

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

**FORM 10-K**

(Mark one)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended July 31, 2013

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number: 001-35394

**Guidewire Software, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
Incorporation or organization)

7372  
(Primary Standard Industrial  
Classification Code Number)

36-4468504  
(I.R.S. Employer  
Identification No.)

1001 E. Hillsdale Blvd., Suite 800 Foster City, California, 94404

(Address of principal executive offices, including zip code)

(650) 357-9100

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

(Title of class)  
Common Stock, \$0.0001 par value

(Name of exchange on which registered)  
New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§232.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or in any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of common stock held by non-affiliates of the registrant, computed by reference to the closing price at which the common stock was sold on January 31, 2013, the last business day of the registrant's most recently completed second fiscal quarter, as reported on the New York Stock Exchange, was approximately \$1.5 billion. Shares of common stock held by each executive officer, director and holder of 5% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status does not reflect a determination that such persons are affiliates of the registrant for any other purpose.

On August 31, 2013, the registrant had 57,943,601 shares of common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement relating to its 2013 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. Such Proxy Statement will be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

**Guidewire Software, Inc.**

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## FORWARD-LOOKING STATEMENTS

The Business section and other parts of this Annual Report on Form 10-K and certain information incorporated herein by reference contain forward-looking statements within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, which are subject to risks and uncertainties. The forward-looking statements include statements concerning, among other things, our business strategy (including anticipated trends and developments in, and management plans for, our business and the markets in which we operate), financial results, operating results, revenues, gross margins, operating expenses, products, projected costs and capital expenditures, research and development programs, sales and marketing initiatives and competition. In some cases, you can identify these statements by forward-looking words, such as “will,” “may,” “might,” “should,” “could,” “estimate,” “expect,” “suggest,” “believe,” “anticipate,” “intend,” “plan” and “continue,” the negative or plural of these words and other comparable terminology. Actual events or results may differ materially from those expressed or implied by these statements due to various factors, including but not limited to the matters discussed below, in the section titled “Item 1A. Risk Factors,” and elsewhere in this Annual Report on Form 10-K. Many of the forward-looking statements are located in “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Examples of forward-looking statements include statements regarding:

- growth prospects of the Property & Casualty (“P&C”) insurance industry and our company;
- trends in our future sales, including seasonality;
- opportunities for growth by technology leadership;
- competitive advantages of our platform of software application solutions;
- our market strategy in relation to our competitors;
- competitive attributes of our software application solutions;
- opportunities to further expand our position outside of the United States;
- risk of exposure to product liability;
- our research and development investment and efforts;
- satisfying our future liquidity requirements;
- our gross margins and factors that affect gross margins;
- our provision for tax liabilities and other critical accounting estimates;
- our exposure to market risks; and
- future payments required pursuant to lease agreements and commitments.

Forward-looking statements are not guarantees of future performance and involve risks and uncertainties. The forward-looking statements contained in this Annual Report on Form 10-K are based on information available to us as of the filing date of this Annual Report on Form 10-K and our current expectations about future events, which are inherently subject to change and involve risks and uncertainties. You should not place undue reliance on these forward-looking statements.

We do not undertake any obligation to update any forward-looking statements in this report or in any of our other communications, except as required by law. All such forward-looking statements should be read as of the time the statements were made and with the recognition that these forward-looking statements may not be complete or accurate at a later date.

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Unless the context requires otherwise, we are referring to Guidewire Software, Inc. when we use the terms “Guidewire,” the “Company,” “we,” “our” or “us.”

## Item 1. Business

### Overview

Guidewire Software, Inc. is a provider of software products for Property & Casualty ("P&C") insurers. Our solutions serve as the transactional systems-of-record for, and enable the key functions of a P&C insurance carrier's business: underwriting and policy administration, claims management and billing. Since our inception, our mission has been to empower P&C insurance carriers to transform and improve their businesses by replacing their legacy core systems with our innovative modern software platform. Our solutions enable our customers to respond to evolving market needs, while improving the efficiency of their core operations, thereby increasing their revenues and reducing their costs.

We have developed an integrated suite of highly configurable applications that support our customers' most fundamental business processes. Our software product architecture enables extensive configurability of business rules, workflows and user interfaces without modifications to the underlying code base. This approach allows our customers to easily make changes in response to specific, evolving business needs. More recently, we have created, and are investing in, adjacent products to our core solutions, which provide added value to our customers.

Our solutions are delivered through a web-based interface and can be deployed either on-premise or in cloud environments. Our customers typically choose to deploy our solutions on-premise due to security requirements and numerous integration points with other systems. To support the global operations of our customers, our software has been localized for use in a variety of international regulatory, language and currency environments.

Our *Guidewire InsuranceSuite* enables core P&C insurance operations and is comprised of:

- *Guidewire PolicyCenter*—A flexible underwriting and policy administration application that serves as a comprehensive system-of-record for policies and supports the entire policy lifecycle;
- *Guidewire ClaimCenter*—An end-to-end claims management application for claim intake, assessment, settlement and processing of related financial transactions; and
- *Guidewire BillingCenter*—A comprehensive billing and receivables application that enables flexible billing, payment and commission options.

Our more recent product initiatives include:

- *InsuranceSuite Add-on Modules*—Additional modules which add additional flexibility and functionality to our core products.
- *Data Management and Business Intelligence*—Tools to assist insurers to better map and convert data into new core systems and to create a central data hub that can keep downstream processes intact and deliver an enterprise-wide view and insights to fine-tune the business.
- *Guidewire Live*—A cloud-based network connecting peer insurers, core system data and external data. Customers access Guidewire Live through applications which enable more informed, context-driven decisions and actions.

Strong customer relationships are a key component of our business which supports the long-term nature of our contracts and importance of customer references for new sales. Our customers range from some of the largest global insurance carriers or their subsidiaries such as Tokio Marine & Nichido Fire Insurance Co., Ltd. and Zurich Financial Services Group Ltd. to national carriers such as Nationwide Mutual Insurance Company to regional carriers such as AAA affiliates. As of July 31, 2013, we had 158 customers.

We began our principal business operations in 2001 and sold the initial versions of ClaimCenter in 2003, PolicyCenter in 2004 and BillingCenter in 2006. We conducted our initial public offering of our common stock on January 25, 2012 and our follow-on public offering of our common stock on April 19, 2012. We primarily generate software license revenues through annual license fees that recur during the multi-year term of a customer's contract. The average initial length of our contracts is approximately five years, and these contracts are renewable on an annual or multi-year basis. We typically invoice our customers annually in advance or, in certain cases, quarterly for both recurring term license and maintenance fees, and we invoice our perpetual license customers either in full at contract signing or on an installment basis and we invoice related maintenance fees annually, in advance. We primarily derive our services revenues from implementation and training services performed for our customers. A significant majority of services are billed on a time and materials basis and recognized as revenues upon delivery of the services.

## **Background**

The P&C insurance industry is large, fragmented, highly regulated and complex. The P&C insurance industry is highly competitive and carriers compete primarily on the following factors: product differentiation, pricing options, customer service, marketing and advertising, affiliate programs and channel strategies. The key functional areas in P&C insurance are underwriting and policy administration, claims management and billing. Underwriting and policy administration are the cornerstone functions of all P&C insurance carriers' operations.

These processes involve collecting information from potential policyholders, determining appropriate coverage and terms, pricing the policy, issuing the policy and updating and maintaining the policy over its lifetime. Claims management includes loss report intake, investigation and evaluation of incidents, claims negotiation, payment processing and litigation management. Billing includes account creation, policyholder invoicing, payment collection, commission calculation and disbursement.

Effective policy management requires IT systems that integrate with other internal systems and have the ability to control workflow, enable extensive configurability and provide visibility to every user. The varying regulatory requirements of each region requires customization of data and business rules, rendering the design of comprehensive IT solutions on a regional, national and global basis a major challenge for IT providers serving this industry. Additionally, stringent archiving and audit requirements, along with frequent changes in regulatory policy, have imposed a significant burden on IT systems and staff, which struggle to adequately support such requirements in IT environments dominated by legacy core systems. P&C insurance carriers spend considerable amounts of time and capital on software to maintain and attempt to improve legacy systems, manage workflows in highly distributed environments and respond to changing and interrelated customer and employee needs.

## **Products**

We provide an integrated suite of software applications built on a unified platform that address the core processes for P&C insurance carriers: underwriting and policy administration, claims management and billing. Our customers buy our software applications separately or in combination as a suite.

### ***Guidewire InsuranceSuite***

Guidewire InsuranceSuite includes each of our individual applications: PolicyCenter, ClaimCenter and BillingCenter. We have built our suite of applications on a unified technology platform, providing enhanced workflow and functionality between applications.

### ***Guidewire PolicyCenter***

Guidewire PolicyCenter is our flexible underwriting and policy administration application that serves as a comprehensive system-of-record that supports the entire policy lifecycle, including product definition, underwriting, quoting, binding, issuances, endorsements, audits, cancellations and renewals.

### ***Guidewire ClaimCenter***

Guidewire ClaimCenter is our claims management application for claim intake, assessment, settlement and processing of claim-related financial transactions. ClaimCenter enables claims lifecycle management improvements including dynamic, intuitive loss report intake, advanced adjudication processes and integrated operational reporting. ClaimCenter provides P&C insurance carriers with modern productivity tools built within a sophisticated business rules-based claims application.

### ***Guidewire BillingCenter***

Guidewire BillingCenter is our billing and receivables management application. It automates the billing lifecycle, enables the design of a wide variety of billing and payment plans, manages agent commissions and integrates with external payment systems.

### ***InsuranceSuite Add-on Modules***

We also offer the following add-on modules for InsuranceSuite:

*Guidewire Rating Management.* Guidewire Rating Management enables P&C insurance carriers to manage the pricing of their insurance products.

*Guidewire Reinsurance Management.* Guidewire Reinsurance Management enables P&C insurance carriers to use rules-based logic to execute their reinsurance strategy through their underwriting and claims processes.

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*Guidewire Client Data Management.* Guidewire Client Data Management helps P&C insurance carriers capitalize on customer information more coherently, overcoming traditional siloed practices that impair efficiency and customer service.

*Guidewire Standards-Based Templates.* Guidewire Standards-Based Templates help facilitate both initial implementation and ongoing maintenance of ISO-based insurance products.

### ***Data Management and Business Intelligence ("BI")***

*Guidewire DataHub.* Guidewire DataHub is an operational data store that unifies, standardizes and stores data from the patchwork of an insurer's systems as well as external sources, which also enables carriers to accelerate legacy system replacement.

*Guidewire InfoCenter.* Guidewire InfoCenter is a business intelligence warehouse for P&C insurers which provides information in easy-to-use formats for business intelligence, analysis and enhanced decision making. With InfoCenter, customers gain operational insight as well as fine-tune their business by building views and understanding across the enterprise.

### ***Guidewire Live***

Guidewire Live is a cloud-based network connecting peer insurers, core system data and external data through applications. Customers access Guidewire Live through applications which enable more informed, context-driven decisions and actions.

### **Technology**

We developed our suite of applications on our unified technology platform, which combines standards-based elements and proprietary components. We based our platform on the most common software industry standard, Java EE, to provide flexibility and deployability into P&C insurance carrier enterprise environments worldwide. P&C insurance carrier IT departments can manage and administer our applications through their development, test and production environments by leveraging the broad set of supporting infrastructure and proprietary tools we have built around the Java EE framework.

### **Services**

We provide implementation and integration services to help our customers realize benefits from our software solutions. Guidewire implementation teams assist customers in building implementation plans, integrating our software solutions with their existing systems and defining business rules and specific requirements unique to each customer and installation. We also partner with several leading system integration consulting firms, certified on our software, to achieve scalable, cost-effective implementations for our customers. We expect our services revenues and related costs of revenues to increase in future periods as we provide more implementation services to our customers.

### **Customers**

We market and sell our products to a wide variety of global P&C insurance carriers ranging from some of the largest global insurers to national carriers to regional carriers. We believe strong customer relationships are a key component of our success given the long-term nature of our contracts and importance of customer references for new sales. We focus on developing and maintaining our customer relationships through customer service and account management. As of July 31, 2013, we had 158 customers in 17 countries using one or more of our products.

### **Strategic Relationships**

We have extensive relationships with system integration, consulting and industry partners. Our network of partners has expanded as the interest in and adoption of our solutions has grown. We encourage our partners to co-market, pursue joint sales initiatives and drive broader adoption of our technology, helping us grow our business more efficiently and enabling us to focus our engineering resources on continued innovation and further enhancement of our solutions. We partner with leading system integrators including Capgemini, Ernst & Young, IBM Global Services and PricewaterhouseCoopers.

### **Sales and Marketing**

Consistent with our industry focus and the mission-critical needs our solutions address, our sales and marketing efforts are tailored to communicate effectively to senior executives within the P&C industry. Our sales, marketing and executive teams work together to cultivate long-term relationships with our current and prospective customers in each of the geographies in which we are active.

As of July 31, 2013, we employed 177 employees in a sales and marketing capacity, including 36 direct sales representatives organized by geographic region across the U.S., Canada, U.K., France, Germany, Australia, Japan and Hong

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Kong. This team serves as both our exclusive sales channel and our account management function. We augment our sales professionals with a pre-sales team possessing insurance domain and technical expertise, who engage customers in sessions to understand their specific business needs and then represent our products through demonstrations tailored to address those needs.

Our marketing team supports sales with competitive analysis and sales tools, while investing to strengthen our brand name and reputation. We participate at industry conferences, are published frequently in the industry press and have active relationships with all of the major industry analysts. We also host Connections, an annual user conference where customers both participate in and deliver programs on a wide range of Guidewire and insurance technology topics. We invite potential customers and partners to our user conference, as we believe customer references are a key component of driving new sales. Our strong relationships with leading system integrators, including Capgemini, Ernst & Young, IBM Global Services and PricewaterhouseCoopers, enhance our direct sales through co-marketing efforts and providing additional market validation of our products' distinctiveness and quality.

**Research and Development**

Our research and development efforts reflect the extensive IT needs of P&C insurance carriers. These systems are required to perform millions of complex transactions that must balance on a daily basis. This accuracy must be maintained not only during normal business operations, but also during extraordinary events such as catastrophes, which may result in extremely high transaction volume in a short period of time. Our research and development efforts focus on enhancing our solutions to meet the increasingly complex requirements of P&C insurance carriers and broadening our suite of applications with new product initiatives to form an end-to-end software solution for P&C insurance carriers.

As of July 31, 2013, our research and development department had 330 employees. We incurred \$66.3 million, \$50.5 million and \$34.8 million in research and development expenses for fiscal years 2013, 2012 and 2011, respectively.

**Competition**

The market to provide core system software to the P&C insurance industry is highly competitive and fragmented. This market is subject to changing technology, shifting client needs and introductions of new products and services. Our competitors vary in size and in the breadth and scope of the products and services offered. Our current principal competitors include:

Internally developed software	Many large insurance companies have sufficient IT resources to maintain and augment their own proprietary internal systems, or consider developing new custom systems;
IT services firms	Firms such as Accenture, CSC, MajescoMastek and Tata Consultancy Services Limited offer software and systems or develop custom, proprietary solutions for the P&C insurance industry;
P&C insurance software vendors	Vendors such as Accenture, FINEOS, Innovation Group, ISCS, OneShield, Inc., StoneRiver, Inc., and TIA Technology A/S provide software solutions that are specifically designed to meet the needs of P&C insurance carriers; and
Horizontal software vendors	Vendors such as Pegasystems Inc. and SAP AG offer software that can be customized to address the needs of P&C insurance carriers.

The principal competitive factors in our industry include total cost of ownership, product functionality, flexibility and performance, customer references and in-depth knowledge of the P&C insurance industry. We believe that we compete favorably with our competitors on the basis of each of these factors. However, many of our current or potential competitors have greater financial and other resources, greater name recognition and longer operating histories than we do.

**Intellectual Property**

Our success and ability to compete depend in part upon our ability to protect our proprietary technology and to establish and adequately protect our intellectual property rights. To accomplish these objectives, we rely on a combination of patent, trademark, copyright and trade secret laws in the United States and other jurisdictions, as well as license agreements and other contractual protections.

As of July 31, 2013, we owned seven issued U.S. patents. We also have 29 regular U.S. patent applications pending. Our issued patents are scheduled to expire from 2026 to 2032. Our patents and patent applications generally apply to our InsuranceSuite and applications. Given the costs, effort, risks and downside of obtaining patent protection, including the requirement to ultimately disclose the invention to the public, we may choose not to seek patent protection for certain innovations; however, such patent protection could later prove to be important to our business.

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We also rely on several registered and unregistered trademarks to protect our brand. We own registrations for the trademarks Guidewire, Guidewire PolicyCenter, Guidewire ClaimCenter and Guidewire BillingCenter in the United States and Canada. We also own a U.S. trademark registration, an International Registration (with protection extended to Australia and the European Community) and a Canada registration for the Gosu trademark. Additionally, we own an Australia trademark registration, a Hong Kong trademark registration, and a Japan trademark registration for the Guidewire trademark. We have also registered the trademark Guidewire Software in the European Community. Finally, we own international registrations, designating China, the European Community and Russia, for the Guidewire trademark, all of which are pending.

The software industry is characterized by the existence of a large number of patents and frequent claims and related litigation regarding patent and other intellectual property rights. In particular, leading companies in the software industry have extensive patent portfolios. From time-to-time, third parties, including certain of these leading companies, may assert patent, copyright, trademark or other intellectual property claims against us or our customers. In this regard, we were previously sued by Accenture, a competitor, in the U.S. District Court for the District of Delaware. Our patent litigation with Accenture has been settled and is further described in "Legal Proceedings" in Item 3 of Part I of this Annual Report on Form 10-K.

### Employees

As of July 31, 2013, we had 1,149 employees, including 177 in sales and marketing, 528 in services and support, 330 in research and development and 114 in a general and administrative capacity. As of July 31, 2013, we had 787 employees in the United States and 362 employees internationally. None of our employees is represented by a labor union with respect to his or her employment with us. We have not experienced any work stoppages and we consider our relations with our employees to be good.

