SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* Hung Priscilla	2. Issuer Name **and** Ticker or Trading Symbol Guidewire Software, Inc. [GWRE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O GUIDEWIRE SOFTWARE, INC. 2850 SOUTH DELAWARE STREET, SUITE 400	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2023	Director 10% Owner X Officer (give title below) Other (specify below) President & COO
(Street) SAN MATEO CA 94403	4. If Amendment, Date of 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
(City) (State) (Zip)		

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	03/15/2023		M		342	A	$0	58,257	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	Title	Amount or Number of Shares				
Performance Shares	$0.0	03/15/2023		M			342	(1)	09/06/2029	Common Stock	342	$0	684	D	

Explanation of Responses:

1. On September 6, 2019, the Reporting Person was granted a target of 7,500 shares covered by restricted stock units with performance- and time-based vesting requirements. On September 9, 2020, the Compensation Committee of the Board of Directors determined that 73% of the performance-based conditions were met resulting in a reduction of 2,025 shares earned by the Reporting Person. The time-based vesting is: 1/4th vest on September 15, 2020, and 1/16th of the units vest quarterly thereafter, subject to the Reporting Person's continued service to the Issuer.

Remarks:

By: Winston King, Attorney-in-Fact for Priscilla Hung   03/15/2023

** Signature of Reporting Person   Date