific AI solutions that will transform commercial underwriting. Together we will bring greater and more scalable intelligence to the insurance decisions that will help underwrite the risks of tomorrow."

"We founded hyperexponential on the conviction that underwriting judgment is the highest-leverage work insurers do," said Amrit Santhirasenan, CEO and co-founder, hyperexponential. "Guidewire is the most trusted name in P&C insurance technology, with deep expertise in managing and safeguarding the policy and risk information insurers rely on throughout the insurance lifecycle. Together, we'll bring insight from submission to bind and from the individual risk to the entire portfolio. With hx and Guidewire, insurers will be able to respond to submissions faster and, more importantly, improve loss ratios and allocate capital more effectively."

Underwriting speed and accuracy remain vital to pricing risk appropriately and maintaining portfolio resilience as P&C insurers face changing environmental, market, and regulatory conditions. AI-driven reductions in time-to-quote, among other factors, are having a significant effect on P&C insurer revenue, according to the Celent report "AI Trends Across the Insurance Value Chain: P&C Edition - North America." Celent notes that "...one industry consulting firm working with US and UK commercial P&C insurers found AI can improve underwriting efficiency significantly in complex lines and reduce loss ratios by percentage points by making use of previously unstructured data like telematics, satellite imagery, and loss history."

hyperexponential has established a leading position in AI-native underwriting and pricing, with a particularly strong presence among commercial and specialty insurers in the United Kingdom. The transaction is expected to contribute at least 650 basis points to Guidewire's fiscal year 2027 ARR growth on an inorganic basis and then, starting in fiscal year 2028, at least 150 basis points to Guidewire's durable organic ARR growth, further strengthening the company's long-term growth profile.

Transaction Details

Guidewire expects to fund the transaction through $1.0 billion in new term loan financing and existing cash on hand. Guidewire has secured a binding debt commitment for the loan from Bank of America, N.A. and Citibank, N.A. The acquisition is expected to close in the second quarter of Guidewire's fiscal year 2027. This acquisition is expected to have no impact on Guidewire's first quarter of fiscal year 2027 guidance previously issued on September 3, 2026. Guidewire will provide guidance for the second quarter of fiscal year 2027 and update full year fiscal 2027 guidance on its next earnings call in December 2026.

Advisors

Centerview Partners is serving as exclusive financial advisor to Guidewire, and Latham & Watkins LLP is serving as legal counsel to Guidewire.

J.P. Morgan is serving as exclusive financial advisor to hyperexponential, and Wilson Sonsini Goodrich & Rosati (UK) LLP is serving as legal counsel to hyperexponential.

Conference Call and Webcast Information

Guidewire will host a business update call today, October 27, 2026, at 8:30 a.m. EDT (5:30 a.m. PDT) to discuss the proposed acquisition of hyperexponential. The call is scheduled to last approximately 30 minutes. A live webcast of the call will be available on the Investor Relations section of Guidewire's website at ir.guidewire.com and at https://edge.media-server.com/mmc/p/vhegseej. Analysts and investors who wish to participate in the live Q&A session by telephone must register in advance at https://register-conf.media-server.com/register/BIc8924c2bb06b4042a034ea7da33d306d. Upon registering, participants will receive dial-in information and a unique PIN, along with an email confirmation. Participants may then join by dialing the number provided or by selecting the "Call Me" option, which delivers an immediate callback from a U.S. number. A replay of the webcast will be available on Guidewire's Investor Relations website shortly after the call concludes.

Participants are encouraged to register at least 10 minutes before the call. A supplemental presentation accompanying the discussion is available with this press release and on the Investor Relations section of Guidewire's website at ir.guidewire.com.

About Guidewire Software

Guidewire is the platform P&C insurers trust to engage, innovate, and grow efficiently. More than 570 insurers in 44 countries, from new ventures to the largest and most complex in the world, rely on Guidewire products. With core systems leveraging data and analytics, digital, and artificial intelligence, Guidewire defines cloud platform excellence for P&C insurers.

We are proud of our unparalleled implementation record, with 1,700+ successful projects supported by the industry's largest R&D team and consulting partner ecosystem. Our marketplace represents the largest partner community in P&C, where customers can access hundreds of applications to accelerate integration, localization, and innovation.

For more information, please visit www.guidewire.com and follow us on X and LinkedIn.

About hyperexponential

hyperexponential is the agentic platform for commercial P&C insurance underwriting. The platform amplifies underwriting judgment across submission triage, risk assessment, pricing, rating, and portfolio steering, helping carriers write more business at a better loss ratio. hx is trusted by leading global insurers for underwriting decisions across more than $75 billion in annual commercial P&C premium. Customers include Aviva, Allianz, Sompo, Beazley, Markel, HDI, Cincinnati Financial, Convex, and Bowhead. Learn more at hyperexponential.com.

Forward-Looking Statements

This press release includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, statements regarding the proposed transaction, the definitive agreement, the expected timing of the closing of the proposed transaction, the ability of the parties to complete the proposed transaction, the expected benefits of the proposed transaction, the expected funding of the proposed transaction, the expected impact to Guidewire's revenue for the first quarter of fiscal year 2027 and ARR growth for fiscal year 2027 and 2028, and any assumptions underlying any of the foregoing. Words such as "expect," "anticipate," "should," "believe," "hope," "target," "project," "goals," "estimate," "potential," "predict," "may," "will," "might," "could," "intend," variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Forward-looking statements represent Guidewire's current expectations regarding future events and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those implied by the forward-looking statements. Among those risks and uncertainties are the risk that the proposed transaction may not be completed in a timely manner or at all; the potential failure to receive, on a timely basis or otherwise, the required funding for the proposed transaction; the potential failure to consummate the transaction; that the proposed transaction may involve unexpected costs, liabilities, or delays; and risks relating to Guidewire's business, including those described in Guidewire's most recent Forms 10-K and 10-Q filed with the Securities and Exchange Commission (the "SEC") as well as other documents that may be filed by Guidewire from time to time with the SEC. Guidewire may not consummate the proposed transaction described in this press release and, if the proposed transaction is consummated, cannot provide any assurances regarding the final terms of the transaction or the expected benefits of the proposed transaction. The forward-looking statements included in this press release speak only as of the date of this press release, and Guidewire does not undertake to update the statements included in this press release for subsequent developments, except as may be required by law.