### Information about Segment and Geographic Revenue

Information about segment and geographic revenue is set forth in Note 9 of the Notes to Consolidated Financial Statements under Item 8 of this Annual Report on Form 10-K.

### Seasonality

We sign a significantly higher percentage of software license orders in the second and fourth quarters of each fiscal year. We generally see increased orders in our second fiscal quarter, which is the quarter ended January 31, due to customer buying patterns. We also see increased orders in our fourth fiscal quarter due to efforts by our sales team to achieve annual incentives. As a result, a significantly higher percentage of our annual license revenues have historically been recognized during those quarters. Since a substantial majority of our license revenues recur annually under our multi-year contracts, we expect to continue to experience this seasonality effect in subsequent years. Our maintenance and services revenues are not as impacted by this seasonal trend.

### Executive Officers of the Registrant

Our current executive officers, and their ages and positions as of September 15, 2013, are set forth below:

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>
Marcus S. Ryu	40	President, Chief Executive Officer, Co-Founder and Director
Karen Blasing	57	Chief Financial Officer
Jeremy Henrickson	39	Vice President, Product Development
Alexander C. Naddaff	58	Vice President, Professional Services
Priscilla Hung	46	Senior Vice President, Operations & Corporate Development
J. Winston King	41	Vice President, General Counsel and Secretary

**Marcus S. Ryu** co-founded Guidewire and has served as our President and Chief Executive Officer since 2010 and as a member of our board of directors since 2001. He served as our Vice President of Products from 2008 to 2010 and our Vice President of Strategy from 2001 to 2008. Prior to founding Guidewire, from 2000 to 2001, Mr. Ryu was Vice President of Strategy at Ariba, Inc., a software-as-a-service provider of collaborative business commerce solutions for buying and selling goods and services. Mr. Ryu also worked as an Associate and Engagement Manager at McKinsey & Company from 1998 until 2000. Mr. Ryu holds an A.B. from Princeton University and a B.Phil. from New College, Oxford University.

**Karen Blasing** has served as our Chief Financial Officer since 2009. Prior to joining Guidewire, from 2006 to 2009, Ms. Blasing was Chief Financial Officer at Force10 Networks, Inc., a network solutions provider recently acquired by Dell Inc. From 2002 to 2005, Ms. Blasing was Chief Financial Officer at Nuance Communications, Inc., a speech and imaging software



developer. Ms. Blasing holds a B.A. in Economics and a B.A. in Business Administration, Finance from the University of Montana and an M.B.A. from the University of Washington.

**Jeremy Henrickson** has served as our Vice President of Product Development since 2008. Prior to that, he served as our Director of Product Management and Program Manager from 2006 to 2008 and our Senior Product Manager from 2003 to 2005. He was also a founding member of our European sales team. Prior to joining Guidewire, Mr. Henrickson was Director of Technology Services at Reactivity, Inc., a developer of XML processing applications. Mr. Henrickson holds a B.S. and an M.S. in Computer Science from Stanford University.

**Alexander C. Naddaff** has served as our Vice President of Professional Services since 2002. Prior to joining Guidewire, from 1998 to 2002, Mr. Naddaff worked as Vice President of Claims Technology at The Hartford Insurance Company. Mr. Naddaff holds a B.S. in Accounting from Wagner College.

**Priscilla Hung** has served as our Senior Vice President of Operations & Corporate Development since September 2012, Vice President of Operations since 2010, and Vice President of Corporate Development & Alliances from 2005 to 2010. Prior to joining Guidewire in 2005, from 2000 to 2005 Ms. Hung held several management positions at Ariba Inc., including the Director of Operations and Director of Global Channels and Alliances, and prior to that held several channel, business development, and product marketing positions at Sun Microsystems, Uniface/Compuware, Pyramid/Siemens Nixdorf, and Oracle Corporation. Ms. Hung holds an M.Eng Industrial Engineering and Operations Research degree from Cornell University.

**J. Winston King** has served as our Vice President, General Counsel and Secretary since January 2013. Before joining Guidewire, Mr. King worked at Infogroup, Inc., a multinational data, marketing services and research firm, from 2007 to 2012, where he most recently was EVP, General Counsel and Secretary. Prior to that, Mr. King practiced with the WilmerHale law firm, in their Washington, DC office. Mr. King holds a A.B. in economics from Duke University and a J.D. from Vanderbilt University School of Law.

## WHERE YOU CAN FIND MORE INFORMATION

The following filings are available through our investor relations website after we file them with the Securities and Exchange Commission (“SEC”): Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and our Proxy Statement for our annual meeting of stockholders. These filings are also available for download free of charge on our investor relations website. Our website is located at [www.guidewire.com](http://www.guidewire.com), and our investor relations website is located at <http://ir.guidewire.com/>. We also provide a link to the section of the SEC’s website at [www.sec.gov](http://www.sec.gov) that has all of our public filings, including periodic reports, proxy statements and other information. Further, a copy of this Annual Report on Form 10-K is located at the SEC’s Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations website. Additionally, we provide notifications of news or announcements regarding our financial performance, including SEC filings, investor events, press and earnings releases, and blogs as part of our investor relations website. Investors and others can receive notifications of new information posted on our investor relations website in real time by signing up for email alerts and RSS feeds. Further corporate governance information, including our governance guidelines and code of business conduct and ethics, is also available on our investor relations website under the heading “Corporate Governance.” The contents of our websites are not intended to be incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

**Item 1A. Risk Factors**

*A description of the risks and uncertainties associated with our business is set forth below. You should carefully consider such risks and uncertainties, together with the other information contained in this report, and in our other public filings. If any of such risks and uncertainties actually occurs, our business, financial condition or operating results could differ materially from the plans, projections and other forward-looking statements included in the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this report and in our other public filings. In addition, if any of the following risks and uncertainties, or if any other risks and uncertainties, actually occurs, our business, financial condition or operating results could be harmed substantially, which could cause the market price of our stock to decline, perhaps significantly.*

***We may experience significant quarterly and annual fluctuations in our results of operations due to a number of factors.***

Our quarterly and annual results of operations may fluctuate significantly due to a variety of factors, many of which are outside of our control. This variability may lead to volatility in our stock price as research analysts and investors respond to quarterly fluctuations. In addition, comparing our results of operations on a period-to-period basis, particularly on a sequential quarterly basis, may not be meaningful. You should not rely on our past results as an indication of our future performance.

Factors that may affect our results of operations include:

- structure of our licensing contracts, including fluctuations in perpetual licenses from period to period;
- the timing of new orders and revenue recognition for new and prior year orders;
- seasonal buying patterns of our customers;
- our ability to increase sales to and renew agreements with our existing customers, particularly larger customers, at comparable prices;
- our ability to renew existing contracts for multiple year terms versus annual automatic renewals;
- our ability to attract new customers, particularly larger customers, in both domestic and international markets;
- our ability to enter into contracts on favorable terms, including terms related to price, payment timing and product delivery;
- volatility in the sales of our products and timing of the execution of new and renewal agreements within such periods;
- commissions expense related to large transactions;
- bonus expense based on the bonus attainment rate;
- the lengthy and variable nature of our product implementation cycles;
- reductions in our customers’ budgets for information technology purchases and delays in their purchasing cycles, particularly in light of recent adverse global economic conditions;
- our ability to control costs, including our operating expenses;
- any significant change in our facilities-related costs;
- the timing and cost of hiring personnel and of large expenses such as those for trade shows and third-party professional services;
- the timing and amount of an additional litigation settlement payment, if any;
- stock-based compensation expenses and related payroll taxes, which vary along with changes to our stock price;
- general domestic and international economic conditions, in the insurance industry in particular;
- fluctuations in foreign currency exchange rates;
- future accounting pronouncements or changes in our accounting policies; and
- the impact of a recession or any other adverse global economic conditions on our business, including uncertainties that may cause a delay in entering into or a failure to enter into significant customer agreements.

In addition, our revenue may fluctuate if our customers make an early payment of their annual fees.

The foregoing factors are difficult to forecast, and these, as well as other factors, could materially adversely affect our quarterly and annual results of operations. Any failure to adjust spending quickly enough to compensate for a revenues shortfall could magnify the adverse impact of such revenues shortfall on our results of operations. Failure to achieve our quarterly forecasts or to meet or exceed the expectations of research analysts or investors will cause our stock price to decline.

***Seasonal sales patterns and other variations related to our revenue recognition may cause significant fluctuations in our results of operations and cash flows and may prevent us from achieving our quarterly or annual forecasts, which may cause our stock price to decline.***

We sign a significantly higher percentage of software license orders in the second and fourth quarters of each fiscal year. We generally see increased orders in our second fiscal quarter, which is the quarter ended January 31, due to customer buying patterns. We also see increased orders in our fourth fiscal quarter due to efforts by our sales team to achieve annual incentives. As a result, a significantly higher percentage of our annual license revenues have historically been recognized during those quarters. Since a substantial majority of our license revenues recur annually under our multi-year contracts, we expect to continue to experience this seasonality effect in subsequent years.

Notwithstanding the fact that we generally see increased licensing orders in our second and fourth fiscal quarters, we expect to see additional quarterly revenue fluctuations that may, in some cases, mask the impact of these expected seasonal variations. Our quarterly growth in license revenues also may not match up to new orders we receive in a given quarter. This mismatch is primarily due to the following reasons:

- for the initial year of a multi-year term license, we generally recognize revenues when payment is due and payment may not be due until a subsequent fiscal quarter;
- we may enter into license agreements with specified terms for product upgrades or functionality, which may require us to delay revenue recognition for the initial period; and
- we may enter into license agreements with other contractual terms that may affect the timing of revenue recognition.

Our revenues may fluctuate versus comparable prior periods or prior quarters within the same fiscal year based on when new orders are executed in the quarter and the payment terms of each order. Additionally, our revenues may fluctuate if our customers make an early payment of their annual fees. Our ability to renew existing contracts for multiple year terms versus annual automatic renewals may also impact revenue recognition.

We generally charge annual software license fees for our multi-year term licenses and price our licenses based on the amount of direct written premiums (“DWP”) that will be managed by our solutions. However, in certain circumstances, our customers desire the ability to purchase our products on a perpetual license basis, resulting in an acceleration of revenue recognition. Milestone payments in a perpetual license order also cause seasonal variations. Our perpetual license revenues are not consistent from period to period. In addition, a few of our multi-year term licenses provide the customer with the option to purchase a perpetual license at the end of the initial contract term, which we refer to as a perpetual buyout right. The mix of our contract terms for our licenses and the exercise of perpetual buyout rights at the end of the initial contract term by our customers may lead to variability in our results of operations. Increases in perpetual license sales and exercises of perpetual buyout rights by our customers may affect our ability to show consistent growth in license revenues in subsequent periods. Reductions in perpetual licenses in future periods could cause adverse period-to-period comparisons of our financial results.

In addition, because we price our products based on the amount of DWP that will be managed by our solutions, license revenues from each customer may fluctuate up or down based upon insurance policies sold by the customer in the preceding year. If we enter into a new territory, our revenue recognition pattern may change, depending on the contractual terms and local laws and regulations. Seasonal and other variations related to our revenue recognition may cause significant fluctuations in our results of operations and cash flows, may make it challenging for an investor to predict our performance on a quarterly basis and may prevent us from achieving our quarterly or annual forecasts or meeting or exceeding the expectations of research analysts or investors, which may cause our stock price to decline.

***We have relied and expect to continue to rely on orders from a relatively small number of customers in the P&C insurance industry for a substantial portion of our revenues, and the loss of any of these customers would significantly harm our business, results of operations and financial condition.***

Our revenues are dependent on orders from customers in the P&C insurance industry, which may be adversely affected by economic, environmental and world political conditions. A relatively small number of customers have historically accounted for a majority of our revenues. In fiscal years 2013, 2012 and 2011, our ten largest customers accounted for 33%, 35% and 41% of our revenues, respectively. While we expect this reliance to decrease over time, we expect that we will continue to depend upon a relatively small number of customers for a significant portion of our revenues for the foreseeable future. As a result, if we fail to successfully sell our products and services to one or more anticipated customers in any particular period or fail to identify additional potential customers or an anticipated customer purchases fewer of our products or services, defers or cancels orders, or terminates its relationship with us, our business, results of operations and financial condition would be harmed. Some of our orders are realized at the end of the quarter or are subject to delayed payment terms. As a result of this concentration and

timing, if we are unable to complete one or more substantial sales or achieve any required performance or acceptance criteria in any given quarter, our quarterly results of operations may fluctuate significantly.

***Our services revenues produce lower gross margins than our license or maintenance revenues, and an increase in services revenues as a percentage of total revenues could adversely affect our overall gross margins and profitability.***

Our services revenues were 46%, 45% and 45% of total revenues for each of fiscal years 2013, 2012 and 2011, respectively. Our services revenues produce lower gross margins than our license revenues. The gross margin of our services revenues was 12%, 19% and 18% for fiscal years 2013, 2012 and 2011, respectively, while the gross margin for license revenues was 99%, 99% and 98% for the respective periods. An increase in the percentage of total revenues represented by services revenues could reduce our overall gross margins.

The volume and profitability of our services offerings depend in large part upon:

- price charged to our customers;
- the utilization rate of our services personnel;
- the complexity of our customers' information technology environments;
- our ability to accurately forecast the time and resources required for each implementation project;
- the resources directed by our customers to their implementation projects;
- our ability to hire, train and retain qualified services personnel;
- unexpected difficulty in projects which may require additional efforts on our part without commensurate compensation;
- our ability to manage fixed fee arrangements;
- the extent to which system integrators provide services directly to customers; and
- our ability to adequately predict customer demand and scale our professional services staff accordingly.

Any erosion in our services margins or any significant increase in services revenues as a percentage of total revenues would adversely affect our results of operations.

***Assertions by third parties of infringement or other violation by us of their intellectual property rights could result in significant costs and substantially harm our business and results of operations.***

The software industry is characterized by the existence of a large number of patents and frequent claims and related litigation regarding patents and other intellectual property rights. In particular, leading companies in the software industry own large numbers of patents, copyrights, trademarks and trade secrets, which they may use to assert claims against us. From time to time, third parties, including certain of these leading companies, may assert patent, copyright, trademark or other intellectual property claims against us, our customers and partners, and those from whom we license technology and intellectual property.

Although we believe that our products and services do not infringe upon the intellectual property rights of third parties, we cannot assure that third parties will not assert infringement or misappropriation claims against us with respect to current or future products or services, or that any such assertions will not require us to enter into royalty arrangements or result in costly litigation, or result in us being unable to use certain intellectual property. We cannot assure that we are not infringing or otherwise violating any third party intellectual property rights. Infringement assertions from third parties may involve patent holding companies or other patent owners who have no relevant product revenues, and therefore our own issued and pending patents may provide little or no deterrence to these patent owners in bringing intellectual property rights claims against us.

Any intellectual property infringement or misappropriation claim or assertion against us, our customers or partners, and those from whom we license technology and intellectual property could have a material adverse effect on our business, financial condition, reputation and competitive position regardless of the validity or outcome. If we are forced to defend against any infringement or misappropriation claims, whether they are with or without merit, are settled out of court, or are determined in our favor, we may be required to expend significant time and financial resources on the defense of such claims. Furthermore, an adverse outcome of a dispute may require us to pay damages, potentially including treble damages and attorneys' fees, if we are found to have willfully infringed a party's intellectual property; cease making, licensing or using our products or services that are alleged to infringe or misappropriate the intellectual property of others; expend additional development resources to redesign our products or services; enter into potentially unfavorable royalty or license agreements in order to obtain the right to use necessary technologies or works; and to indemnify our partners, customers, and other third parties. Royalty or licensing agreements, if required or desirable, may be unavailable on terms acceptable to us, or at all, and may require significant royalty payments and other expenditures. Any of these events could seriously harm our business, results of operations and financial

condition. In addition, any lawsuits regarding intellectual property rights, regardless of their success, could be expensive to resolve and divert the time and attention of our management and technical personnel.

***We may incur additional future expenses in connection with the settlement of our litigation with Accenture.***

In December 2007, we were sued by Accenture, a competitor, in the U.S. District Court for the District of Delaware (the "Delaware Court") over our alleged infringement of certain of their intellectual property rights and related state law claims. Over time, both parties asserted additional claims against each other. In October 2011, we agreed with Accenture to resolve all outstanding litigation. In connection with the settlement, we paid \$10.0 million to Accenture with a potential additional payment based on the final outcome of Accenture's pending appeal of the Delaware Court's ruling of invalidity on one of Accenture's patents. In September 2013, the United States Court of Appeals for the Federal Circuit (the "Federal Circuit") ruled in our favor, affirming the judgment of the Delaware Court and finding Accenture's patent invalid. Accenture may still request United States Supreme Court review or rehearing by the full Federal Circuit sitting en banc, and, if Accenture is allowed to appeal and is ultimately successful, then we have agreed to pay Accenture an additional \$20.0 million. Otherwise, no further payments would be due in connection with the settlement. Our patent litigation with Accenture and the terms of the settlement are further described in "Legal Proceedings" in Item 3 of Part I of this Annual Report on Form 10-K.

***We may expand through acquisitions of or partnerships with other companies, which may divert our management's attention and result in unexpected operating and technology integration difficulties, increased costs and dilution to our stockholders.***

In May 2013, we acquired Millbrook, Inc., a complementary business, and in September 2013, we announced a strategic alliance with Mitchell, Inc., a business which also services the P&C industry. In the future, our business strategy may include additional acquisitions of complementary software, technologies or businesses or alliances with businesses offering the same. Acquisitions and alliances may result in unforeseen operating difficulties and expenditures. In particular, we may encounter difficulties in assimilating or integrating the businesses, technologies, services, products, personnel or operations of the acquired companies, especially if the key personnel of the acquired company choose not to work for us, and we may have difficulty retaining the existing customers or signing new customers of any acquired business. Acquisitions and alliances may also disrupt our ongoing business, divert our resources and require significant management attention that would otherwise be available for ongoing development of our current business. We also may be required to use a substantial amount of our cash or issue equity securities to complete an acquisition or realize the potential of an alliance, which could deplete our cash reserves and dilute our existing stockholders. Following an acquisition or the establishment of an alliance offering new products, we may be required to defer the recognition of revenues that we receive from the sale of products that we acquired or that result from the alliance, or from the sale of a bundle of products that includes such new products, if we have not established vendor-specific objective evidence ("VSOE") for the undelivered elements in the arrangement. A delay in the recognition of revenues from sales of acquired or alliance products, or bundles that include the same, may cause fluctuations in our quarterly financial results and may adversely affect our operating margins.

