

| OMB APPROVAL | |
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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

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

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>Cooper Jeffrey Elliott</u> (Last) (First) (Middle) C/O GUIDEWIRE SOFTWARE, INC. 2850 SOUTH DELAWARE STREET, SUITE 400 (Street) SAN MATEO CA 94403 (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) <u>Chief Financial Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2022</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/15/2022 | | M | | 63 | A | \$0 | 44,198 ⁽¹⁾ | D | |
| Common Stock | 06/17/2022 | | S ⁽²⁾ | | 1,253 | D | \$72.1806 | 42,945 | 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 |
| Performance Shares | \$0.0 | 06/15/2022 | | M | | | 63 | (3) | 09/12/2028 | Common Stock | 63 | \$0 | 64 | D | |

Explanation of Responses:

- The reported transaction involves the acquisition of vested performance shares. The Reporting Person previously reported certain prior awards of restricted stock units in Table II of Form 4. The total reported in Column 5 includes (i) 63 shares from performance shares that vested on 6/15/2022, and (ii) 21,053 restricted stock units previously reported in Table II.
- Shares sold by Issuer to cover taxes associated with settlement of restricted stock units.
- On September 12, 2018, the Reporting Person was granted a target of 900 shares covered by restricted stock units with performance- and time-based vesting requirements. On September 6, 2019, the Compensation Committee of the Board of Directors determined that 112.5% of the performance-based conditions were met resulting in an additional 112 shares earned by the Reporting Person. The time-based vesting is: 1/4th on September 15, 2019, 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 Jeffrey Elliott Cooper 06/17/2022

** 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.