

OMB APPROVAL	
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**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>King James Winston</u>			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 _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Admin Officer, Gen Couns</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O GUIDEWIRE SOFTWARE, INC. 2850 SOUTH DELAWARE STREET, SUITE 400			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	SAN MATEO CA 94403							
(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	12/15/2021		M		273	A	\$0	18,328	D	
Common Stock	12/15/2021		M		192	A	\$0	18,520	D	
Common Stock	12/15/2021		M		406	A	\$0	18,926	D	
Common Stock	12/15/2021		M		326	A	\$0	19,252	D	
Common Stock	12/15/2021		M		437	A	\$0	19,689	D	
Common Stock	12/15/2021		M		562	A	\$0	20,251	D	
Common Stock	12/17/2021		S <sup>(1)</sup>		1,376	D	\$112.9807	18,875	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		Date Exercisable	Expiration Date						Title
Performance Shares	\$0.0	12/15/2021		M		273	(2)	09/12/2028	Common Stock	273	\$0	825	D	
Performance Shares	\$0.0	12/15/2021		M		192	(3)	09/06/2029	Common Stock	192	\$0	1,339	D	
Restricted Stock Unit	\$0.0	12/15/2021		M		406	(4)	09/12/2028	Common Stock	406	\$0	1,219	D	
Restricted Stock Unit	\$0.0	12/15/2021		M		326	(5)	06/12/2029	Common Stock	326	\$0	1,953	D	
Restricted Stock Unit	\$0.0	12/15/2021		M		437	(6)	09/06/2029	Common Stock	437	\$0	3,063	D	
Restricted Stock Unit	\$0.0	12/15/2021		M		562	(7)	09/09/2030	Common Stock	562	\$0	6,188	D	

**Explanation of Responses:**

- 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 3,900 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 491 shares earned by the Reporting Person. The time-based vesting is: 1/4th on September 15, 2019, and 1/16th quarterly thereafter, subject to the reporting person's continued service to the Issuer.
- On September 6, 2019, the Reporting Person was granted a target of 4,200 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 1,134 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.
- The Restricted Stock Units vests as follows: 1/16th of the units vest quarterly commencing December 15, 2018, subject to the Reporting Person's continued service to the Issuer.
- The Restricted Stock Units vest as follows: 1/16th of the units vest quarterly commencing September 15, 2019, subject to the Reporting Person's continued service to the Issuer.
- The Restricted Stock Units vests as follows: 1/16th of the units vest quarterly commencing December 15, 2019, subject to the Reporting Person's continued service to the Issuer.
- The Restricted Stock Units vest as follows: 1/16th of the units vest quarterly commencing December 15, 2020, subject to the Reporting Person's continued service to the Issuer.

**Remarks:**

/s/ James Winston King

12/17/2021

\*\* Signature of Reporting Person

Date

\* 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.

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