Additionally, competition within the software industry for acquisitions of businesses, technologies and assets has been, and may in the future continue to be, intense. As such, even if we are able to identify an acquisition that we would like to consummate, the target may be acquired by another strategic buyer or financial buyer such as a private equity firm, or we may otherwise not be able to complete the acquisition on commercially reasonable terms, if at all. Moreover, the anticipated benefits of any acquisition, including our revenues or return on investment assumptions, may not be realized or we may be exposed to unknown liabilities as a result of such acquisition.

***We face intense competition in our market, which could negatively impact our business, results of operations and financial condition and cause our market share to decline.***

The market for our core insurance system software is intensely competitive. Our implementation cycle is lengthy, variable and requires the investment of significant time and expense by our customers. We compete with legacy systems, many of which have been in operation for decades. Maintaining these legacy systems may be so time consuming and costly for our customers that they do not have adequate resources to devote to the purchase and implementation of our products. We also compete against technology consulting firms that offer software and systems or develop custom, proprietary products for the P&C insurance industry. These consulting firms generally have greater name recognition, larger sales and marketing budgets and greater resources than we do and may have pre-existing relationships with our potential customers, including relationships with, and access to, key decision makers within these organizations. We also encounter competition from small independent firms that compete on the basis of price, custom developments or unique product features or functions and from vendors of software products that may be customized to address the needs of P&C insurance carriers.

We expect the intensity of competition to remain high in the future as new companies enter our markets and existing competitors develop stronger capabilities. Such intense competition could result in increased pricing pressure, reduced profit margins, increased sales and marketing expenses, and failure to increase, or the loss of, market share, any of which could harm our business, results of operations and financial condition. Our competitors may be able to devote greater resources to the development, promotion and sale of their products than we can to ours, which could allow them to respond more quickly than we can to new technologies and changes in customer needs and achieve wider market acceptance. We may not be able to compete effectively and competitive pressures may prevent us from acquiring and maintaining the customer base necessary for us to increase our revenues and profitability.

Our current and potential competitors may also establish cooperative relationships among themselves or with third parties that may further enhance their resources. Current or potential competitors may be acquired by third parties with greater available resources, such as Accenture's acquisition of Duck Creek Technologies, Inc. in July 2011. As a result of such acquisitions, our current or potential competitors might be able to adapt more quickly to new technologies and customer needs, devote greater resources to the promotion or sale of their products and services, initiate or withstand substantial price competition, take advantage of other opportunities more readily or develop and expand their product and service offerings more quickly than we do. Additionally, they may hold larger portfolios of patents and other intellectual property rights as a result of such acquisitions. If we are unable to compete effectively for a share of our market, our business, results of operations and financial condition could be materially and adversely affected.

***Certain of our software products may be deployed through cloud-based implementations, and if such implementations are compromised by data security breaches or other disruptions, our reputation could be harmed, and we could lose customers or be subject to significant liabilities.***

Although our software products typically are deployed on our customers' premises, some of our products are deployed in cloud-based environments we maintain and some of our products may be deployed in our customers' cloud-based environments, in which our products and associated services are made available using an Internet-based infrastructure. In cloud deployments, our infrastructure and the infrastructure of third-party service providers used by both ourselves and our customers may be vulnerable to hacking incidents, other security breaches, computer viruses, telecommunications failures, power loss, other system failures and similar disruptions.

Any of these occurrences, whether intentional or accidental, could lead to interruptions, delays or cessation of operation of our servers or the servers of third-party service providers' used by our customers, and to the unauthorized use or access of our software and proprietary information and sensitive or confidential data stored or transmitted by our products. The inability of service providers used by our customers, or our own inability, to provide continuous access to hosted services, and to secure hosted services and associated customer information from unauthorized use, access or disclosure, could cause us reputational harm, loss of customers and could expose us to significant liability, all of which could harm our business, financial condition and results of operations.

***If our products experience data security breaches, and there is unauthorized access to our customers' data, we may lose current or future customers and our reputation and business may be harmed.***

Our products are used by our customers to manage and store proprietary information and sensitive or confidential data relating to their businesses. Although we maintain security features in our products, our security measures may not detect or prevent hacker interceptions, break-ins, security breaches, the introduction of viruses or malicious code, and other disruptions that may jeopardize the security of information stored in and transmitted by our products. A party that is able to circumvent our security measures in our products could misappropriate our or our customers' proprietary or confidential information, cause interruption in operations, damage or misuse of computer systems, and misuse any information misappropriated.

If any compromise of the security of our products were to occur, we may lose customers and our reputation, business, financial condition and results of operations could be harmed. In addition, if there is any perception that we cannot protect our customers' proprietary and confidential information, we may lose the ability to retain existing customers and attract new customers and our revenues could decline.

***Weakened global economic conditions may adversely affect the P&C insurance industry, including the rate of information technology spending, which could cause our customers to defer or forego purchases of our products or services.***

Our business depends on the overall demand for information technology from, and on the economic health of, our current and prospective customers. In addition, the purchase of our products is discretionary and involves a significant commitment of capital and other resources. The United States and world economies currently face a number of economic challenges, including threatened sovereign defaults, credit downgrades, restricted credit for businesses and consumers and potentially falling demand for a variety of products and services. Our customers may suffer from reduced operating budgets, which could cause them to

defer or forego purchases of our products or services. Challenging global economic conditions, or a reduction in information technology spending even if economic conditions improve, could adversely impact our business, results of operations and financial condition in a number of ways, including longer sales cycles, lower prices for our products and services, material default rates among our customers, reduced sales of our products and services and lower or no growth.

***Our sales cycle is lengthy and variable, depends upon many factors outside our control, and could cause us to expend significant time and resources prior to earning associated revenues.***

The typical sales cycle for our products and services is lengthy and unpredictable, requires pre-purchase evaluation by a significant number of employees in our customers' organizations, and often involves a significant operational decision by our customers. Our sales efforts involve educating our customers about the use and benefits of our products, including the technical capabilities of our products and the potential cost savings achievable by organizations deploying our products. Customers typically undertake a significant evaluation process, which frequently involves not only our products, but also those of our competitors and can result in a lengthy sales cycle. Moreover, a purchase decision by a potential customer typically requires the approval of several senior decision makers, including the board of directors of our customers. Our sales cycle for new customers is typically one to two years and can extend even longer in some cases. We spend substantial time, effort and money in our sales efforts without any assurance that our efforts will produce any sales. In addition, we sometimes commit to include specific functions in our base product offering at the request of a customer or group of customers and are unable to recognize license revenues until the specific functions have been added to our products. Providing this additional functionality may be time consuming and may involve factors that are outside of our control. The lengthy and variable sales cycle may also have a negative impact on the timing of our revenues, causing our revenues and results of operations to vary significantly from period to period.

***If we are unable to continue the successful development of our direct sales force and the expansion of our relationships with our strategic partners, sales of our products and services will suffer and our growth could be slower than we project.***

We believe that our future growth will depend on the continued development of our direct sales force and their ability to obtain new customers, particularly large P&C insurance carriers, and to manage our existing customer base. Our ability to achieve significant growth in revenues in the future will depend, in large part, on our success in recruiting, training and retaining a sufficient number of direct sales personnel. New hires require significant training and may, in some cases, take more than a year before becoming productive, if at all. If we are unable to hire and develop sufficient numbers of productive direct sales personnel, sales of our products and services will suffer and our growth will be impeded.

We believe our future growth also will depend on the expansion of successful relationships with system integrators. Our system integrators as channel partners help us reach additional customers. Our growth in revenues, particularly in international markets, will be influenced by the development and maintenance of this indirect sales channel. Although we have established relationships with some of the leading system integrators, our products and services compete directly against the products and services of other leading system integrators, including Accenture. We are unable to control the resources that our system integrator partners commit to implementing our products or the quality of such implementation. If they do not commit sufficient resources to these activities, our business and results of operations could fail to grow in line with our projections.

***Our large customers have substantial negotiating leverage, which may require that we agree to terms and conditions that result in increased cost of sales, decreased revenues and lower average selling prices and gross margins, all of which could harm our operating results.***

Some of our customers are large P&C insurance carriers with significant bargaining power in negotiations with us. In fiscal years 2013, 2012 and 2011, our top 10 customers accounted for 33%, 35% and 41% of our revenues, respectively. These customers have and may continue to seek advantageous pricing and other commercial terms and may require us to develop additional features in the products we sell to them. We have and may continue to be required to reduce the average selling price, or increase the average cost, of our products in response to these pressures. If we are unable to offset any reductions in our average selling prices or increases in our average costs with increased sales volumes and reduced costs, our results of operations could be harmed.

***Our limited operating history and the evolving nature of the industry in which we operate may make it difficult to evaluate our business.***

We were incorporated in 2001, and since that time have been developing products to meet the evolving demands of customers in the markets in which we operate. We sold the initial versions of ClaimCenter in 2003, PolicyCenter in 2004 and BillingCenter in 2006. This limited operating history makes financial forecasting and evaluation of our business difficult. Furthermore, because we depend in part on the market's acceptance of our products, it is difficult to evaluate trends that may affect our business. We have limited historical financial data, and we operate in an evolving industry, and, as such, any predictions about our future revenues and expenses may not be as accurate as they would be if we had a longer operating history or operated in a more predictable industry.

***We have a history of significant net losses and may not be profitable in future periods.***

Although we have been profitable the past four fiscal years, we have incurred significant losses in prior years, including a net loss of \$11.0 million in fiscal year 2009 and a net loss of \$16.9 million in fiscal year 2008. We expect that our expenses will increase in future periods as we implement initiatives designed to grow our business, including, among other things, improvement of our current products, development and marketing of new services and products, stock-based compensation expense, international expansion, investment in our infrastructure, and increased general and administrative functions. If our revenues do not sufficiently increase to offset these expected increases in operating expenses, we will incur significant losses and will not be profitable. We may choose to increase expenses in future periods to further invest in future growth, which may cause us to become unprofitable in certain periods. Our growth in revenues in recent periods should not be considered indicative of our future performance. Any failure to continue profitability may harm our business, results of operations and financial condition.

***Because we derive substantially all of our revenues and cash flows from our ClaimCenter, PolicyCenter, BillingCenter and InsuranceSuite products and related services, failure of any of these products or services to satisfy customer demands or to achieve increased market acceptance would harm our business, results of operations, financial condition and growth prospects.***

We derive substantially all of our revenues and cash flows from our ClaimCenter, PolicyCenter, BillingCenter and InsuranceSuite products and related services. We expect to continue to derive a substantial portion of our revenues from these products and related services. As such, increased market acceptance of these products is critical to our continued growth and success. Demand for our products is affected by a number of factors beyond our control, including the timing of development and release of new products by us and our competitors, technological change, and growth or contraction in the worldwide market for technological solutions for the P&C insurance industry. If we are unable to continue to meet customer demands or to achieve more widespread market acceptance of our products, our business, results of operations, financial condition and growth prospects will be materially and adversely affected.

***Our business depends on customers renewing and expanding their license and maintenance contracts for our products. A decline in our customer renewals and expansions could harm our future results of operations.***

Our customers have no obligation to renew their term licenses after their license period expires, and these licenses may not be renewed on the same or more favorable terms. Moreover, under certain circumstances, our customers have the right to cancel their license agreements before they expire. We have limited historical data with respect to rates of customer license renewals, upgrades and expansions so we may not accurately predict future trends in customer renewals. In addition, our term and perpetual license customers have no obligation to renew their maintenance arrangements after the expiration of the initial contractual period, which is typically one to three years. Our customers' renewal rates may fluctuate or decline because of several factors, including their satisfaction or dissatisfaction with our products and services, the prices of our products and services, the prices of products and services offered by our competitors or reductions in our customers' spending levels due to the macroeconomic environment or other factors. In addition, in some cases, our customers have a right to exercise a perpetual buyout of their term licenses at the end of the initial contract term. If our customers do not renew their term licenses for our solutions or renew on less favorable terms, our revenues may decline or grow more slowly than expected and our profitability may be harmed.

***Our implementation cycle is lengthy and variable, depends upon factors outside our control, and could cause us to expend significant time and resources prior to earning associated revenues.***

The implementation and testing of our products by our customers lasts 6 to 24 months or longer and unexpected implementation delays and difficulties can occur. Implementing our products typically involves integration with our customers' systems, as well as adding their data to our platform. This can be complex, time-consuming and expensive for our customers and can result in delays in the implementation and deployment of our products. Depending upon the nature and complexity of



our customers' systems and the time and resources that our customers are willing to devote to implementation of our products, the implementation and testing of our products may take significantly longer than 24 months. Historically, under the zero gross margin method, until the implementation project was completed, we recognized revenues in connection with implementing our products up to the corresponding costs of revenues and operating expenses. The lengthy and variable implementation cycle may also have a negative impact on the timing of our revenues, causing our revenues and results of operations to vary significantly from period to period.

***Our product development cycles are lengthy, and we may incur significant expenses before we generate revenues, if any, from new products.***

Because our products are complex and require rigorous testing, development cycles can be lengthy, taking us multiple years to develop and introduce new products or provide updates to our existing products. Additionally, market conditions may dictate that we change the technology platform underlying our existing products or that new products be developed on different technology platforms, potentially adding material expense and time to our development cycles. Moreover, development projects can be technically challenging and expensive. The nature of these development cycles may cause us to experience delays between the time we incur expenses associated with research and development and the time we generate revenues, if any, from such expenses. If we expend a significant amount of resources on research and development and our efforts do not lead to the successful introduction or improvement of products that are competitive in the marketplace, this could materially and adversely affect our business and results of operations. Additionally, anticipated customer demand for a product we are developing could decrease or not materialize after the development cycle has commenced. Such lower customer demand may cause us to fall short of our sales targets, and we may nonetheless be unable to avoid substantial costs associated with the product's development. If we are unable to complete product development cycles successfully and in a timely fashion and generate revenues from such future products, the growth of our business may be harmed.

***Failure to meet customer expectations on the implementation of our products could result in negative publicity and reduced sales, both of which would significantly harm our business, results of operations, financial condition and growth prospects.***

We provide our customers with upfront estimates regarding the duration, budget and costs associated with the implementation of our products. Failing to meet these upfront estimates and the expectations of our customers for the implementation of our products could result in a loss of customers and negative publicity regarding us and our products and services, which could adversely affect our ability to attract new customers and sell additional products and services to existing customers. Such failure could result from our product capabilities or service engagements by us, our system integrator partners or our customers' IT employees. The consequences could include, and have included: monetary credits for current or future service engagements, reduced fees for additional product sales, and a customer's refusal to pay their contractually-obligated license, maintenance or service fees. In addition, time-consuming implementations may also increase the amount of services personnel we must allocate to each customer, thereby increasing our costs and adversely affecting our business, results of operations and financial condition.

***If we are unable to maintain vendor specific objective evidence of fair value for any undelivered element of a software order from a customer, offer certain contractual provisions to our customers, such as delivery of specified functionality, or combine multiple arrangements signed in different periods, our revenues relating to the entire software order will be deferred and recognized over future periods, reducing the revenues we recognize on a significant portion of such order in a particular quarter.***

In the course of our selling efforts, we typically enter into sales arrangements pursuant to which we license our software applications and provide maintenance support and professional services. We refer to each individual product or service as an "element" of the overall sales arrangement. These arrangements typically require us to deliver particular elements in a future period. We apply software revenue recognition rules and allocate the total revenues among elements based on the objective and reliable evidence of fair value, or VSOE of fair value of each element. As we discuss further in Note 1 of Notes to Consolidated Financial Statements, if we are unable to determine the VSOE of fair value of any undelivered elements, offer certain contractual provisions to our customers, such as delivery of specified functionality, or combine multiple arrangements signed in different periods, then we may be required under U.S. generally accepted accounting principles ("U.S. GAAP") to defer additional revenues to future periods. If we are required to defer additional revenues to future periods for a significant portion of our sales, our revenues for that quarter could fall below our expectations or those of securities analysts and investors, resulting in a decline in our stock price.

***Failure to protect our intellectual property could substantially harm our business and results of operations.***

Our success depends in part on our ability to enforce and defend our intellectual property rights. We rely upon a combination of trademark, trade secret, copyright, patent and unfair competition laws, as well as license agreements and other contractual provisions, to do so.

We have filed, and may in the future file, patent applications related to certain of our innovations. We do not know whether any of our patent applications will result in the issuance of a patent or whether the examination process will require us to narrow our claims. In addition, we may not receive competitive advantages from the rights granted under our patents and other intellectual property. Our existing patents, and any patents granted to us or that we otherwise acquire in the future, may be contested, circumvented or invalidated, and we may not be able to prevent third parties from infringing these patents. Therefore, the exact effect of the protection of these patents cannot be predicted with certainty. In addition, given the costs, effort, risks and downside of obtaining patent protection, including the requirement to ultimately disclose the invention to the public, we may choose not to seek patent protection for certain innovations; however, such patent protection could later prove to be important to our business.

We also rely on several registered and unregistered trademarks to protect our brand. We have registered the trademarks Guidewire, Guidewire PolicyCenter, Guidewire ClaimCenter and Guidewire BillingCenter in the United States and Canada. We also own a U.S. trademark registration, an International Registration (with protection extended to Australia and the European Community) and a Canada trademark for the Gosu trademark. Additionally, we own an Australia trademark registration, a Hong Kong trademark registration, and a Japan trademark registration for the Guidewire trademark. We have also registered the trademark Guidewire Software in the European Community. Finally, we own international registrations, designating China, the European Community and Russia, for the Guidewire trademark, all of which are pending. Nevertheless, competitors may adopt service names similar to ours, or purchase our trademarks and confusingly similar terms as keywords in Internet search engine advertising programs, thereby impeding our ability to build brand identity and possibly leading to confusion in the marketplace. In addition, there could be potential trade name or trademark infringement claims brought by owners of other registered trademarks or trademarks that incorporate variations of our trademarks. Any claims or customer confusion related to our trademarks could damage our reputation and brand and substantially harm our business and results of operations.

