

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Guidewire Software, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

36-4468504

(I.R.S. Employer Identification No.)

**970 Park Pl, Suite 200
San Mateo, CA 94403
(650) 357-9100**

(Address, including zip code and telephone number, of Principal Executive Offices)

GUIDEWIRE SOFTWARE, INC. AMENDED AND RESTATED 2020 STOCK PLAN

(Full title of the plan)

**Mike Rosenbaum
Chief Executive Officer
Guidewire Software, Inc.
970 Park Pl, Suite 200
San Mateo, CA 94403**

(Name and address of agent for service)

(650) 357-9100

(Telephone number, including area code, of agent for service)

Copies to:

**Richard A. Kline
Sarah Axtell
Latham & Watkins LLP
140 Scott Drive
Menlo Park, CA 94025
Telephone: (650) 328-4600**

**Winston King
Chief Administrative Officer, General Counsel and Secretary
Guidewire Software, Inc.
970 Park Pl, Suite 200
San Mateo, CA 94403
Telephone: (650) 357-9100**

Large accelerated filer
Non-accelerated filer

Accelerated filer
 Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the "Registration Statement") is being filed for the purpose of registering an additional 3,800,000 shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Guidewire Software, Inc. (the "Company" or the "Registrant"), which may be issued pursuant to awards under the Company's Amended and Restated 2020 Stock Plan (the "Plan"), the addition of which was approved by the Company's stockholders at the Company's annual meeting of stockholders held on December 19, 2023. The Company previously filed with the Securities and Exchange Commission (the "Commission") on March 7, 2023 a registration statement on Form S-8 ([SEC File No. 333-270321](#)) (the "Prior Registration Statement") registering shares of Common Stock under the Plan. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement to the extent not replaced hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant are hereby incorporated by reference into this Registration Statement:

- A. The Registrant's [Annual Report on Form 10-K](#) for the year ended July 31, 2023, filed with the Commission on September 18, 2023;
- B. All other reports of the Registrant filed with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and
- C. The description of the Registrant's Common Stock, contained in Exhibit 4.5 to the Registrant's Annual Report on Form 10-K for the year ended July 31, 2023, filed with the Commission on September 18, 2023, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the Registration Statement which indicates that all of the shares of Common Stock registered hereunder have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document or Current Report on Form 8-K furnished under Items 2.02 or 7.01, and exhibits furnished on such form that relate to such items, that is not deemed filed under such provisions. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information furnished under current Items 2.02 or 7.01 of any Current Report on Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the "DGCL") authorizes a corporation to indemnify its directors and officers against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact that they have served or are currently serving as a director or officer to a corporation. The indemnity may cover expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding. Section 145 of the DGCL permits corporations to pay expenses (including attorneys' fees) incurred by directors and officers in advance of the final disposition of such action, suit or proceeding. In addition, Section 145 provides that a corporation has the power to purchase and maintain insurance on behalf of its directors and officers against any liability asserted against them and incurred by them in their capacity as a director or officer, or arising out of their status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under Section 145 of the DGCL.

The Registrant has adopted provisions in the Registrant's certificate of incorporation and bylaws that limit or eliminate the personal liability of the Registrant's directors and officers to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended. Consequently, a director or officer will not be personally liable to the Registrant or its stockholders for monetary damages or breach of fiduciary duty as a director or officer, except for liability in limited circumstances.

These limitations of liability do not alter director or officer liability under the federal securities laws and do not affect the availability of equitable remedies such as an injunction or rescission.

In addition, the Registrant's certificate of incorporation and bylaws provide that:

- the Registrant will indemnify its directors and officers and, in the discretion of its board of directors, certain employees and agents to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended; and
- the Registrant will advance reasonable expenses, including attorneys' fees, to its directors and officers, and in the discretion of its board of directors, to certain employees and agents, in connection with legal proceedings relating to their service for or on behalf of the Registrant, subject to limited exceptions.

The Registrant has entered into indemnification agreements with each of its directors and officers. These agreements provide that the Registrant will indemnify each of its directors, officers and, at times, their affiliates, to the fullest extent permitted by the DGCL.

The Registrant also maintains general liability insurance which covers certain liabilities of its directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act of 1933, as amended.

Item 8. Exhibits.

