

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Rosenbaum Michael George</u> (Last) (First) (Middle) 2850 SOUTH DELAWARE ST., 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2021	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/15/2021		M		9,064	A	\$0.0	29,316	D	
Common Stock	03/16/2021		S ⁽¹⁾		3,116	D	\$106.4312	26,200	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					
Performance Shares	\$0.0	03/15/2021		M		2,556	(2)	09/06/2029	Common Stock	2,556	\$0.0	78,015 ⁽³⁾	D	
Restricted Stock Unit	\$0.0	03/15/2021		M		4,606	(2)	09/06/2029	Common Stock	4,606	\$0.0	46,060 ⁽⁴⁾	D	
Restricted Stock Unit	⁽⁵⁾	03/15/2021		M		1,902	(6)	⁽⁵⁾	Common Stock	1,902	\$0.0	26,628 ⁽⁴⁾	D	

Explanation of Responses:

- Shares sold by Issuer to cover taxes associated with settlement of Restricted Stock Units.
- The grant consists of three separate issuances of RSUs. The first is 73,696 units vesting as follows: 1/4th of the units vest on September 15, 2020, and 1/16th of the units vest quarterly thereafter. The vesting schedule in the preceding sentence corrects a clerical error in prior forms. The second is 40,887 units, for which vesting was subject to the satisfaction of both performance-based conditions and time-based criteria. Attainment of performance-based conditions was determined by the Issuer based on results for FYE July 31, 2020, and the time-based vesting criteria are as follows: 1/4th of the units vested on September 15, 2020 and an additional 1/16th of the units will vest quarterly thereafter. The third consists of units for which vesting will be determined based on the Issuer's total shareholder return percentile ranking relative to a set peer group, over a three year period ending on July 31, 2022.
- The number of shares reported in Column 9 of Table II represents the 2019 Performance Stock Unit ("PSU") and the Total Shareholder Return ("TSR") grants less the number of PSU shares vested as of this Transaction Date.
- This number has been amended to fix a clerical error on the prior form.
- Each Restricted Stock Unit represents the contingent right to receive, at settlement, one share of the Issuer's common stock.
- 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 through each such vesting date.

By: Winston King, Attorney in Fact For: Michael George 03/17/2021
Rosenbaum

** 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.