In addition, we attempt to protect our intellectual property, technology, and confidential information by generally requiring our employees and consultants to enter into confidentiality and assignment of inventions agreements and third parties to enter into nondisclosure agreements, all of which offer only limited protection. These agreements may not effectively prevent unauthorized use or disclosure of our confidential information, intellectual property or technology and may not provide an adequate remedy in the event of unauthorized use or disclosure of our confidential information, intellectual property or technology. Despite our efforts to protect our confidential information, intellectual property, and technology, unauthorized third parties may gain access to our confidential proprietary information, develop and market products or services similar to ours, or use trademarks similar to ours, any of which could materially harm our business and results of operations. In addition, others may independently discover our trade secrets and confidential information, and in such cases, we could not assert any trade secret rights against such parties. Existing U.S. federal, state and international intellectual property laws offer only limited protection. The laws of some foreign countries do not protect our intellectual property rights to as great an extent as the laws of the United States, and many foreign countries do not enforce these laws as diligently as governmental agencies and private parties in the United States. Moreover, policing our intellectual property rights is difficult, costly and may not always be effective.

From time to time, legal action by us may be necessary to enforce our patents and other intellectual property rights, to protect our trade secrets, to determine the validity and scope of the intellectual property rights of others or to defend against claims of infringement or invalidity. Such litigation could result in substantial costs and diversion of resources and could negatively affect our business, reputation, results of operations and financial condition. If we are unable to protect our technology and to adequately maintain and protect our intellectual property rights, we may find ourselves at a competitive disadvantage to others who need not incur the additional expense, time and effort required to create the innovative products that have enabled us to be successful to date.

***We and our customers rely on technology and intellectual property of third parties, the loss of which could limit the functionality of our products and disrupt our business.***

We use technology and intellectual property licensed from unaffiliated third parties in certain of our products, and we may license additional third-party technology and intellectual property in the future. Any errors or defects in this third-party technology and intellectual property could result in errors that could harm our brand and business. In addition, licensed technology and intellectual property may not continue to be available on commercially reasonable terms, or at all. The loss of the right to license and distribute this third party technology could limit the functionality of our products and might require us to redesign our products.

Further, although we believe that there are currently adequate replacements for the third-party technology and intellectual property we presently use and distribute, the loss of our right to use any of this technology and intellectual property could result in delays in producing or delivering affected products until equivalent technology or intellectual property is identified, licensed or otherwise procured, and integrated. Our business would be disrupted if any technology and intellectual property we license

from others or functional equivalents of this software were either no longer available to us or no longer offered to us on commercially reasonable terms. In either case, we would be required either to attempt to redesign our products to function with technology and intellectual property available from other parties or to develop these components ourselves, which would result in increased costs and could result in delays in product sales and the release of new product offerings. Alternatively, we might be forced to limit the features available in affected products. Any of these results could harm our business and impact our results of operations.

***Catastrophes may adversely impact the P&C insurance industry, preventing us from expanding or maintaining our existing customer base and increasing our revenues.***

Our customers are P&C insurance carriers which have experienced, and will likely experience in the future, catastrophe losses that adversely impact their businesses. Catastrophes can be caused by various events, including, amongst others, hurricanes, tsunamis, floods, windstorms, earthquakes, hail, tornados, explosions, severe weather and fires. Global warming trends are contributing to an increase in erratic weather patterns globally and intensifying the impact of certain types of catastrophes. Moreover, acts of terrorism or war could cause disruptions in our or our customers' businesses or the economy as a whole. The risks associated with natural disasters and catastrophes are inherently unpredictable, and it is difficult to predict the timing of such events or estimate the amount of loss they will generate. In the event a future catastrophe adversely impacts our current or potential customers, we may be prevented from maintaining and expanding our customer base and from increasing our revenues because such events may cause customers to postpone purchases of new products and professional service engagements or discontinue projects.

***There may be consolidation in the P&C insurance industry, which could reduce the use of our products and services and adversely affect our revenues.***

Mergers or consolidations among our customers could reduce the number of our customers and potential customers. This could adversely affect our revenues even if these events do not reduce the aggregate number of customers or the activities of the consolidated entities. If our customers merge with or are acquired by other entities that are not our customers, or that use fewer of our products and services, they may discontinue or reduce their use of our products and services. Any of these developments could materially and adversely affect our results of operations and cash flows.

***Some of our services and technologies may use "open source" software, which may restrict how we use or distribute our services or require that we release the source code of certain products subject to those licenses.***

Some of our services and technologies may incorporate software licensed under so-called "open source" licenses, including, but not limited to, the GNU General Public License and the GNU Lesser General Public License. In addition to risks related to license requirements, usage of open source software can lead to greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or controls on origin of the software. Additionally, open source licenses typically require that source code subject to the license be made available to the public and that any modifications or derivative works to open source software continue to be licensed under open source licenses. These open source licenses typically mandate that proprietary software, when combined in specific ways with open source software, become subject to the open source license. If we combine our proprietary software in such ways with open source software, we could be required to release the source code of our proprietary software.

We take steps to ensure that our proprietary software is not combined with, and does not incorporate, open source software in ways that would require our proprietary software to be subject to an open source license. However, few courts have interpreted open source licenses, and the manner in which these licenses may be interpreted and enforced is therefore subject to some uncertainty. Additionally, we rely on multiple software programmers to design our proprietary technologies, and although we take steps to prevent our programmers from including open source software in the technologies and software code that they design, write and modify, we do not exercise complete control over the development efforts of our programmers and we cannot be certain that our programmers have not incorporated open source software into our proprietary products and technologies or that they will not do so in the future. In the event that portions of our proprietary technology are determined to be subject to an open source license, we could be required to publicly release the affected portions of our source code, re-engineer all or a portion of our technologies, or otherwise be limited in the licensing of our technologies, each of which could reduce or eliminate the value of our services and technologies and materially and adversely affect our business, results of operations and prospects.

***Real or perceived errors or failures in our products, or unsatisfactory performance of our products or services could adversely affect our reputation and the market acceptance of our products, and cause us to lose customers or subject us to liability for breach of warranty claims.***

Because we offer complex products, undetected errors or failures may exist or occur, especially when products are first introduced or when new versions are released. Our products are often installed and used in large-scale computing environments with different operating systems, system management software and equipment and networking configurations, which may cause errors or failures in our products or may expose undetected errors, failures or bugs in our products. Despite testing by us, we may not identify all errors, failures or bugs in new products or releases until after commencement of commercial sales or installation. In the past, we have discovered software errors, failures and bugs in some of our product offerings after their introduction.

Product errors will affect the performance of our products and could delay the development or release of new products or new versions of products, adversely affect our reputation and our customers' willingness to buy products from us, and adversely affect market acceptance or perception of our products. In addition, because our software is used to manage functions that are critical to our customers, the licensing and support of our products may involve the risk of product liability claims. We also may face liability for breaches of our product warranties, product failures or damages caused by faulty installation of our products. Provisions in our contracts relating to warranty disclaimers and liability limitations may be unenforceable or otherwise ineffective.

Any errors or delays in releasing new products or new versions of products or allegations of unsatisfactory performance of our products or services could cause us to lose revenues or market share, increase our service costs, cause us to incur substantial costs in redesigning the products, cause us to lose significant customers, harm our reputation, subject us to liability for breach of warranty claims or damages and divert our resources from other tasks, any one of which could materially and adversely affect our business, results of operations and financial condition.

***We may be obligated to disclose our proprietary source code to our customers, which may limit our ability to protect our intellectual property and could reduce the renewals of our support and maintenance services.***

Our software license agreements typically contain provisions permitting the customer to become a party to, or a beneficiary of, a source code escrow agreement under which we place the proprietary source code for our products in escrow with a third party. Under these escrow agreements, the source code to the applicable product may be released to the customer, typically for its use to maintain, modify and enhance the product, upon the occurrence of specified events, such as our filing for bankruptcy, discontinuance of our maintenance services and breaching our representations, warranties or covenants of our agreements with our customers. Additionally, in some cases, customers have the right to request access to our source code upon demand. Some of our customers have obtained the source code for our products by exercising this right, and others may do so in the future.

Disclosing the content of our source code may limit the intellectual property protection we can obtain or maintain for that source code or the products containing that source code and may facilitate intellectual property infringement claims against us. It also could permit a customer to which a product's source code is disclosed to support and maintain that software product without being required to purchase our support or maintenance services. Each of these could harm our business, results of operations and financial condition.

***Incorrect or improper use of our products or our failure to properly train customers on how to implement or utilize our products could result in customer dissatisfaction and negatively affect our business, results of operations, financial condition and growth prospects.***

Our products are complex and are deployed in a wide variety of network environments. The proper use of our products requires training of the customer. If our products are not used correctly or as intended, inadequate performance may result. Additionally, our customers or third-party partners may incorrectly implement or use our products. Our products may also be intentionally misused or abused by customers or their employees or third parties who are able to access or use our products. Similarly, our products are sometimes installed or maintained by customers or third parties with smaller or less qualified IT departments, potentially resulting in sub-optimal installation and, consequently, performance that is less than the level anticipated by the customer. Because our customers rely on our products, services and maintenance support to manage a wide range of operations, the incorrect or improper use of our products, our failure to properly train customers on how to efficiently and effectively use our products, or our failure to properly provide implementation or maintenance services to our customers may result in negative publicity or legal claims against us. Also, as we continue to expand our customer base, any failure by us to properly provide these services will likely result in lost opportunities for follow-on sales of our products and services.

In addition, if there is substantial turnover of customer personnel responsible for implementation and use of our products, or if customer personnel are not well trained in the use of our products, customers may defer the deployment of our products, may deploy them in a more limited manner than originally anticipated or may not deploy them at all. Further, if there is substantial turnover of the customer personnel responsible for implementation and use of our products, our ability to make additional sales may be substantially limited.

***Our ability to sell our products is highly dependent on the quality of our professional services and technical support services and the support of our partners, and the failure of us or our partners to offer high-quality professional services or technical support services could damage our reputation and adversely affect our ability to sell our products and services to new customers and renew our licenses to existing customers.***

If we or our system integration providers do not effectively assist our customers in deploying our products, succeed in helping our customers quickly resolve post-deployment issues, and provide effective ongoing support, our ability to sell additional products and services to existing customers would be adversely affected and our reputation with potential customers could be damaged. Once our products are deployed and integrated with our customers' existing information technology investments and data, our customers may depend on our technical support services and/or the support of system integrators or internal resources to resolve any issues relating to our products. High-quality support is critical for the continued successful marketing and sale of our products. In addition, as we continue to expand our operations internationally, our support organization will face additional challenges, including those associated with delivering support, training and documentation in languages other than English. Many enterprise customers require higher levels of support than smaller customers. If we fail to meet the requirements of our larger customers, it may be more difficult to increase our penetration with larger customers, which is key to the growth of our revenues and profitability. As we rely more on system integrators to provide deployment and on-going support, our ability to ensure a high level of quality in addressing customer issues is diminished. Our failure to maintain high-quality implementation and support services, or to ensure that system integrators provide the same, could have a material adverse effect on our business, results of operations, financial condition and growth prospects.

***If we are unable to develop, introduce and market new and enhanced versions of our products, we may be put at a competitive disadvantage.***

Our success depends on our continued ability to develop, introduce and market new and enhanced versions of our products to meet evolving customer requirements. However, we cannot assure that this process can be maintained. If we fail to develop new products or enhancements to our existing products, our business could be adversely affected, especially if our competitors are able to introduce products with enhanced functionality. We plan to continue our investment in product development in future periods. It is critical to our success for us to anticipate changes in technology, industry standards and customer requirements and to successfully introduce new, enhanced and competitive products to meet our customers' and prospective customers' needs on a timely basis. However, we cannot assure that revenues will be sufficient to support the future product development that is required for us to be competitive. Although we may be able to release new products in addition to enhancements to existing products, we cannot assure that our new or upgraded products will be accepted by the market, will not be delayed or canceled, will not contain errors or "bugs" that could affect the performance of the products or cause damage to users' data, or will not be rendered obsolete by the introduction of new products or technological developments by others. If we fail to develop products that are competitive in technology and price and fail to meet customer needs, our market share will decline and our business and results of operations could be harmed.

***We may be subject to significant liability claims if our core system software fails and the limitation of liability provided in our license agreements may not protect us, which may adversely impact our financial condition.***

The license and support of our core system software creates the risk of significant liability claims against us. Our license agreements with our customers contain provisions designed to limit our exposure to potential liability claims. It is possible, however, that the limitation of liability provisions contained in such license agreements may not be enforced as a result of international, federal, state and local laws or ordinances or unfavorable judicial decisions. Breach of warranty or damage liability or injunctive relief resulting from such claims could have a material and adverse impact on our results of operations and financial condition.

***If we are unable to retain our personnel and hire and integrate additional skilled personnel, we may be unable to achieve our goals and our business will suffer.***

Our future success depends upon our ability to continue to attract, train, integrate and retain highly skilled employees, particularly our management team, sales and marketing personnel, professional services personnel and software engineers. Each of our executive officers and other key employees could terminate his or her relationship with us at any time. The loss of any member of our senior management team might significantly delay or prevent the achievement of our business or

development objectives and could materially harm our business. In addition, many of our senior management personnel are substantially vested in their stock option grants or other equity compensation. While we periodically grant additional equity awards to management personnel and other key employees to provide additional incentives to remain employed by us, employees may be more likely to leave us if a significant portion of their equity compensation is fully vested, especially if the shares underlying the equity awards have significantly appreciated in value. Our inability to attract and retain qualified personnel, or delays in hiring required personnel, may seriously harm our business, results of operations and financial condition.

We face intense competition for qualified individuals from numerous software and other technology companies. In addition, competition for qualified personnel is particularly intense in the San Francisco Bay Area, where our headquarters are located. Often, significant amounts of time and resources are required to train technical, sales and other personnel. We have a limited number of sales people. The loss of some of these sales people in a short period of time could have a negative impact on our sales efforts. Further, qualified individuals are in high demand. We may incur significant costs to attract and retain them, and we may lose new employees to our competitors or other technology companies before we realize the benefit of our investment in recruiting and training them. We may be unable to attract and retain suitably qualified individuals who are capable of meeting our growing technical, operational and managerial requirements, on a timely basis or at all, and we may be required to pay increased compensation in order to do so. Because of the technical nature of our products and services and the dynamic market in which we compete, any failure to attract, integrate and retain qualified direct sales, professional services and product development personnel, as well as our contract workers, could have a material adverse effect on our ability to generate sales or successfully develop new products, customer and consulting services and enhancements of existing products. Also, to the extent we hire personnel from competitors, we may be subject to allegations that they have been improperly solicited or divulged proprietary or other confidential information.

***Our ability to effectively use equity compensation to help attract and retain qualified personnel may be limited by our stockholders, and equity compensation arrangements may negatively impact our results of operations.***

We intend to continue to issue stock options and restricted stock units as key components of our overall compensation and employee attraction and retention efforts. We may face pressure from stockholders, who must approve extraordinary increases in our equity compensation pool, to limit the use of equity-based compensation so as to minimize its dilutive effect on stockholders. In addition, we are required under GAAP to recognize compensation expense in our results of operations for employee share-based equity compensation under our equity grants, which may negatively impact our results of operations and may increase the pressure to limit equity-based compensation. These factors may make it more difficult or unlikely for us to continue granting attractive equity-based compensation packages to our employees, which could adversely impact our ability to attract and retain key employees. If we lose any senior executive or other key employee, our business and results of operations could be materially and adversely affected.

***Failure to manage our rapid growth effectively could harm our business.***

We have recently experienced rapid growth, and expect to continue to experience growth, in our number of employees and in our international operations that has placed, and will continue to place, a significant strain on our operational and financial resources and our personnel. To manage our anticipated future growth effectively, we must continue to maintain and may need to enhance our information technology infrastructure, financial and accounting systems and controls and manage expanded operations and employees in geographically distributed locations. We also must attract, train and retain a significant number of additional qualified sales and marketing personnel, professional services personnel, software engineers, technical personnel and management personnel. Our failure to manage our growth effectively could have a material adverse effect on our business, results of operations and financial condition. Our growth could require significant capital expenditures and may divert financial resources from other projects, such as the development of new services or product enhancements. For example, since it may take as long as six months to hire and train a new member of our professional services staff, we make decisions regarding the size of our professional services staff based upon our expectations with respect to customer demand for our products and services. If these expectations are incorrect, and we increase the size of our professional services organization without experiencing an increase in sales of our products and services, we will experience reductions in our gross and operating margins and net income. If we are unable to effectively manage our growth, our expenses may increase more than expected, our revenues could decline or grow more slowly than expected and we may be unable to implement our business strategy. We also intend to continue to expand into additional international markets which, if not technologically or commercially successful, could harm our financial condition and prospects.

***Our international sales and operations subject us to additional risks that can adversely affect our business, results of operations and financial condition.***

We sell our products and services to customers located outside the United States and Canada, and we are continuing to expand our international operations as part of our growth strategy. In fiscal years 2013, 2012 and 2011, 28%, 30% and 34% of our revenues, respectively, were derived from outside of the United States and Canada. Our current international operations and our plans to expand our international operations subject us to a variety of risks, including:

- increased management, travel, infrastructure and legal compliance costs associated with having multiple international operations;
- unique terms and conditions in contract negotiations imposed by customers in foreign countries;
- longer payment cycles and difficulties in enforcing contracts and collecting accounts receivable;
- the need to localize our products and licensing programs for international customers;
- lack of familiarity with and unexpected changes in foreign regulatory requirements;
- increased exposure to fluctuations in currency exchange rates;
- the burdens of complying with a wide variety of foreign laws and legal standards;
- compliance with the U.S. Foreign Corrupt Practices Act of 1977, as amended (“FCPA”), the U.K. Bribery Act and other anti-corruption regulations, particularly in emerging market countries;
- import and export license requirements, tariffs, taxes and other trade barriers;
- increased financial accounting and reporting burdens and complexities;
- weaker protection of intellectual property rights in some countries;
- multiple and possibly overlapping tax regimes; and
- political, social and economic instability abroad, terrorist attacks and security concerns in general.

