

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Cooper Jeffrey Elliott</u> <hr/> (Last) (First) (Middle) C/O GUIDEWIRE SOFTWARE, INC. 970 PARK PL, SUITE 200 <hr/> (Street) SAN MATEO CA 94403 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Guidewire Software, Inc. [ GWRE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chief Financial Officer</b></p>
3. Date of Earliest Transaction (Month/Day/Year) 03/12/2024		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date of Original Filed (Month/Day/Year) 03/12/2024		
Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/12/2024		J <sup>(1)</sup>		42 <sup>(2)</sup>	D	\$0	72,344	D	
Common Stock	03/19/2024		J <sup>(1)</sup>		261	D	\$0	72,083	D	
Common Stock	03/19/2024		S <sup>(3)</sup>		2,434	D	\$111.7456 <sup>(4)</sup>	69,649	D	
Common Stock	03/20/2024		J <sup>(1)</sup>		432	D	\$0	69,217	D	
Common Stock	03/20/2024		S <sup>(5)</sup>		2,056	D	\$112.51	67,161	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Shares transferred as part of a divorce property settlement.
2. On March 12, 2024, the Reporting Person filed a Form 4 reporting that 735 shares were transferred on March 12, 2024. On March 21, 2024, the broker informed the Reporting Person that, in fact, due to a system glitch, the transfer was inadvertently made over a period of three days, as reported in this amendment.
3. Shares sold by Issuer to cover taxes associated with settlement of Restricted Stock Units.
4. The sale price reported in column 4 of Table I represents the average sale price of the shares sold ranging from \$111.7440 to \$111.7464 per share. The Reporting Person will provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
5. Automatic sale pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person on October 12, 2023.

**Remarks:**

By: Winston King, Attorney-in-Fact For: Jeffrey Elliott 03/21/2024  
Cooper

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.