

Hung Priscilla
 Form 3
 September 07, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Hung Priscilla</p> <p>(Last) (First) (Middle)</p> <p>GUIDEWIRE SOFTWARE, INC.,Â 1001 E. HILLSDALE BLVD.</p> <p>(Street)</p> <p>FOSTER CITY,Â CAÂ 94404</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/05/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Guidewire Software, Inc. [GWRE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>See Remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 22,764 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (right to buy) | Â (1) | 08/15/2017 | Common Stock | 47,800 | \$ 2.74 | D | Â |
| Stock Option (right to buy) | Â (2) | 12/02/2018 | Common Stock | 40,000 | \$ 3.73 | D | Â |
| Stock Option (right to buy) | Â (3) | 04/07/2020 | Common Stock | 25,000 | \$ 4.5 | D | Â |
| Stock Option (right to buy) | Â (4) | 07/20/2021 | Common Stock | 30,000 | \$ 7.5 | D | Â |
| Restricted Stock Units | Â (5) | 12/07/2020 | Common Stock | 37,500 | \$ 0 | D | Â |
| Restricted Stock Units | Â (6) | 03/08/2021 | Common Stock | 17,188 | \$ 0 | D | Â |
| Restricted Stock Units | Â (7) | 07/20/2021 | Common Stock | 24,375 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hung Priscilla GUIDEWIRE SOFTWARE, INC. 1001 E. HILLSDALE BLVD. FOSTER CITY, CA 94404 | Â | Â | Â See Remarks | Â |

Signatures

/s/ Richard Kline, Attorney in Fact for Priscilla Hung

09/06/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) This stock option is fully vested and exercisable.
 - (2) This stock option vests and becomes exercisable with respect to 1/48th of the shares each month after the vesting commencement date of December 2, 2008.
 - (3) This stock option vests and becomes exercisable with respect to 1/48th of the shares each month after the vesting commencement date of April 8, 2010.
 - (4) This stock option vests and becomes exercisable with respect to 1/48th of the shares each month after the vesting commencement date of July 21, 2011.
 - (5) The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting. The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from

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December 15, 2010, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting.

- (6) The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from March 15, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

The vesting of these Restricted Stock Units is subject to the satisfaction of both a liquidity event-based condition and time-based vesting.

- (7) The liquidity event-based condition was satisfied on July 22, 2012 and the time-based vesting occurs quarterly over four years from September 15, 2011, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

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Remarks:

SVP,Â OperationsÂ andÂ CorporateÂ Development

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.