As we continue to expand our business globally, our success will depend, in large part, on our ability to anticipate and effectively manage these and other risks associated with our international operations. Any of these risks could harm our international operations and reduce our international sales, adversely affecting our business, results of operations, financial condition and growth prospects.

***If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our results of operations could fall below expectations of securities analysts and investors, resulting in a decline in our stock price.***

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of Item 7 of Part II of this Annual Report on Form 10-K and Note 1 of Notes to Consolidated Financial Statements, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenues and expenses that are not readily apparent from other sources. Because our customer contracts are highly negotiated, they often include unique terms and conditions that require judgment with respect to revenue recognition. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in our stock price.

***We incur increased costs as a result of operating as a public company, and our management is required to devote substantial time to compliance initiatives.***

As a public company, we incur legal, accounting and other expenses that we did not incur as a private company. In addition, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley Act”), as well as rules subsequently implemented by the Securities and Exchange Commission (“SEC”) and the New York Stock Exchange, impose additional requirements on public companies, including specific corporate governance practices. During fiscal year 2013, we were required to comply with Section 404 of the Sarbanes-Oxley Act and incurred costs to implement additional internal controls as well as to obtain an independent auditors report on our internal control over financial reporting. Additionally, the listing requirements of the New York Stock Exchange require that we satisfy numerous corporate governance requirements. Our management and other personnel will continue to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations increase our legal, accounting and financial compliance costs and make some activities more time-consuming and costly. These rules and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as executive officers.

***We may not be able to obtain capital when desired on favorable terms, if at all, or without dilution to our stockholders.***

We may need additional financing to execute on our current or future business strategies, including to:

- hire additional personnel;
- develop new or enhance existing products and services;
- enhance our operating infrastructure;
- acquire businesses or technologies; or
- otherwise respond to competitive pressures.

If we raise additional funds through the issuance of equity or convertible debt securities, the percentage ownership of our stockholders could be significantly diluted, and these newly-issued securities may have rights, preferences or privileges senior to those of existing stockholders. If we incur additional funds through debt financing, a substantial portion of our operating cash flow may be dedicated to the payment of principal and interest on such indebtedness, thus limiting funds available for our business activities. We cannot assure you that additional financing will be available on terms favorable to us, or at all. If adequate funds are not available or are not available on acceptable terms, when we desire them, our ability to fund our operations, take advantage of unanticipated opportunities, develop or enhance our products and services, or otherwise respond to competitive pressures would be significantly limited. Any of these factors could harm our results of operations.

***If we fail to maintain effective internal control over financial reporting in the future, the accuracy and timing of our financial reporting may be adversely affected.***

Preparing our consolidated financial statements involves a number of complex manual and automated processes, which are dependent upon individual data input or review and require significant management judgment. One or more of these elements may result in errors that may not be detected and could result in a material misstatement of our consolidated financial statements. The Sarbanes-Oxley Act requires, among other things, that as a publicly-traded company we disclose whether our internal control over financial reporting and disclosure controls and procedures are effective.

If a material misstatement occurs in the future, we may fail to meet our future reporting obligations, we may need to restate our financial results and the price of our common stock may decline. Any failure of our internal controls could also adversely affect the results of the periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that are required under Section 404 of the Sarbanes-Oxley Act, which became applicable to us beginning with the filing of this Annual Report on Form 10-K for the fiscal year ended July 31, 2013. Effective internal controls are necessary for us to produce reliable financial reports and are important to helping prevent financial fraud. Furthermore, any potential transition in enterprise resource planning or other major operational system could impact the timely generation of our financial statements. If we cannot provide reliable financial reports or prevent fraud, our business and results of operations could be harmed, investors could lose confidence in our reported financial information, and the trading price of our stock could drop significantly.

***If tax laws change or we experience adverse outcomes resulting from examination of our income tax returns, it could adversely affect our results of operations.***

We are subject to federal, state and local income taxes in the United States and in foreign jurisdictions. Our future effective tax rates and the value of our deferred tax assets could be adversely affected by changes in tax laws. In addition, we are subject to the examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from such examinations to determine the adequacy of our provision for income taxes. Significant judgment is required in determining our worldwide provision for income taxes. Although we believe we have made appropriate provisions for taxes in the jurisdictions in which we operate, changes in the tax laws or challenges from tax authorities under existing tax laws could adversely affect our business, financial condition and results of operations.

***Our business is subject to the risks of earthquakes, fire, floods and other natural catastrophic events, and to interruption by manmade problems such as computer viruses or terrorism.***

Our corporate headquarters and the majority of our operations are located in the San Francisco Bay Area, a region known for seismic activity. A significant natural disaster, such as an earthquake, tsunami, fire or a flood, could have a material adverse impact on our business, results of operations and financial condition. In addition, our servers are vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering with our computer systems. Acts of terrorism could cause disruptions in our or our customers' business or the economy as a whole. To the extent that such disruptions result in delays or cancellations of customer orders, or the deployment of our products, our business, results of operations and financial condition would be adversely affected.



***Our stock price may be volatile, which could result in securities class action litigation against us.***

The market price of our common stock could be subject to wide fluctuations in response to, among other things, the risk factors described in this report, and other factors beyond our control, such as fluctuations in the valuation of companies perceived by investors to be comparable to us.

Furthermore, the stock markets have experienced price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political and market conditions, such as recessions, interest rate changes or international currency fluctuations, may negatively affect the market price of our common stock.

In the past, many companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may become the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management's attention from other business concerns, which could seriously harm our business.

***If research analysts do not publish research about our business or if they issue unfavorable commentary or downgrade our common stock, our stock price and trading volume could decline.***

The trading market for our common stock depends in part on the research and reports that research analysts publish about us and our business. If we do not maintain adequate research coverage, or if one or more analysts who covers us downgrades our stock or publishes inaccurate or unfavorable research about our business, the price of our common stock could decline. If one or more of the research analysts ceases coverage of our company or fails to publish reports on us regularly, demand for our common stock could decrease, which could cause our stock price or trading volume to decline.

***We currently do not intend to pay dividends on our common stock and, consequently, your only opportunity to achieve a return on your investment is if the price of our common stock appreciates.***

We currently do not plan to declare dividends on shares of our common stock in the foreseeable future. Consequently, the only opportunity to achieve a return on investment in our company will be if the market price of our common stock appreciates and shares are sold at a profit.

***Certain provisions of our certificate of incorporation and bylaws and of Delaware law could prevent a takeover that stockholders consider favorable and could also reduce the market price of our stock.***

Our amended and restated certificate of incorporation and our amended and restated bylaws contain provisions that could delay or prevent a merger, acquisition or other change in control that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions may also prevent or delay attempts by stockholders to replace or remove our current management or members of our board of directors. These provisions include:

- providing for a classified board of directors with staggered three-year terms, which could delay the ability of stockholders to change the membership of a majority of our board of directors;
- not providing for cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- authorizing our board of directors to issue, without stockholder approval, preferred stock rights senior to those of common stock, which could be used to significantly dilute the ownership of a hostile acquirer;
- prohibiting stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;
- limiting the persons who may call special meetings of stockholders, which could delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors; and
- requiring advance notification of stockholder nominations and proposals, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of us.

The affirmative vote of the holders of at least 66 2/3% of our shares of capital stock entitled to vote is generally necessary to amend or repeal the above provisions that are contained in our amended and restated certificate of incorporation. Also, absent approval of our board of directors, our amended and restated bylaws may only be amended or repealed by the affirmative vote of the holders of at least 50% of our shares of capital stock entitled to vote.

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In addition, we are subject to the provisions of Section 203 of the Delaware General Corporation Law. These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding common stock, from engaging in certain business combinations without approval of substantially all of our stockholders for a certain period of time.

These and other provisions in our amended and restated certificate of incorporation, our amended and restated bylaws and under Delaware law could discourage potential takeover attempts, reduce the price that investors might be willing to pay for shares of our common stock in the future and result in the market price being lower than it would be without these provisions.

**Item 1B. Unresolved Staff Comments**

Not applicable.

**Item 2. Properties**

Our corporate headquarters are located in Foster City, California, where we currently have a seven year lease for approximately 97,674 square feet of space that commenced on August 1, 2012. We also lease facilities for our distributed sales and international operations in Exton, Pennsylvania; Dublin, Ireland; Edina, Minnesota; London, United Kingdom; Mississauga, Ontario, Canada; Munich, Germany; Paris, France; Sydney, Australia; Tokyo, Japan; and Warsaw, Poland.

We believe that our facilities are suitable to meet our current needs. We intend to expand our facilities or add new facilities as we add employees and enter new geographic markets, and we believe that suitable additional or alternative space will be available as needed to accommodate any such growth. However, we expect to incur additional expenses in connection with such new or expanded facilities, including our corporate headquarters.

**Item 3. Legal Proceedings**

In December 2007, Accenture Global Services GmbH and Accenture LLP (collectively, "Accenture"), a competitor, filed a lawsuit against the Company in the U.S. District Court for the District of Delaware (the "Delaware Court") (Accenture Global Services GmbH and Accenture LLP v. Guidewire Software, Inc., Case No 07-826-SLR). Accenture alleged infringement of U.S. Patent No. 7,013,284 (the "'284 patent"), among others, by our products; trade-secret misappropriation; and tortious interference with business relations. Accenture sought damages and an injunction. The Company denied Accenture's claims, and asserted counterclaims seeking a declaration that our products do not infringe the patents, that the patents are invalid and that the '284 patent is unenforceable. We also asserted counterclaims against Accenture for breach of contract and trade secret misappropriation. On May 31, 2011, the Delaware Court granted the Company's motion for summary judgment finding that Accenture's '284 patent is invalid. In July 2011, Accenture filed an appeal to the United States Court of Appeals for the Federal Circuit (the "Appeals Court") of the Delaware Court's judgment of invalidity of the '284 patent.

In October 2011, the Company agreed with Accenture to resolve all outstanding litigation concerning our respective insurance claims management software. As part of the settlement, the parties agreed to a royalty free cross license of all then-current patents and patent applications. In connection with the settlement, the Company has paid \$10.0 million to Accenture with a potential additional payment based on the final outcome of Accenture's appeal regarding the validity of its '284 patent. On September 5, 2013, the Appeals Court ruled in the Company's favor, affirming the decision of the District Court and holding the '284 patent invalid. Accenture may still request United States Supreme Court review or rehearing by the full Federal Circuit sitting en banc, and, if Accenture is allowed to appeal and is ultimately successful, then we have agreed to pay Accenture an additional \$20.0 million. Otherwise, no further payments would be due in connection with the settlement. The Company will continue to vigorously defend the decision of the District Court and the affirmation of the Appeals Court, by opposing any requests for rehearing or further review, as well as defending any such appeal if allowed.

In addition to the matters described above, from time-to-time, we are involved in various other legal proceedings arising from the normal course of business activities.

**Item 4. Mine Safety Disclosures**

Not applicable.

**PART II****Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity****Securities**

Our common stock has been listed on the New York Stock Exchange (“NYSE”) under the symbol “GWRE” since January 25, 2012. Prior to that date, there was no public trading market for our common stock. The following table sets forth the high and low sales price per share of our common stock as reported on the NYSE for the periods indicated:

	Fiscal Year 2013		Fiscal Year 2012 (1)	
	High	Low	High	Low
First Quarter	\$ 33.15	\$ 24.00	\$ —	\$ —
Second Quarter	\$ 34.54	\$ 25.46	\$ 18.50	\$ 16.45
Third Quarter	\$ 41.20	\$ 30.25	\$ 38.13	\$ 18.00
Fourth Quarter	\$ 45.73	\$ 37.31	\$ 29.50	\$ 22.40

(1) Fiscal year 2012 stock prices shown reflect prices subsequent to our IPO on January 25, 2012.

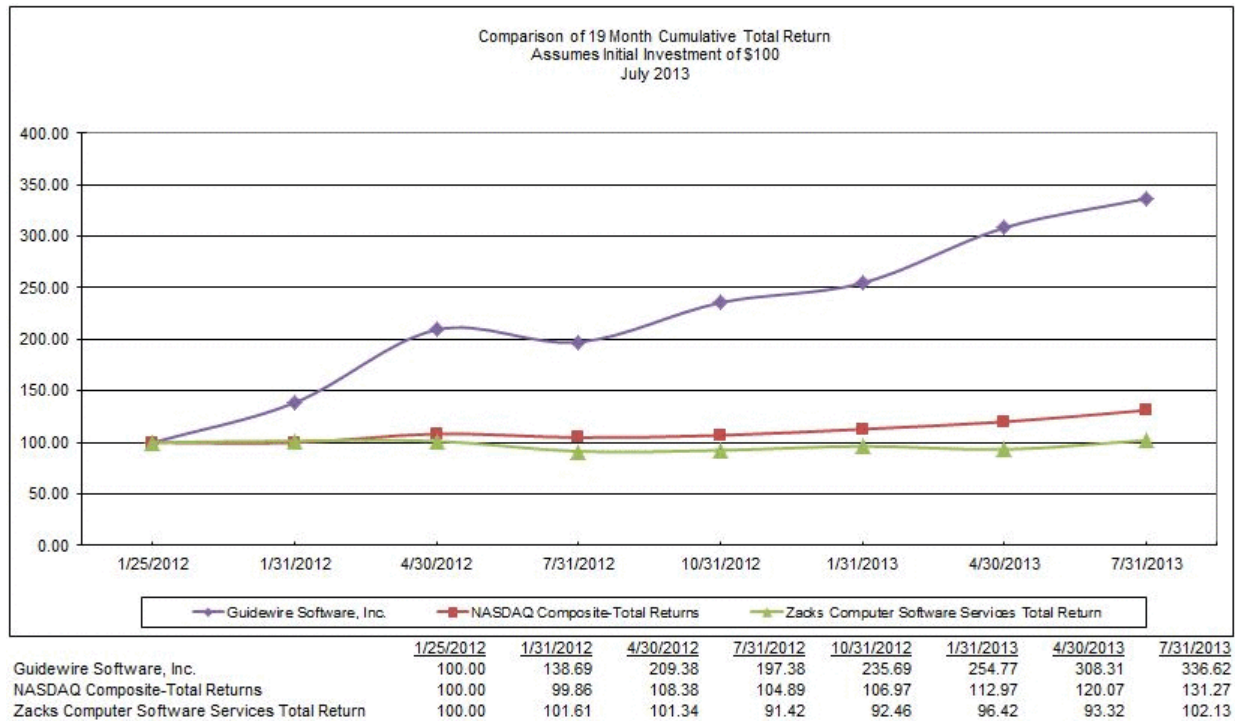
On July 31, 2013, the last reported sale price of our common stock on the New York Stock Exchange was \$43.76 per share. As of July 31, 2013, we had 132 holders of record of our common stock. The actual number of stockholders is greater than this number of record holders, and includes stockholders who are beneficial owners, but whose shares are held in street name by brokers and other nominees. This number of holders of record also does not include stockholders whose shares may be held in trust by other entities.

We have never declared or paid, and do not anticipate declaring or paying, any cash dividends on our capital stock. Any future determination as to the declaration and payment of dividends, if any, will be at the discretion of our board of directors and will depend on then existing conditions, including our financial condition, operating results, contractual restrictions, capital requirements, business prospects and other factors our board of directors may deem relevant.

**Performance Graph**

This performance graph shall not be deemed “soliciting material” or to be “filed” with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“the Exchange Act”) or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of the company under the Securities Act of 1933, as amended (the “Securities Act”) or the Exchange Act.

The following graph shows a comparison from January 25, 2012 (the date our common stock commenced trading on the NYSE) through July 31, 2013 of the cumulative total return for our common stock, the NASDAQ Composite Total Returns Index and the Zacks Computer Software Services Total Return Index. Such returns are based on historical results and are not intended to suggest future performance. Data for the NASDAQ Composite Index and the Zacks Computer Software Services Total Return Index assume reinvestment of dividends.



### Unregistered Sales of Equity Securities and Use of Proceeds

#### *Issuer Purchases of Equity Securities*

There were no repurchases of shares of our common stock made during the three months ended July 31, 2013.

#### **Item 6. Selected Financial Data**

### SELECTED CONSOLIDATED FINANCIAL DATA

The selected consolidated statements of operations data for the years ended July 31, 2013, 2012 and 2011 and the consolidated balance sheet data as of July 31, 2013 and 2012 are derived from our audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K. The selected consolidated statements of operations for the years ended July 31, 2010 and 2009 and the consolidated balance sheet data as of July 31, 2011, 2010 and 2009 are derived from our audited consolidated financial statements which are not included in this Annual Report on Form 10-K. Our historical results are not necessarily indicative of the results that may be expected in any future annual or interim period. You should read the following selected consolidated historical financial data below in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

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	Fiscal years ended July 31,				
	2013	2012	2011	2010	2009
	(in thousands, except per share data)				
Total revenues	\$ 300,649	\$ 232,061	\$ 172,472	\$ 144,691	\$ 84,745
Total cost of revenues <sup>(1)</sup>	131,743	91,410	68,344	55,471	41,656
Total gross profit	168,906	140,651	104,128	89,220	43,089
Operating expenses:					
Research and development <sup>(1)</sup>	66,346	50,462	34,773	28,273	22,356
Sales and marketing <sup>(1)</sup>	53,301	38,254	28,950	26,741	21,559
General and administrative <sup>(1)</sup>	32,414	28,336	23,534	16,192	9,646
Litigation provision	—	—	10,000	—	—
Total operating expenses	152,061	117,052	97,257	71,206	53,561
Income (loss) from operations	16,845	23,599	6,871	18,014	(10,472)
Interest income, net	498	308	156	95	27
Other income (expenses), net	(131)	(728)	1,269	(391)	(123)
Income (loss) before provision for income taxes	17,212	23,179	8,296	17,718	(10,568)
Provision for (benefit from) income taxes	1,829	7,979	(27,262)	2,199	398
Net income (loss)	15,383	15,200	35,558	15,519	(10,966)
Earnings per share:					
Basic	\$ 0.27	\$ 0.29	\$ 0.83	\$ 0.32	\$ (0.83)
Diluted	\$ 0.25	\$ 0.25	\$ 0.76	\$ 0.30	\$ (0.83)
Shares used in computing earnings per share: <sup>(2)</sup>					
Basic	56,331,018	34,774,983	14,064,055	13,535,736	13,284,938
Diluted	61,943,087	41,509,185	17,763,859	15,933,374	13,284,938

(1) Includes stock-based compensation as follows:

	Fiscal years ended July 31,				
	2013	2012	2011	2010	2009
	(in thousands)				
Cost of maintenance revenue	\$ 1,217	\$ 379	\$ 120	\$ 46	\$ 44
Cost of services revenue	12,493	3,741	1,264	879	736
Research and development	9,131	3,759	1,372	769	688
Sales and marketing	5,970	2,936	903	755	857
General and administrative	9,588	7,443	3,021	905	464
Total stock-based compensation expenses	\$ 38,399	\$ 18,258	\$ 6,680	\$ 3,354	\$ 2,789

(2) See Note 4 to our consolidated financial statements for an explanation of the calculations of our actual basic and diluted earnings per share attributable to common stockholders.

