
**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): January 9, 2018

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

Delaware
(State or other jurisdiction of
incorporation)

001-35394
(Commission
File Number)

36-4468504
(I.R.S. Employer
Identification No.)

1001 East Hillsdale Blvd., Suite 800
Foster City, CA 94404
(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))

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 9, 2018, Guidewire Software, Inc. (the “Company”) announced that Richard Hart, the Company’s Chief Financial Officer, will transition to a new role of Chief Strategy Officer, on or about March 6, 2018.

Curtis Smith, age 52, will succeed Mr. Hart as the Company’s new Chief Financial Officer on or about March 6, 2018. From 2014 to 2018, Mr. Smith served as Chief Financial Officer at Infusion Software, Inc., a cloud-based sales and marketing automation company. From 2010 to 2013, Mr. Smith served as Chief Financial Officer at Keynote Systems, Inc., a publicly traded cloud-based digital performance management software company. Prior to that, Mr. Smith held leadership positions at investment banks focused on the software industry, including Credit Suisse First Boston Technology Group. Mr. Smith holds an M.B.A. degree from University of Southern California and a B.A. from Brigham Young University.

There are no arrangements or understandings between Mr. Smith and any other persons pursuant to which he was appointed as the Chief Financial Officer of the Company. There are no family relationships between Mr. Smith and any director, executive officer or any person nominated or chosen by the Company to become a director or executive officer. No information is required to be disclosed with respect to Mr. Smith pursuant to Item 404(a) of Regulation S-K.

The Company will also enter into its standard form of Executive Agreement and standard form of Indemnification Agreement with Mr. Smith. The employment arrangement with Mr. Smith provides for, among other things, (i) a base salary of \$350,000 with a target bonus of \$210,000, and (ii) a grant of time-based vesting restricted stock units valued at \$1.7 million.

A copy of the press release announcing the Chief Financial Officer transition is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
10.1*	Form of Indemnification Agreement between the Company and each of its directors and executive officers.
10.2+	Form of Executive Agreement.
99.1	Press release dated January 9, 2018.
*	Incorporated by reference from Exhibit 10.1 to Form S-1/A dated October 28, 2011.
+	Incorporated by reference from Exhibit 10.6 to Form 10-K dated September 17, 2014.

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: January 9, 2018

GUIDEWIRE SOFTWARE, INC.

By: /s/ Richard Hart

Richard Hart
Chief Financial Officer

GUIDEWIRE SOFTWARE ANNOUNCES CFO TRANSITION

Richard Hart to transition to Chief Strategy Officer; Curtis Smith to become Chief Financial Officer effective in early March 2018

FOSTER CITY, Calif., January 9, 2018 – Guidewire Software, Inc. (NYSE: GWRE), a provider of software products to Property & Casualty insurers, today announced a management transition in its finance and business development leadership. The Company’s previously announced guidance, which it provided when it announced financial results on November 29, 2017, remains unchanged.

Guidewire announced that Richard Hart, its Chief Financial Officer, will transition to a new role of Chief Strategy Officer, on or about March 6, 2018. In this capacity, Mr. Hart will report to Marcus Ryu and will take a leadership role focusing on Guidewire’s strategic growth initiatives.

“Richard’s leadership of the finance and investor relations functions have been invaluable to Guidewire,” said Mr. Ryu, “and I am grateful to have him transition into an executive role that will leverage his expertise as an advisor to software companies with the deep understanding of our business developed over three years as our CFO. Significant capital investment is accelerating the pace of technology-driven change in the global P&C insurance industry, and Guidewire has more strategic opportunities and competitive challenges than ever before. Richard’s new role will focus on ensuring we make the right strategic choices and afford him the greater flexibility he needs to fulfill his personal obligations.”

Succeeding Mr. Hart will be Curtis Smith, who has been an active software finance professional for twenty years, the last seven as Chief Financial Officer for Keynote Systems, Inc. and Infusion Software, Inc., two cloud-based software companies, and, prior to that, as a finance and strategic advisor to the software industry.

“I am also pleased to welcome Curtis to Guidewire,” said Mr. Ryu. “In addition to his expertise as a former technology banker and operational CFO, Curtis will bring highly relevant experience to bear in continuing our transition to a cloud-based business.” Mr. Smith will begin his employment on February 1st and assume the role of CFO on or about March 6th, following the filing of Guidewire’s quarterly report on Form 10-Q for the quarter ending January 31, 2018.

About Guidewire Software

Guidewire delivers the software that Property and Casualty (P&C) insurers need to adapt and succeed in a time of rapid industry change. We combine three elements — core operations, data and analytics, and digital engagement — into a technology platform that enhances insurers’ ability to engage and empower their customers and employees. More than 300 P&C insurers around the world have selected Guidewire. For more information, please visit <http://www.guidewire.com/>. Follow us on twitter: [@Guidewire_PandC](https://twitter.com/Guidewire_PandC).

Cautionary Language Concerning Forward-Looking Statements

This press release 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, statements regarding Guidewire’s financial outlook and second quarter revenue performance, the performance of its leadership team, sales trends and opportunities, and timing of financial results. These forward-looking statements are made as of the date they were first issued and were based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. 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 are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond Guidewire’s control. Guidewire’s actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to, risks detailed in Guidewire’s most recent Forms 10-K and 10-Q filed with the Securities and Exchange Commission as well as other documents that may be filed by Guidewire from time to time with the Securities and Exchange Commission. In particular, the following factors, among others, could cause results to differ materially from those expressed or implied by such forward-looking statements: the market for Guidewire’s software may develop more slowly than expected or than it has in the past; quarterly and annual operating results may fluctuate more than expected; seasonal and other variations related to Guidewire’s revenue recognition may cause significant fluctuations in its results of operations and cash flows; Guidewire’s reliance on sales to and renewals from a relatively small number of large customers for a substantial portion of its revenues; Guidewire’s services revenues produce lower gross margins than its license and maintenance revenues; assertions by third parties that Guidewire violates their intellectual property rights could substantially harm Guidewire’s business; Guidewire faces intense competition in its market; weakened global economic conditions may adversely affect the P&C insurance industry including the rate of information technology spending; Guidewire’s product development and sales cycles are lengthy; the risk of losing key employees; changes in foreign exchange rates; general political or destabilizing events, including war, conflict or acts of terrorism; and other risks and uncertainties. Past performance is not necessarily indicative of future results. The forward-looking statements included in this press release represent Guidewire’s views as of the date of this press release. The management of the company anticipates that subsequent events and developments will cause its views to change. Guidewire undertakes no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. These forward-looking statements should not be relied upon as representing Guidewire’s views as of any date subsequent to the date of this press release.

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