

Ryu Marcus
Form 4
April 02, 2019

FORM 4

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

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

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ryu Marcus

(Last) (First) (Middle)

1001 E. HILLSDALE BLVD.,
SUITE 800

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Guidewire Software, Inc. [GWRE]

3. Date of Earliest Transaction
(Month/Day/Year)

04/01/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CEO and President

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person

☐ Form filed by More than One Reporting
Person

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)
Common Stock	04/01/2019		S ⁽¹⁾	7,689 D	\$ 97.7088 (2)	3,814	D
Common Stock	04/01/2019		S ⁽¹⁾	1,410 D	\$ 98.4122 (3)	2,404	D
Common Stock	04/01/2019		M	5,872 A	\$ 32.25	8,276	D
Common Stock	04/01/2019		S ⁽⁴⁾	4,872 D	\$ 97.62 (5)	3,404	D
	04/01/2019		S ⁽⁴⁾	1,000 D		2,404	D

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Common Stock						\$ 98.383 (6)		
Common Stock	04/01/2019	M	2,080	A		\$ 48.06	4,484	D
Common Stock	04/01/2019	S ⁽⁴⁾	1,630	D		\$ 97.8155 (7)	2,854	D
Common Stock	04/01/2019	S ⁽⁴⁾	450	D		\$ 98.5173 (8)	2,404	D
Common Stock	04/01/2019	M	1,378	A		\$ 32.25	3,782	D
Common Stock	04/01/2019	S ⁽⁴⁾	1,118	D		\$ 97.7971 (9)	2,664	D
Common Stock	04/01/2019	S ⁽⁴⁾	260	D		\$ 98.4481 (10)	2,404	D

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

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SEC 1474
(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 32.25	04/01/2019		M	1,378	<u>(11)</u>	09/05/2022	Common Stock	1,378
Incentive Stock Option (right to buy)	\$ 48.06	04/01/2019		M	2,080	<u>(12)</u>	09/17/2023	Common Stock	2,080

Non-Qualified

Stock Option (right to buy)	\$ 32.25	04/01/2019	M	5,872	(11)	09/05/2022	Common Stock	5,87
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ryu Marcus 1001 E. HILLSDALE BLVD., SUITE 800 FOSTER CITY, CA 94404	X		CEO and President	

Signatures

By: Winston King Attorney in Fact For: Marcus
S. Ryu

04/02/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Automatic stock sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 10, 2018.
The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$97.10 to \$98.07 per share. The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$98.10 to \$98.73 per share. The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Automatic stock option exercise and sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 10, 2018.
The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$97.13 to \$98 per share. The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$98.24 to \$98.71 per share. The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$97.35 to \$98.24 per share. The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$98.42 to \$98.71 per share. The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (7) The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$97.33 to \$98.25 per share. The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (8) The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$98.34 to \$98.69 per share. The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (9) When both ISO and NQ Stock Options granted on September 5, 2012 are combined, they vest over four years as follows: 1/48 of the underlying shares vest monthly following the vesting commencement date of September 5, 2012, subject to the Reporting Person's

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continuous service.

- (12) When both ISO and NQ Stock Options granted on September 17, 2013 are combined, they vest over four years of continuous service as follows: 1/48th of the underlying shares vest monthly following the vesting commencement date of September 17, 2013.

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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