	July 31, 2013	July 31, 2012	July 31, 2011	July 31, 2010	July 31, 2009
		(in thousands)			
Cash and cash equivalents	\$ 79,767	\$ 205,718	\$ 59,625	\$ 37,411	\$ 27,585
Working capital (deficit)	135,309	169,278	12,541	(5,382)	(13,523)
Short-term and long-term investments	127,972	—	—	—	—
Total assets	312,270	284,247	126,540	60,055	54,741
Total stockholders' equity (deficit)	228,429	183,962	18,152	(25,145)	(44,648)

**Adjusted EBITDA**

We believe Adjusted EBITDA, a non-GAAP financial measure, is useful in evaluating our operating performance compared to that of other companies in our industry, as this metric generally eliminates the effects of certain items that may vary for different companies for reasons unrelated to overall operating performance. We believe that:

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- Adjusted EBITDA provides investors and other users of our financial information consistency and comparability with our past financial performance, facilitates period-to-period comparisons of operations and facilitates comparisons with other companies, many of which use similar non-GAAP financial measures to supplement their GAAP results; and
- it is useful to exclude non-cash charges, such as depreciation and amortization, stock-based compensation and one-time charges such as our litigation provision from Adjusted EBITDA because the amount of such expense in any specific period may not directly correlate to the underlying performance of our business operations and these expenses can vary significantly between periods.

We use Adjusted EBITDA in conjunction with traditional GAAP measures as part of our overall assessment of our performance, including the preparation of our annual operating budget and quarterly forecasts, to evaluate the effectiveness of our business strategies and to communicate with our board of directors concerning our financial performance.

Adjusted EBITDA should not be considered as a substitute for other measures of financial performance reported in accordance with GAAP. There are limitations to using non-GAAP financial measures, including that other companies may calculate these measures differently than we do. We compensate for the inherent limitations associated with using Adjusted EBITDA through disclosure of these limitations, presentation of our financial statements in accordance with GAAP and reconciliation of Adjusted EBITDA to the most directly comparable GAAP measure, net income (loss).

The following provides a reconciliation of net income (loss) to Adjusted EBITDA:

	Fiscal years ended July 31,				
	2013	2012	2011	2010	2009
	(unaudited, in thousands)				
Net income (loss)	\$ 15,383	\$ 15,200	\$ 35,558	\$ 15,519	\$ (10,966)
Non-GAAP adjustments:					
Provision for (benefit from) income taxes	1,829	7,979	(27,262)	2,199	398
Other (income) expense, net	131	728	(1,269)	391	123
Interest income, net	(498)	(308)	(156)	(95)	(27)
Litigation provision	—	—	10,000	—	—
Depreciation and amortization	4,821	2,917	2,226	1,376	1,306
Stock-based compensation	38,399	18,258	6,680	3,354	2,789
Adjusted EBITDA	\$ 60,065	\$ 44,774	\$ 25,777	\$ 22,744	\$ (6,377)

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes thereto included in Item 8 and the Risk Factors included in Item 1A of Part I of this Annual Report on Form 10-K. All information presented herein is based on our fiscal calendar. Unless otherwise stated, references in this report to particular years or quarters refer to our fiscal years ended in July and the associated quarters of those fiscal years. We assume no obligation to revise or update any forward-looking statements for any reason, except as required by law.*

### **Overview**

We are a leading provider of core system software to the global P&C insurance industry. Our solutions serve as the transactional systems-of-record for, and enable the key functions of, a P&C insurance carrier's business: underwriting and policy administration, claims management and billing. Since our inception, our mission has been to empower P&C insurance carriers to transform and improve their businesses by replacing their legacy core systems with our software platform.

We derive our revenues from licensing our software applications, providing maintenance support and providing professional services to the extent requested by our customers. Our license revenues are primarily generated through annual license fees that recur during the term of our multi-year contracts. These multi-year contracts have an average term of approximately five years and are renewed on an annual or multi-year basis. In certain cases, when required by a customer, we license our software on a perpetual license basis. In addition, certain of our multi-year term licenses provide the customer with the option to purchase a perpetual license at the end of the initial contract term. We generally price our licenses based on the amount of direct written premiums ("DWP") that will be managed by our solutions. We typically invoice our customers annually in advance and quarterly in certain cases for both term license and maintenance fees, and we invoice our perpetual license customers either in full at contract signing or on an installment basis and invoice related maintenance fees annually, in advance.

To extend our technology leadership position in our market, we intend to continue to focus on product innovation through research and development and aggressively pursue new customers and up-sell additional products within our existing customer base. This will require us to make continued investment in our research and development and sales and marketing functions to capitalize on opportunities for growth. We expect research and development, sales and marketing and general and administrative expenses to continue to increase in absolute dollars for the foreseeable future to support this strategy. Research and development and sales and marketing expenses are also expected to increase as a percentage of revenues in future periods as we focus on expanding our technological leadership.

We face a number of risks in the execution of our strategy, including reliance on sales to a relatively small number of large customers, variances in the mix amongst our components of revenues, which could result in lower gross margin from services revenues as compared to license and maintenance revenues, and the overall impact of weakening economic conditions on the insurance industry. We believe that our focus on continued product innovation and customer wins and renewals will support the expansion of our license sales and reduce the impact from weakened economic conditions.

We sell our core system software primarily through our direct sales force. Our sales cycle for new customers is typically 12 to 24 months. Product implementations, the primary driver of our services revenues, typically last 6 to 24 months and may take longer.

### **Opportunities, Challenges & Risks**

Since August 2010, our license revenues from new orders and subsequent annual and, in some cases, quarterly payments have generally been recognized when payment is due from our customers. Historically, and to a lesser extent during fiscal years 2013, 2012 and 2011, our license revenues from existing orders have been recognized under three methods: under the residual method when payment is due and payable from our customers, under the percentage-of-completion method as we complete customer implementations of our software, or under the zero-gross-margin method as we complete customer implementations of our software. Our license revenues accounted for 41%, 42% and 43% of our total revenues during the fiscal years ended July 31, 2013, 2012 and 2011, respectively.

Our maintenance revenues are generally recognized annually over the committed maintenance term. Our maintenance fees are typically priced as a fixed percentage of the associated license fees and generate lower gross margins than our license revenues. Our maintenance revenues accounted for 13%, 13% and 12% of our total revenues during the fiscal years ended July 31, 2013, 2012 and 2011, respectively.

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We generally charge services fees on a time and materials basis and revenues are typically recognized upon delivery of our services. In certain offerings sold as fixed fee arrangements, we recognize services revenues on a proportional performance basis as performance obligations are completed by using the ratio of labor hours to date as an input measure compared to total estimated labor hours for the consulting services. We derive our services revenues primarily from implementation services performed for our customers, revenues related to reimbursable travel expenses and training fees. Our services revenues generate lower gross margins than our license and maintenance revenues and accounted for 46%, 45% and 45% of our total revenues during the fiscal years ended July 31, 2013, 2012 and 2011, respectively.

We enter into multi-year renewable contracts to license our software. Regardless of contract length, we typically invoice our customers for annual amounts at the beginning of the corresponding period. Our deferred revenues consist only of amounts that have been invoiced, but not yet recognized as revenues. As a result, deferred revenues and change in deferred revenues are incomplete measures of the strength of our business and are not necessarily indicative of our future performance. Further, we expect to recognize our current deferred services revenue into income but do not expect significant deferrals of services revenue in future periods. Deferred license and service revenues related to projects under contract accounting as of July 31, 2013 were \$2.2 million and \$2.0 million, respectively, while deferred license and service revenues related to projects under contract accounting as of July 31, 2012 were \$10.2 million and \$5.6 million, respectively. Such deferral is in accordance with our Revenue Recognition policy as described under Critical Accounting Policies and Estimates.

We have historically experienced seasonal variations in our revenues as a result of increased customer orders in our second and fourth fiscal quarters and subsequent annual renewal fees. We generally see increased orders in our second fiscal quarter, which is the quarter ended January 31, due to customer buying patterns. We also see increased orders in our fourth fiscal quarter due to efforts by our sales team to achieve annual incentives. As a result, a significantly higher percentage of our annual license fees are invoiced and recognized as revenues during those quarters at contract inception or in the subsequent quarter when the annual license payment is due and in subsequent years upon the anniversary of the contract date. We generally expect these seasonal trends to continue in the future, which may cause quarterly fluctuations in our results of operations and certain financial metrics.

Our quarterly growth in revenues may not match up to new orders we receive in a given quarter. This mismatch is primarily due to the following reasons:

- for the initial year of a multi-year term license, we generally recognize revenues when payment is due and payment may not be due until a subsequent fiscal quarter;
- we may enter into license agreements with specified terms for product upgrades or functionality, which may require us to delay revenue recognition until the period in which the upgrade or functionality is delivered; and
- we may enter into license agreements with other contractual terms that may affect the timing of revenue recognition.

Our revenue seasonality may fluctuate versus comparable prior periods or prior quarters within the same fiscal year based on when new orders are executed in the quarter and the payment terms of each order. Additionally, our revenue may fluctuate if our customers make an early payment of their annual fees. Our ability to renew existing contracts for multiple year terms versus annual automatic renewals may impact revenue recognition.

We generally charge annual software license fees for our multi-year term licenses and price our licenses based on the amount of direct written premiums (“DWP”) that will be managed by our solutions. However, in rare circumstances, our customers desire the ability to purchase our products on a perpetual license basis, resulting in an acceleration of revenue recognition. Milestone payments in a perpetual license order also cause seasonal variations. Our perpetual license revenues are not consistent from period to period. In addition, a few of our multi-year term licenses provide the customer with the option to purchase a perpetual license at the end of the initial contract term, which we refer to as a perpetual buyout right. The mix of our contract terms for our licenses and the exercise of perpetual buyout rights at the end of the initial contract term by our customers may lead to variability in our results of operations. Increases in perpetual license sales and exercises of perpetual buyout rights by our customers may affect our ability to show consistent growth in license revenues in subsequent periods. Reductions in perpetual licenses in future periods could cause adverse period-to-period comparisons of our financial results.

In addition, because we price our products based on the amount of DWP that will be managed by our solutions, license revenues from each customer may fluctuate up or down based upon insurance policies sold by the customer in the preceding year. If we enter into a new territory, our revenue recognition pattern may change depending on the contractual terms and local laws and regulations.

We generated revenues of \$300.6 million, \$232.1 million and \$172.5 million in the years ended July 31, 2013, 2012 and 2011, respectively. We generate the majority of our revenues in the United States and Canada. Our revenues from outside the



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United States and Canada as a percentage of total revenues were 28%, 30% and 34% in the years ended July 31, 2013, 2012 and 2011, respectively. We generated net income of \$15.4 million, \$15.2 million and \$35.6 million in the years ended July 31, 2013, 2012 and 2011, respectively. No customer accounted for 10% or more of our revenues for the years ended July 31, 2013, 2012 and 2011. Our ten largest customers accounted for 33%, 35% and 41% of our total revenues for the years ended July 31, 2013, 2012 and 2011, respectively, and we expect this percentage to continue to decrease over time. We count as customers distinct buying entities, which may include multiple national or regional subsidiaries of large, global P&C insurance carriers.

**Key Business Metrics**

We use certain key metrics to evaluate and manage our business, including rolling four-quarter recurring revenues from term licenses and total maintenance. In addition, we present select GAAP and non-GAAP financial metrics that we use internally to manage the business and that we believe are useful for investors. These metrics include Adjusted EBITDA and operating cash flow.

**Four-Quarter Recurring Revenues**

We measure four-quarter recurring revenues by adding the total term license revenues and total maintenance revenues recognized in the preceding four quarters ended in the stated period and excluding perpetual license revenues, revenues from perpetual buyout rights and services revenues. This metric allows us to better understand the trends in our recurring revenues because it typically reduces the variations in any particular quarter caused by seasonality, the effects of the annual invoicing of our term licenses and certain effects of contractual provisions that may accelerate or delay revenue recognition in some cases. Our four-quarter recurring revenues for each of the nine periods presented were:

	Four quarters ended								
	July 31, 2013	April 30, 2013	January 31, 2013	October 31, 2012	July 31, 2012	April 30, 2012	January 31, 2012	October 31, 2011	July 31, 2011
	(in thousands)								
Term license revenues	\$ 112,863	\$ 95,303	\$ 92,792	\$ 83,114	\$ 74,869	\$ 70,165	\$ 70,871	\$ 64,174	\$ 60,541
Total maintenance revenues	37,561	35,548	34,207	31,802	29,538	27,581	25,412	23,818	21,321
Total four-quarter recurring revenues	<u>\$ 150,424</u>	<u>\$ 130,851</u>	<u>\$ 126,999</u>	<u>\$ 114,916</u>	<u>\$ 104,407</u>	<u>\$ 97,746</u>	<u>\$ 96,283</u>	<u>\$ 87,992</u>	<u>\$ 81,862</u>

**Adjusted EBITDA**

We believe Adjusted EBITDA, a non-GAAP measure, is useful, in addition to other financial measures presented in accordance with GAAP, in evaluating our operating performance compared to that of other companies in our industry, as this metric generally eliminates the effects of certain items that may vary for different companies for reasons unrelated to overall operating performance. Please refer to Item 6, *Selected Financial Data*, for further details on why we use this metric and why we believe this metric is useful to our stockholders.

The following table provides a reconciliation of net income to Adjusted EBITDA:

	Fiscal years ended July 31,		
	2013	2012	2011
	(unaudited, in thousands)		
Net income	\$ 15,383	\$ 15,200	\$ 35,558
Non-GAAP Adjustments:			
Provision for (benefit from) income taxes	1,829	7,979	(27,262)
Other (income) expense, net	131	728	(1,269)
Interest income, net	(498)	(308)	(156)
Litigation provision	—	—	10,000
Depreciation and amortization	4,821	2,917	2,226
Stock-based compensation	38,399	18,258	6,680
Adjusted EBITDA	<u>\$ 60,065</u>	<u>\$ 44,774</u>	<u>\$ 25,777</u>

## Operating Cash Flows

We monitor our cash flows from operating activities, or operating cash flows, as a key measure of our overall business performance, which enables us to analyze our financial performance without the effects of certain non-cash items such as depreciation and amortization and stock-based compensation expenses. Additionally, operating cash flows takes into account the impact of changes in deferred revenues, which reflects the receipt of cash payment for products before they are recognized as revenues. Our operating cash flows are significantly impacted by changes in deferred revenues, timing of bonus payments and collections of accounts receivable. They were also impacted by the payment of a litigation settlement during the three months ended October 31, 2011. As a result, our operating cash flows fluctuate significantly on a quarterly basis. Operating cash flows were \$32.5 million, \$17.1 million and \$27.7 million for fiscal years 2013, 2012 and 2011, respectively. For a further discussion of our operating cash flows, see “Liquidity and Capital Resources—Cash Flows from Operating Activities.”

## Critical Accounting Policies and Estimates

Our consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States and include our accounts and the accounts of our wholly-owned subsidiaries. The preparation of our consolidated financial statements requires our management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities and disclosures for contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the applicable periods. Management bases its estimates, assumptions and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances. Different assumptions and judgments would change the estimates used in the preparation of our consolidated financial statements which, in turn, could change the results from those reported. Our management evaluates its estimates, assumptions and judgments on an ongoing basis. The critical accounting policies requiring estimates, assumptions and judgments that we believe have the most significant impact on our consolidated financial statements are described below.

### Revenue Recognition

We enter into arrangements to deliver multiple products or services (multiple-elements). We apply software revenue recognition rules and allocate the total revenues among elements based on vendor-specific objective evidence (“VSOE”) of fair value of each element. We recognize revenue on a net basis excluding taxes collected from customers and remitted to government authorities.

Revenues are derived from three sources:

- (i) License fees, related to term (or time-based) and perpetual software license revenue;
- (ii) Maintenance fees, related to email and phone support, bug fixes and unspecified software updates and upgrades released when, and if available during the maintenance term; and
- (iii) Services fees, related to professional services related to implementation of our software, reimbursable travel and training.

Revenues are recognized when all of the following criteria are met:

- *Persuasive evidence of an arrangement exists.* Evidence of an arrangement consists of a written contract signed by both the customer and management prior to the end of the period.
- *Delivery or performance has occurred.* Our software is delivered electronically to the customer. Delivery is considered to have occurred when we provide the customer access to the software along with login credentials.
- *Fees are fixed or determinable.* Arrangements where a significant portion of the fee is due beyond 90 days from delivery are not considered to be fixed or determinable. Revenues from such arrangements are recognized as payments become due, assuming all other revenue recognition criteria have been met. Fees from term licenses are generally due in annual or, in certain cases, quarterly installments over the term of the agreement beginning on the effective date of the license. Accordingly, fees from term licenses are not considered to be fixed or determinable until they become due.
- *Collectability is probable.* Collectability is assessed on a customer-by-customer basis, based primarily on creditworthiness as determined by credit checks and analysis, as well as customer payment history. Payment terms generally range from 30 to 90 days from invoice date. If it is determined prior to revenue recognition that collection of an arrangement fee is not probable, revenues are deferred until collection becomes probable or cash is collected, assuming all other revenue recognition criteria are satisfied.