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Exhibit 99.2

GUIDEWIRE + hyperexponential

Guidewire announces agreement to acquire hyperexponential

October 27, 2026

Safe Harbor

This presentation includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, statements regarding the proposed transaction with hyperexponential (the “proposed transaction”), the expected timing of the closing of the proposed transaction, the ability of the parties to complete the proposed transaction, the expected benefits of the proposed transaction, the expected impact to Guidewire’s ARR growth for fiscal year 2027, and any assumptions underlying any of the foregoing.

Words such as “expect,” “anticipate,” “should,” “believe,” “hope,” “target,” “project,” “goals,” “estimate,” “potential,” “predict,” “may,” “will,” “might,” “could,” “intend,” variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Forward-looking statements represent Guidewire’s current expectations regarding future events and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those implied by the forward-looking statements. Among those risks and uncertainties are the risk that the proposed transaction may not be completed in a timely manner or at all; the potential failure to receive, on a timely basis or otherwise, the required funding for the proposed transaction; the potential failure to consummate the proposed transaction; that the proposed transaction may involve unexpected costs, liabilities, or delays; and risks relating to Guidewire’s business, including those described in Guidewire’s most recent Forms 10-K and 10-Q filed with the Securities and Exchange Commission (the “SEC”) as well as other documents that may be filed by Guidewire from time to time with the SEC.

Guidewire may not consummate the proposed transaction described in this presentation and, if the proposed transaction is consummated, cannot provide any assurances regarding the expected benefits of the transaction. The forward-looking statements included in this presentation speak only as of the date of this presentation, and Guidewire does not undertake to update the statements included in this presentation for subsequent developments, except as may be required by law.

Guidewire + hyperexponential

WHO IS HX

hyperexponential (hx) is an agentic pricing and underwriting platform for commercial and specialty insurance. Insurers, reinsurers, and MGAs, from Lloyd's to US commercial lines, use hx to build pricing models, assess complex risk, and optimize their portfolios.

WHY IT MATTERS

This combination will accelerate the insurance industry's transformation to Agentic Underwriting by delivering the agentic technology platform to support every commercial line segment and risk.

Guidewire brings System of record and transaction backbone		hx brings Decision infrastructure for underwriting work
Policy administration		**Underwriting workflows**
Billing and claims systems	+	**Pricing and rating engine**
Pricing and rating solutions		**Underwriting decisioning**
Insurance data and workflow infrastructure		**hyperoperator and agentic automation**
Scaled P&C customer base		**Expanded portfolio and European and London Market reach**

Better together

Complementary strengths across commercial risk

Combining Guidewire's core systems and customer reach with hx's pricing and underwriting expertise creates a complete insurance life cycle for commercial lines insurance.

Select the right risks | **Steer the portfolio** | **Price with precision** | **Act at scale with confidence**

Agentic Underwriting creates a large growth opportunity for Guidewire

INSURANCE IMPERATIVE	GUIDEWIRE GROWTH DRIVER	ADDRESSABLE MARKET SIZE
Legacy tech decay & Security Consumer expectations Tech driven business agility	Core system sales (Claims, Policy, Billing, Pricing/Rating, Underwriting, Data & Analytics)	~$30B 1% of DWP
Indemnity control Consumer experience expectations Operating efficiency	Agentic Claims Agentic systems & traditional ML applied to Claims workflows	~$30B 1% of DWP
Underwriting profitability Operating efficiency Competitiveness	Agentic Underwriting Agentic systems & traditional ML applied to Underwriting workflows	~$30B 1% of DWP

Guidewire + hx will transform commercial lines underwriting

MARKET SHIFT

Commercial lines underwriting will transform with AI

AI improves industry ROE through three levers

- Better understanding of pricing and risk
- Less friction in distribution
- Improved rate adequacy and portfolio analytics

VALUE CREATION

Agentic underwriting creates value across multiple layers

From submission to bound policy

- Risk Selection and Pricing
- Submission ingestion
- Triage and prioritization
- Underwriting efficiency
- Portfolio intelligence & profitability

COMPETITIVE POSITION

Guidewire + hyperexponential is best positioned to win

Complementary strengths, one platform

- Full coverage across underwriting, rating and policy admin
- Covers commercial insurers needs worldwide
- Adds world-class team of ~300

Transaction overview: hyperexponential acquisition

Transaction details

- Cash consideration of **~$1.7B**, inclusive of employee retention pool, plus a contingent earnout of **up to $400M** payable based on post-close performance
- Initial financing of **$1.0B Term Loan A**; remainder funded with cash on balance sheet
- Term Loan A structure provides flexibility and Guidewire will evaluate the optimal long-term capital structure options

Anticipated closing

- Closing expected in Q2 FY27 (Guidewire fiscal quarter ending January 31, 2027)
- Closing is not subject to financing condition

Expected financial impact

- Adds 650+ bps to expected FY27 ARR growth (inorganic)
- Supports acceleration of organic ARR growth rate by at least 150 bps after FY27
- No impact to Q1 guidance; FY27 guidance will be updated on the Q1 earnings call