Exhibit Number	Description	<u>Incorporated by Reference</u>				
		<u>Form</u>	<u>Exhibit</u>	<u>Date Filed</u>	<u>File Number</u>	<u>Filed Herewith</u>
3.1	Amended and Restated Certificate of Incorporation	8-K	3.1	December 21, 2022	001-35394	
3.2	Amended and Restated Bylaws	8-K	3.2	December 21, 2022	001-35394	
4.1	Form of Common Stock Certificate of the Registrant	S-1/A	4.1	January 9, 2012	333-176667	
5.1	Opinion of Latham & Watkins LLP					X
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1)					X
23.2	Consent of KPMG LLP, independent registered public accounting firm					X
24.1	Power of Attorney (included on the signature page of this S-8)					X
99.1	Amended and Restated 2020 Stock Plan and forms of agreement thereunder	10-Q	10.1	March 7, 2024	001-35394	
99.2	Form of Restricted Stock Unit Award Agreement for Company Employees under the Guidewire Software, Inc. Amended and Restated 2020 Stock Plan	10-K	10.9	September 18, 2023	001-35394	
99.3	Form of Global Restricted Stock Unit Award Agreement for Company Employees under the Guidewire Software, Inc. Amended and Restated 2020 Stock Plan	10-K	10.10	September 18, 2023	001-35394	
99.4	Form of Stock Option Agreement under the Guidewire Software, Inc. Amended and Restated 2020 Stock Plan	10-K	10.11	September 18, 2023	001-35394	
99.5	Form of Global Stock Option Agreement under the Guidewire Software, Inc. Amended and Restated 2020 Stock Plan	10-K	10.12	September 18, 2023	001-35394	
99.6	Form of Restricted Stock Award Agreement under the Guidewire Software, Inc. Amended and Restated 2020 Stock Plan	10-K	10.13	September 18, 2023	001-35394	
99.7	Form of Performance-Based Restricted Stock Award Agreement under the Guidewire Software, Inc. Amended and Restated 2020 Stock Plan	10-K	10.14	September 18, 2023	001-35394	
107.1	Filing Fee Table					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Mateo, State of California, on this 8th day of March, 2024.

GUIDEWIRE SOFTWARE, INC.

By: /s/ MIKE ROSENBAUM
Mike Rosenbaum
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Guidewire Software, Inc., hereby severally constitute and appoint Mike Rosenbaum, Jeff Cooper, and Winston King, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign for us and in our names in the capacities indicated below any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ MIKE ROSENBAUM</u> Mike Rosenbaum	Chief Executive Officer and Director (Principal Executive Officer)	March 8, 2024
<u>/s/ JEFF COOPER</u> Jeff Cooper	Chief Financial Officer (Principal Financial and Accounting Officer)	March 8, 2024
<u>/s/ DAVID S. BAUER</u> David S. Bauer	Director	March 8, 2024
<u>/s/ MARGARET DILLON</u> Margaret Dillon	Director	March 8, 2024
<u>/s/ MICHAEL KELLER</u> Michael Keller	Director	March 8, 2024
<u>/s/ PAUL LAVIN</u> Paul Lavin	Director	March 8, 2024
<u>/s/ CATHERINE P. LEGO</u> Catherine P. Lego	Director	March 8, 2024
<u>/s/ RAJANI RAMANATHAN</u> Rajani Ramanathan	Director	March 8, 2024
<u>/s/ MARCUS S. RYU</u> Marcus S. Ryu	Director (Chairman of the Board)	March 8, 2024

CALCULATION OF FILING FEE TABLES

Form S-8
(Form Type)**Guidewire Software, Inc.**
(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)		Proposed Maximum Offering Price Per Unit		Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	3,800,000	(2)	\$118.23	(3)	\$449,274,000	\$147.60 per \$1,000,000	\$66,312.84
	Total Offering Amounts						\$449,274,000		\$66,312.84
	Total Fee Offsets								\$— (4)
	Net Fee Due								\$66,312.84

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall also cover any additional shares of common stock, par value \$0.0001 per share (the “Common Stock”), of Guidewire Software, Inc. (the “Registrant”) that become issuable pursuant to the Guidewire Software, Inc. Amended and Restated 2020 Stock Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of Common Stock.
- (2) Represents the additional shares of Common Stock available for future issuance under the Plan resulting from an amendment and restated adopted by the Registrant’s stockholders as of December 19, 2023.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act on the basis of \$118.23 per share, which represents the average of the high and low prices of the Registrant’s Common Stock as reported on the New York Stock Exchange on March 4, 2024.
- (4) The Registrant does not have any fee offsets.

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LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Silicon Valley
Hong Kong	Singapore
Houston	Tel Aviv
London	Tokyo
Los Angeles	Washington, D.C.
Madrid	

March 8, 2024

Guidewire Software, Inc.
970 Park Pl., Suite 200
San Mateo, California 94403

Re: Registration Statement on Form S-8; 3,800,000 shares of Common Stock of
Guidewire Software, Inc., par value \$0.0001 per share

To the addressee set forth above:

We have acted as special counsel to Guidewire Software, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of an aggregate of 3,800,000 shares of the Company’s common stock, par value \$0.0001 per share (the “*Shares*”), issuable under the Company’s Amended and Restated 2020 Stock Plan (the “*Plan*”).

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on March 8, 2024 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectuses, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, or certificates representing the

LATHAM & WATKINS^{LLP}

Shares have been manually signed by an authorized officer of the transfer agent and registrar therefor, and have been issued by the Company for legal consideration (not less than par value) in the circumstances contemplated by the Plan, assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP



KPMG LLP
Mission Towers I
Suite 600
3975 Freedom Circle Drive
Santa Clara, CA 95054

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated September 18, 2023, with respect to the consolidated financial statements of Guidewire Software, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

KPMG LLP

Santa Clara, California
March 8, 2024