VSOE of fair value does not exist for our software licenses; therefore, for all arrangements that do not include services that are essential to the functionality of the software, we allocate revenues to software licenses using the residual method.

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Under the residual method, the amount recognized for license fees is the difference between the total fixed and determinable fees and the VSOE of fair value for the undelivered elements under the arrangement.

The VSOE of fair value for elements of an arrangement is based upon the normal pricing and discounting practices for those elements when sold separately. VSOE of fair value for maintenance is established using the stated maintenance renewal rate in the customer's contract. We generally enter into term licenses ranging from 3 to 7 years. For term licenses with duration of one year or less, no VSOE of fair value for maintenance exists. We began using stated maintenance renewal rates in customers' contracts during fiscal year 2008. Prior to that, customers' contracts did not have stated maintenance renewal rates and we were unable to establish VSOE of maintenance. VSOE of fair value for services is established if a substantial majority of historical stand-alone selling prices for a service fall within a reasonably narrow price range.

If VSOE of fair value for one or more undelivered elements does not exist, the total arrangement fee is not recognized until delivery of those elements occurs or when VSOE of fair value is established.

If the undelivered elements are all service elements and VSOE of fair value does not exist for one or more service element, the total arrangement fee is recognized ratably over the longest service period starting at software delivery, assuming all the related services have been made available to the customer.

When implementation services are sold with a license arrangement, we evaluate whether those services are essential to the functionality of the software. Prior to fiscal year 2008, implementation services were determined to be essential to the software because the implementation services were generally not available from other third party vendors. By the beginning of fiscal year 2008, third party vendors were providing implementation services for ClaimCenter and it was concluded that implementation services generally were not essential to the functionality of the ClaimCenter software. By the beginning of fiscal year 2011, third party vendors were providing implementation services for PolicyCenter and BillingCenter and it was concluded that implementation services were generally no longer essential to the functionality of the PolicyCenter and BillingCenter software. In certain offerings sold as fixed fee arrangements, we recognize services revenues on a proportional performance basis as performance obligations are completed by using the ratio of labor hours to date as an input measure compared to total estimated labor hours for the consulting services.

In cases where professional services are deemed to be essential to the functionality of the software, the arrangement is accounted for using contract accounting until the essential services are complete. If reliable estimates of total project costs and the extent of progress toward completion can be made, we apply the percentage-of-completion method in recognizing the arrangement fee. The percentage toward completion is measured by using the ratio of service billings to date compared to total estimated service billings for the consulting services. Service billings approximate labor hours as an input measure since they are billed monthly on a time and material basis. For term licenses with license fees due in equal installments over the term, the license revenues subject to percentage-of-completion recognition includes only those payments that are due and payable within the reporting period. The fees related to the maintenance are recognized over the period the maintenance is provided.

When VSOE for maintenance has not been established and the arrangement includes implementation services which are deemed essential to the functionality of the software and it is reasonably assured that no loss will be incurred under the arrangement, revenues are recognized pursuant to the zero gross margin method. Under this method, revenues recognized are limited to the costs incurred for the implementation services. As a result, billed license and maintenance fees and the profit margin on the professional services are generally deferred until the essential services are completed and then recognized over the remaining term of the maintenance period.

If we cannot make reliable estimates of total project implementation and it is reasonably assured that no loss will be incurred under such arrangements, the zero profit margin method is applied whereby an amount of revenues equal to the incurred costs of the project is recognized as well as the incurred costs, producing a zero margin until project estimates become reliable. The percentage-of-completion method is applied when project estimates become reliable, resulting in a cumulative effect adjustment for deferred license revenues to the extent of progress toward completion, and the related deferred professional service margin is recognized in full as revenues. Such cumulative effect adjustment for license revenues was \$3.2 million, \$0.9 million and \$0.4 million for the fiscal years ended July 31, 2013, 2012 and 2011, respectively, and for service revenues was \$1.7 million, \$0.9 million and \$0.3 million for the fiscal years ended July 31, 2013, 2012 and 2011, respectively.

### ***Stock-Based Compensation***

We recognize compensation expense related to stock options and restricted stock units ("RSUs") granted to employees based on the estimated fair value of the awards on the date of grant, net of estimated forfeitures. The RSUs are subject to time-based vesting, which generally occurs over a period of four years, and for those RSU awards granted prior to our IPO, a performance-based condition, which was satisfied 180 days after the completion of our IPO. If an employee terminates employment from us prior to the occurrence of the performance-based condition, the employee does not forfeit the RSUs to the

extent the time-based vesting requirements were satisfied prior to termination. The awards expire 10 years from the grant date. We estimate the grant date fair value, and the resulting stock-based compensation expense, of our stock options using the Black-Scholes option-pricing model. The grant date fair value of the stock-based awards is generally recognized using the accelerated multiple option approach over the requisite service period, which is generally the vesting period of the respective awards. Compensation cost for RSUs is generally recognized over the time-based vesting period regardless of the occurrence of the performance-based condition noted above for awards granted prior to our IPO, since this condition was not subject to employment.

### ***Income Taxes***

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets related to excess tax benefits are recorded when utilized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. We record a valuation allowance to reduce deferred tax assets to an amount of which realization is more likely than not.

Accounting guidance related to accounting for uncertainties in income taxes provides that a tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits of the position. This interpretation also provides guidance on measurement, derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

We record interest and penalties related to unrecognized tax benefits as income tax expense in our consolidated statement of income.

### **Recent Accounting Pronouncement**

#### ***Presentation of Unrecognized Tax Benefits***

In July 2013, the Financial Accounting Standards Board ("FASB") issued authoritative guidance that requires an entity to present an unrecognized tax benefit ("UTB"), or a portion of a UTB, in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent that a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the UTB should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The guidance is effective prospectively for fiscal years and interim reporting periods within those years, beginning after December 15, 2013. We do not expect this guidance to have a material impact on our consolidated financial statements.

### **Results of Operations**

The following tables set forth our results of operations for the periods presented. The data has been derived from the Consolidated Financial Statements contained in this Annual Report on Form 10-K which, in the opinion of our management, reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial position and results of operations for the interim periods presented. The operating results for any period should not be considered indicative of results for any future period.

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	Fiscal years ended July 31,		
	2013	2012	2011
Revenues:	(in thousands)		
License	\$ 123,560	\$ 97,136	\$ 73,883
Maintenance	37,561	29,538	21,321
Services	139,528	105,387	77,268
Total revenues	<u>300,649</u>	<u>232,061</u>	<u>172,472</u>
Cost of revenues:			
License	920	762	1,264
Maintenance	7,613	5,288	4,063
Services	123,210	85,360	63,017
Total cost of revenues	<u>131,743</u>	<u>91,410</u>	<u>68,344</u>
Gross profit:			
License	122,640	96,374	72,619
Maintenance	29,948	24,250	17,258
Services	16,318	20,027	14,251
Total gross profit	<u>168,906</u>	<u>140,651</u>	<u>104,128</u>
Operating expenses:			
Research and development	66,346	50,462	34,773
Sales and marketing	53,301	38,254	28,950
General and administrative	32,414	28,336	23,534
Litigation provision	—	—	10,000
Total operating expenses	<u>152,061</u>	<u>117,052</u>	<u>97,257</u>
Income from operations	16,845	23,599	6,871
Interest income, net	498	308	156
Other income (expenses), net	(131)	(728)	1,269
Income before provision for (benefit from) income taxes	17,212	23,179	8,296
Provision for (benefit from) income taxes	1,829	7,979	(27,262)
Net income	<u>\$ 15,383</u>	<u>\$ 15,200</u>	<u>\$ 35,558</u>
Revenues:			
License	41%	42%	43%
Maintenance	13	13	12
Services	46	45	45
Total revenues	<u>100</u>	<u>100</u>	<u>100</u>
Total cost of revenues	<u>44</u>	<u>39</u>	<u>40</u>
Total gross profit	<u>56</u>	<u>61</u>	<u>60</u>
Operating expenses:			
Research and development	22	22	20
Sales and marketing	17	16	17
General and administrative	11	12	13
Litigation provision	—	—	6
Total operating expenses	<u>50</u>	<u>50</u>	<u>56</u>
Income from operations	6	11	4
Interest income, net	—	—	—
Other income (expenses), net	—	(1)	1
Income before provision for (benefit from) income taxes	6	10	5
Provision for (benefit from) income taxes	1	3	(16)
Net Income	<u>5%</u>	<u>7%</u>	<u>21%</u>

**Comparison of the Fiscal Years Ended July 31, 2013 and 2012**

**Revenues**

Please refer to Note 1 of Notes to Consolidated Financial Statements for a description of our accounting policy related to revenue recognition.

	Fiscal years ended July 31,					
	2013		2012		Change	
	Amount	% of total revenues	Amount	% of total revenues		
(in thousands, except percentages)						
Revenues:						
License	\$ 123,560	41%	\$ 97,136	42%	\$ 26,424	27%
Maintenance	37,561	13	29,538	13	8,023	27
Services	139,528	46	105,387	45	34,141	32
Total revenues	\$ 300,649	100%	\$ 232,061	100%	\$ 68,588	30%

*License Revenues*

The \$26.4 million increase in license revenues during fiscal year 2013 was primarily driven by continued adoption of our PolicyCenter software, increased adoption of our BillingCenter and Suite software, and increased sales and marketing efforts in North America and Europe.

	Fiscal years ended July 31,					
	2013		2012		Change	
	Amount	% of license revenues	Amount	% of license revenues		
(In thousands, except percentages)						
License revenues:						
Term	\$ 112,863	91%	\$ 74,869	77%	\$ 37,994	51%
Perpetual	10,697	9	22,267	23	(11,570)	(52)
Total license revenues	\$ 123,560	100%	\$ 97,136	100%	\$ 26,424	27%

The \$38.0 million increase in term license revenues during fiscal year 2013 was driven by \$32.0 million of additional revenues recognized during fiscal year 2013 from new orders, \$5.8 million of additional revenues recognized upon attainment of the required revenue recognition criteria related to prior year orders during fiscal year 2013, and \$2.7 million of revenues recognized due to timing of invoicing and corresponding due dates. In addition, there were \$0.9 million of additional revenues recognized when VSOE of fair value of maintenance was established for one customer during fiscal year 2013. These increases were partially offset by a decrease of \$2.5 million of revenues recognized due to completion of project implementations in prior periods, and a decrease of \$1.1 million of revenues recognized for one customer that exercised a perpetual buyout option in the prior period.

The \$11.6 million decrease in perpetual license revenues during fiscal year 2013 was primarily driven by new customers increasingly signing term license agreements in the current period. This decrease was net of a \$3.0 million increase in revenues related to new orders, and \$2.5 million of revenues recognized for one customer from milestone billing upon completion of a project.

Our perpetual license revenues are not consistent from period to period.

*Maintenance Revenues*

The \$8.0 million increase in maintenance revenues was primarily driven by \$6.8 million of additional revenues recognized from new and existing orders, and \$1.1 million of revenues recognized upon attainment of the required revenue recognition criteria related to prior year orders during the period.

*Services Revenues*

The \$34.1 million increase in service revenues was primarily driven by an additional \$29.4 million of revenues related to implementation of our software. Included in this increase is \$1.7 million of revenues recognized when reliable estimates were

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obtained for one customer during the prior period, \$4.0 million of revenues recognized upon completion of implementation projects continued from prior fiscal years, and \$0.7 million of revenues recognized when VSOE of fair value of maintenance established for one customer during fiscal year 2013. In addition, an increase of \$2.5 million was recognized related to training and an increase of \$2.2 million in revenues were recognized related to reimbursable travel expenses.

*Deferred Revenues*

	As of July 31,					
	2013		2012		Change	
	Amount	Amount	(\$)	(%)		
(In thousands, except percentages)						
Deferred revenues:						
Deferred license revenues	\$ 14,435	\$ 25,766	\$ (11,331)	(44)%		
Deferred maintenance revenues	22,017	21,536	481	2		
Deferred services revenues	4,744	8,214	(3,470)	(42)		
Total deferred revenues	\$ 41,196	\$ 55,516	\$ (14,320)	(26)%		

The \$11.3 million decrease in deferred license revenues was primarily driven by \$5.8 million of revenues recognized from existing orders entered into in prior fiscal years where we attained the required revenue recognition criteria during fiscal year 2013, of which \$3.2 million was due to obtainment of reliable estimates for one customer. In addition, \$5.2 million of revenues were recognized during fiscal year 2013 related to implementation projects completed in prior fiscal years and for which revenue is recognized over the related maintenance term due to lack of VSOE, \$1.4 million of revenues recognized from prior fiscal year orders and \$0.9 million of revenues recognized when VSOE of fair value of maintenance was established for one customer during fiscal year 2013. This decrease was partially offset by \$2.0 million of deferred license billings for new deals during fiscal year 2013, including \$0.9 million deferred due to lack of attainment of revenue recognition criteria as of July 31, 2013.

The \$0.5 million increase in deferred maintenance revenues during fiscal year 2013 was primarily driven by \$1.6 million of revenues deferred for billings of new and existing orders during fiscal year 2013, partially offset by \$1.1 million of revenues recognized upon attainment of revenue recognition criteria during fiscal year 2013.

The \$3.5 million decrease in deferred services revenues was primarily driven by \$4.0 million of revenues recognized related to an implementation project completed in prior fiscal years and for which revenue is recognized over the related maintenance term due to lack of VSOE. Further, \$1.7 million of revenues were recognized upon obtainment of reliable estimates for one customer during fiscal year 2013 and \$0.7 million of revenues were recognized when VSOE of fair value of maintenance was established for one customer during fiscal year 2013. This decrease was partially offset by \$1.2 million of services revenues deferred during fiscal year 2013 due to lack of attainment of revenue recognition and \$2.0 million of services revenues deferred for contracts where revenue is recognized based on completion of a services performance obligation during the period.

Included in our deferred revenues as of July 31, 2013 is \$1.8 million of deferred revenue for one customer that is subject to refund in the event of nonperformance of certain project implementation milestones. Our deferred revenues consist only of amounts that have been invoiced, but not yet recognized as revenues. As a result, deferred revenues and change in deferred revenues are incomplete measures of the strength of our business and are not necessarily indicative of our future performance.

**Cost of Revenues and Gross Profit**

	Fiscal years ended July 31,					
	2013		2012		Change	
	Amount	Amount	(S)	(%)		
(In thousands, except percentages)						
Cost of revenues:						
License	\$ 920	\$ 762	\$ 158			21%
Maintenance	7,613	5,288	2,325			44
Services	123,210	85,360	37,850			44
Total cost of revenues	\$ 131,743	\$ 91,410	\$ 40,333			44%
Includes stock-based compensation of:						
Cost of maintenance revenues	\$ 1,217	\$ 379	\$ 838			
Cost of services revenues	12,493	3,741	8,752			
Total	\$ 13,710	\$ 4,120	\$ 9,590			

The \$40.3 million increase in cost of revenues was primarily due to a 30% increase in revenues for fiscal year 2013. The increased costs were primarily driven by an increase of \$16.8 million in personnel-related expenses as a result of 146 additional employees hired during fiscal year 2013 primarily to provide implementation services to our customers, a \$9.6 million increase in stock-based compensation expenses, \$8.4 million increase in billable expenses and third-party consultant costs and a \$5.6 million increase in non-billable travel related expenses, professional services and administrative expenses.

We expect our cost of revenues to increase in absolute dollars in future periods to provide additional implementation services to our growing customer base.

	Fiscal years ended July 31,					
	2013		2012		Change	
	Amount	margin %	Amount	margin %	(S)	(%)
(In thousands, except percentages)						
Gross profit:						
License	\$ 122,640	99%	\$ 96,374	99%	\$ 26,266	27%
Maintenance	29,948	80	24,250	82	5,698	23
Services	16,318	12	20,027	19	(3,709)	(19)
Total gross profit	\$ 168,906	56%	\$ 140,651	61%	\$ 28,255	20%

Gross profit increased by \$28.3 million primarily due to increased license revenues during fiscal year 2013. Gross margin decreased to 56% for fiscal year 2013 from 61% for fiscal year 2012, primarily due to the increase in lower gross margin services revenues as a percentage of total revenues. The decrease in services margin in the current fiscal year is due to the increases in personnel-related expenses and stock-based compensation expenses discussed above, which outpaced the increase in revenues.

We expect our quarterly gross margin to vary in percentage terms in future periods as we experience changes in the mix between higher gross margin license revenues and lower gross margin service revenues.



**Operating Expenses**

	Fiscal years ended July 31,									
	2013				2012				Change	
	Amount	% of total revenues			Amount	% of total revenues			(\$)	(%)
(In thousands, except percentages)										
Operating expenses:										
Research and development	\$ 66,346	22 %			\$ 50,462	22 %			\$ 15,884	31%
Sales and marketing	53,301	17			38,254	16			15,047	39
General and administrative	32,414	11			28,336	12			4,078	14
<b>Total operating expenses</b>	<b>\$ 152,061</b>	<b>50 %</b>			<b>\$ 117,052</b>	<b>50 %</b>			<b>\$ 35,009</b>	<b>30%</b>
Includes stock-based compensation of:										
Research and development	\$ 9,131				\$ 3,759				\$ 5,372	
Sales and marketing	5,970				2,936				3,034	
General and administrative	9,588				7,443				2,145	
<b>Total</b>	<b>\$ 24,689</b>				<b>\$ 14,138</b>				<b>\$ 10,551</b>	

The \$35.0 million increase in operating expenses was primarily driven by increased personnel-related and operational expenses, including higher stock-based compensation, travel-related costs and marketing programs, professional services costs including consulting and other professional service costs, as a result of hiring 166 additional employees during fiscal year 2013 in these functional areas.

We expect all of our operating expense line items to increase in absolute dollars in future periods to support our future growth strategy.

*Research and Development*

The \$15.9 million increase in research and development expenses was primarily due to an increase of \$6.8 million in personnel-related expenses as a result of 75 additional employees during fiscal year 2013, a \$5.4 million increase in stock-based compensation and a \$3.7 million increase in operational and other professional services expenses.

*Sales and Marketing*

The \$15.0 million increase in sales and marketing expenses was primarily due to a \$6.6 million increase in personnel-related expenses primarily as a result of 55 additional employees during fiscal year 2013, a \$3.0 million increase in stock-based compensation, a \$2.7 million increase in employee travel costs, marketing programs and professional services, and a \$2.7 million increase in operational costs.

*General and Administrative*

The \$4.1 million increase in general and administrative expenses was primarily due to a \$4.0 million increase in personnel-related expenses primarily as a result of 36 additional employees during fiscal year 2013, a \$2.1 million increase in stock-based compensation, and a \$1.6 million increase in professional services. These increases were offset by a \$3.6 million decrease in operational expenses.

**Other Income (Expense)**

	Fiscal years ended July 31,					
	2013		2012		Change	
	Amount		Amount		(\$)	(%)
(In thousands, except percentages)						
Interest income, net	\$ 498		\$ 308		\$ 190	*
Other expense, net	(131)		(728)		597	*
<b>Total</b>	<b>\$ 367</b>		<b>\$ (420)</b>		<b>\$ 787</b>	<b>*</b>

\* Not meaningful

*Interest Income, Net*

Interest income increased by \$0.2 million primarily due to higher interest income from the IPO proceeds and the investment of excess cash in fiscal year 2013.

*Other Expense, Net*

Other expense decreased by \$0.6 million primarily due to lower currency exchange losses resulting from the U.S. dollar strengthening against the Australian dollar, Canadian dollar and British pound during fiscal year 2013 compared to fiscal year 2012.

*Provision for Income Taxes*

We recognized an income tax provision of \$1.8 million for fiscal year 2013 compared to \$8.0 million for fiscal year 2012. Our effective income tax rate decreased to 10.6% for fiscal year 2013 compared to 34.4% for fiscal year 2012, which was primarily due to the increase in tax credits.

**Comparison of the Fiscal Years Ended July 31, 2012 and 2011**

**Revenues**

Please refer to Note 1 of Notes to Consolidated Financial Statements for a description of our accounting policy related to revenue recognition.

	Fiscal years ended July 31,				Change	
	2012		2011		(\$)	(% )
	Amount	% of total revenues	Amount	% of total revenues		
(in thousands, except percentages)						
Revenues:						
License	\$ 97,136	42%	\$ 73,883	43%	\$ 23,253	31%
Maintenance	29,538	13	21,321	12	8,217	39
Services	105,387	45	77,268	45	28,119	36
Total revenues	\$ 232,061	100%	\$ 172,472	100%	\$ 59,589	35%

*License Revenues*

The \$23.3 million increase in license revenues during fiscal year 2012 was primarily driven by continued adoption of our ClaimCenter software, increasing adoption of our PolicyCenter and Suite software, and increased sales and marketing efforts in North America and Europe.

	Fiscal years ended July 31,				Change	
	2012		2011		(\$)	(% )
	Amount	% of license revenues	Amount	% of license revenues		
(In thousands, except percentages)						
License revenues:						
Term	\$ 74,869	77%	\$ 60,541	82%	\$ 14,328	24%
Perpetual	22,267	23	13,342	18	8,925	67
Total license revenues	\$ 97,136	100%	\$ 73,883	100%	\$ 23,253	31%

The \$14.3 million increase in term license revenues during fiscal year 2012 was driven by \$10.4 million of revenues recognized during fiscal year 2012 from new orders and \$6.1 million of revenues recognized upon attainment of the required revenue recognition criteria related to prior year orders during fiscal year 2012, which included \$1.9 million of revenue recognized upon completion of project implementation for one customer, \$1.9 million of revenues recognized upon attainment of reliable estimates, \$1.7 million of revenues recognized upon delivery of specified upgrades and \$0.6 million of revenue recognized when VSOE of fair value of maintenance was established for one customer. These increases were partially offset by the timing of \$2.1 million of revenue recognized upon the early payment of an annual fee from one customer in the prior comparable period and \$0.6 million of revenues recognized upon attainment of the required revenue recognition criteria in the prior comparable period.

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The \$8.9 million increase in perpetual license revenues during fiscal year 2012 was driven by \$9.6 million of revenues recognized upon attainment of the required revenue recognition criteria related to prior year orders during fiscal year 2012, \$6.7 million of revenues recognized during fiscal year 2012 from new orders and \$1.2 million of revenues recognized upon exercise of perpetual buyout option during fiscal year 2012. These increases were partially offset by the recognition in the prior comparable period of \$7.2 million of revenues for new perpetual orders and \$1.3 million of revenues for existing orders under the percentage-of-completion method.

#### *Maintenance Revenues*

The \$8.2 million increase in maintenance revenues was primarily driven by \$5.5 million of revenues recognized associated with new orders during fiscal year 2012 and \$2.7 million of revenues recognized upon attainment of the required revenue recognition criteria related to prior year orders during fiscal year 2012.

#### *Services Revenues*

The \$28.1 million increase in services revenues was primarily driven by an additional \$25.0 million of revenues related to implementation of our software. Included in this increase is \$1.6 million of revenue recognized upon attainment of definitive arrangement, \$1.1 million of revenue recognized when VSOE of fair value of maintenance was established for one customer during fiscal year 2012, \$1.0 million of revenue recognized upon completion of an implementation project for one of our customers and \$0.6 million of revenues recognized upon attainment of reliable estimates during fiscal year 2012. An additional \$2.8 million of revenues were recognized related to reimbursable travel expenses.

#### *Deferred Revenues*

	As of July 31,		Change	
	2012	2011		
	Amount	Amount	(\$)	(%)
(In thousands, except percentages)				
Deferred revenues:				
Deferred license revenues	\$ 25,766	\$ 41,248	\$ (15,482)	(38)%
Deferred maintenance revenues	21,536	18,719	2,817	15
Deferred services revenues	8,214	13,828	(5,614)	(41)
Total deferred revenues	<u>\$ 55,516</u>	<u>\$ 73,795</u>	<u>\$ (18,279)</u>	<u>(25)%</u>

The \$15.5 million decrease in deferred license revenues was primarily driven by \$15.2 million of revenues recognized from existing orders entered into in prior fiscal years where we attained the required revenue recognition criteria during fiscal year 2012 and \$7.3 million of revenues recognized upon completion of implementation projects in fiscal year 2012 or continued from prior fiscal years. These increases were partially offset by \$4.3 million of revenues deferred for billings of new orders during fiscal year 2012 and \$2.3 million of deferred revenues due to lack of attainment of revenue recognition criteria during fiscal year 2012.

The \$2.8 million increase in deferred maintenance revenues during fiscal year 2012 was primarily driven by \$3.6 million of revenues deferred for billings of new orders during fiscal year 2012, partially offset by \$1.2 million of revenues recognized from existing orders entered into in prior periods upon attainment of the required revenue recognition criteria during fiscal year 2012.

The \$5.6 million decrease in deferred services revenues was primarily driven by \$1.1 million of revenue recognized when VSOE of fair value of maintenance was established for one customer during fiscal year 2012, \$0.6 million of revenue recognized upon attainment of reliable estimates for one customer during fiscal year 2012 and \$3.9 million of revenues recognized upon completion of implementation projects during fiscal year 2012 or continued from prior fiscal years.

Our deferred revenues consist only of amounts that have been invoiced, but not yet recognized as revenues. As a result, deferred revenues and change in deferred revenues are incomplete measures of the strength of our business and are not necessarily indicative of our future performance.

**Cost of Revenues and Gross Profit**

	Fiscal years ended July 31,					
	2012		2011		Change	
	Amount		Amount		(\$)	(%)
(In thousands, except percentages)						
<b>Cost of revenues:</b>						
License	\$	762	\$	1,264	\$	(502) (40)%
Maintenance		5,288		4,063		1,225 30
Services		85,360		63,017		22,343 35
<b>Total cost of revenues</b>	<b>\$</b>	<b>91,410</b>	<b>\$</b>	<b>68,344</b>	<b>\$</b>	<b>23,066 34 %</b>
<b>Includes stock-based compensation of:</b>						
Cost of maintenance revenues	\$	379	\$	120	\$	259
Cost of services revenues		3,741		1,264		2,477
<b>Total</b>	<b>\$</b>	<b>4,120</b>	<b>\$</b>	<b>1,384</b>	<b>\$</b>	<b>2,736</b>

The \$23.1 million increase in cost of revenues was primarily due to a 35% increase in revenues for fiscal year 2012. The increased costs were primarily driven by an increase of \$11.8 million in personnel-related expenses as a result of 104 additional employees hired during fiscal year 2012 primarily to provide implementation services to our customers, a \$5.4 million increase in billable expenses and third-party consultant costs, a \$3.1 million increase in non-billable travel-related expenses, professional services and administrative expenses and a \$2.7 million increase in stock-based compensation expenses.

	Fiscal years ended July 31,					
	2012		2011		Change	
	Amount	margin %	Amount	margin %	(\$)	(%)
(In thousands, except percentages)						
<b>Gross profit:</b>						
License	\$	96,374	99%	\$	72,619	98% 23,755 33%
Maintenance		24,250	82		17,258	81 6,992 41
Services		20,027	19		14,251	18 5,776 41
<b>Total gross profit</b>	<b>\$</b>	<b>140,651</b>	<b>61%</b>	<b>\$</b>	<b>104,128</b>	<b>60% 36,523 35%</b>

Gross profit increased by \$36.5 million primarily due to increased license revenues during fiscal year 2012. Gross margin improved to 61% for fiscal year 2012 from 60% for fiscal year 2011, primarily due to the increase in higher gross margin license revenues as a percentage of total revenues.

## Operating Expenses

	Fiscal years ended July 31,							
	2012		2011				Change	
	Amount	% of total revenues	Amount	% of total revenues	(S)	(%)		
(In thousands, except percentages)								
Operating expenses:								
Research and development	\$ 50,462	22 %	\$ 34,773	20 %	\$ 15,689		45%	
Sales and marketing	38,254	16	28,950	17	9,304		32	
General and administrative	28,336	12	23,534	13	4,802		20	
Litigation provision	—	—	10,000	6	(10,000)		*	
Total operating expenses	\$ 117,052	50 %	\$ 97,257	56 %	\$ 19,795		20%	
Includes stock-based compensation of:								
Research and development	\$ 3,759		\$ 1,372		\$ 2,387			
Sales and marketing	2,936		903		2,033			
General and administrative	7,443		3,021		4,422			
Total	\$ 14,138		\$ 5,296		\$ 8,842			

\* Not meaningful

The \$19.8 million increase in operating expenses was primarily driven by increased personnel-related and operational expenses, including higher stock-based compensation, professional services costs including consulting and other professional service cost, travel-related costs and marketing programs, as a result of hiring 85 additional employees during fiscal year 2012 in these functional areas. This increase was partially offset by the one-time charge of \$10.0 million recognized during fiscal year 2011 related to litigation provision, as described in Note 5 to the Notes to Consolidated Financial Statements.

### Research and Development

The \$15.7 million increase in research and development expenses was primarily due to an increase of \$9.0 million in personnel-related expenses as a result of 45 additional employees during fiscal year 2012, a \$4.3 million increase in administrative and other professional services expenses and a \$2.4 million increase in stock-based compensation.

### Sales and Marketing

The \$9.3 million increase in sales and marketing expenses was primarily due to a \$4.7 million increase in personnel-related expenses primarily as a result of 25 additional employees during fiscal year 2012, an increase of \$2.6 million in employee travel costs, marketing programs and other expenses and a \$2.0 million increase in stock-based compensation.

### General and Administrative

The \$4.8 million increase in general and administrative expenses was primarily due to a \$4.4 million increase in stock-based compensation, of which \$1.2 million expense was related to a performance grant triggered upon the completion of our IPO and a \$3.4 million increase in personnel-related expenses primarily as a result of 15 additional employees during fiscal year 2012. These increases were offset by a \$3.0 million decrease in administrative expenses and professional services costs including legal and consultant expenses.

## Other Income (Expense)

	Fiscal years ended July 31,					
	2012		2011		Change	
	Amount	Amount	(S)	(%)		
(In thousands, except percentages)						
Interest income, net	\$ 308	\$ 156	\$ 152			*
Other income (expense), net	(728)	1,269	(1,997)			*
Total	\$ (420)	\$ 1,425	\$ (1,845)			*

\* Not meaningful

*Interest Income, Net*

Interest income increased by \$0.2 million primarily due to higher interest income from the IPO proceeds.

*Other Income (Expense), Net*

Other income (expense) net decreased by \$2.0 million primarily due to higher currency exchange losses resulting from the U.S. dollar strengthening against the Canadian dollar, British Pound and Euro during fiscal year 2012 compared to fiscal year 2011.

*Provision for (Benefit from) Income Taxes*

We recognized an income tax provision of \$8.0 million for fiscal year 2012 compared to an income tax benefit of \$27.3 million for fiscal year 2011. Our effective income tax rate of 34.4% for fiscal year 2012 increased compared to the income tax benefit for fiscal year 2011, which was primarily due to the release of a significant portion of the tax valuation allowance in fiscal year 2011. In addition, the increase in our profitability resulted in additional foreign and U.S. federal and state income taxes during fiscal year 2012.

**Quarterly Results of Operations**

The following table sets forth our unaudited quarterly consolidated statements of operations data for each of the eight quarters ended July 31, 2013. In management's opinion, the data below have been prepared on the same basis as the audited consolidated financial statements included elsewhere in this prospectus, and reflect all necessary adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of this data. The results of historical periods are not necessarily indicative of the results to be expected for a full year or any future period. The following two tables present our unaudited quarterly consolidated statements of operations data first in dollars and then as a percentage of total revenues for the periods presented.

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	Fiscal quarters ended							
	July 31, 2013	April 30, 2013	January 31, 2013	October 31, 2012	July 31, 2012	April 30, 2012	January 31, 2012	October 31, 2011
	(unaudited) (in thousands)							
<b>Revenues:</b>								
License	\$ 49,078	\$ 22,918	\$ 30,752	\$ 20,812	\$ 28,930	\$ 21,662	\$ 25,729	\$ 20,815
Maintenance	9,871	9,110	9,210	9,370	7,858	7,769	6,805	7,106
Services	37,961	36,222	32,226	33,119	30,801	27,564	22,563	24,459
Total revenues	96,910	68,250	72,188	63,301	67,589	56,995	55,097	52,380
<b>Cost of revenues:</b>								
License	484	139	130	167	79	150	234	299
Maintenance	2,183	2,079	1,787	1,564	1,515	1,310	1,197	1,266
Services	34,139	33,774	29,471	25,826	25,612	22,513	19,310	17,925
Total cost of revenues (1)	36,806	35,992	31,388	27,557	27,206	23,973	20,741	19,490
<b>Gross profit:</b>								
License	48,594	22,779	30,622	20,645	28,851	21,512	25,495	20,516
Maintenance	7,688	7,031	7,423	7,806	6,343	6,459	5,608	5,840
Services	3,822	2,448	2,755	7,293	5,189	5,051	3,253	6,534
Total gross profit	60,104	32,258	40,800	35,744	40,383	33,022	34,356	32,890
<b>Operating expenses:</b>								
Research and development (1)	18,843	16,854	15,885	14,764	14,355	12,986	12,162	10,959
Sales and marketing (1)	16,621	11,915	12,389	12,376	13,286	8,409	9,198	7,361
General and administrative (1)	8,452	7,851	7,445	8,666	7,474	6,785	7,639	6,438
Total operating expenses	43,916	36,620	35,719	35,806	35,115	28,180	28,999	24,758
Income (loss) from operations	16,188	(4,362)	5,081	(62)	5,268	4,842	5,357	8,132
Interest income, net	139	137	132	90	88	107	73	40
Other income (expenses), net	(27)	(268)	23	141	(257)	164	(319)	(316)
Income (loss) before provision for (benefit from) income taxes	16,300	(4,493)	5,236	169	5,099	5,113	5,111	7,856
Provision for (benefit from) income taxes	4,195	(1,823)	(265)	(278)	1,551	1,964	1,420	3,044
Net income (loss)	\$ 12,105	\$ (2,670)	\$ 5,501	\$ 447	\$ 3,548	\$ 3,149	\$ 3,691	\$ 4,812

(1) Includes stock-based compensation as follows:

	Fiscal quarters ended							
	July 31, 2013	April 30, 2013	January 31, 2013	October 31, 2012	July 31, 2012	April 30, 2012	January 31, 2012	October 31, 2011
	(unaudited) (in thousands)							
<b>Stock based compensation expenses:</b>								
Cost of maintenance revenues	\$ 303	\$ 313	\$ 340	\$ 261	\$ 108	\$ 86	\$ 113	\$ 72
Cost of services revenues	3,288	3,150	3,439	2,616	1,093	907	1,055	686
Research and development	2,587	2,056	2,446	2,042	820	836	1,258	845
Marketing and sales	1,701	676	1,942	1,651	1,007	905	527	497
General and administrative	2,090	2,077	2,207	3,214	1,352	1,540	3,339	1,212
Total stock-based compensation expenses	\$ 9,969	\$ 8,272	\$ 10,374	\$ 9,784	\$ 4,380	\$ 4,274	\$ 6,292	\$ 3,312

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	Fiscal quarters ended							
	July 31, 2013	April 30, 2013	January 31, 2013	October 31, 2012	July 31, 2012	April 30, 2012	January 31, 2012	October 31, 2011
	(unaudited)							
	(percentage of total revenues)							
Revenues:								
License	51%	34 %	42%	33%	43%	38%	47%	40%
Maintenance	10	13	13	15	12	13	12	14
Services	39	53	45	52	45	49	41	46
Total revenues	100	100	100	100	100	100	100	100
Total cost of revenues	38	52	44	44	40	42	38	37
Total gross profit (1)	62	48	56	56	60	58	62	63
Operating expenses:								
Research and development	19	25	22	23	21	23	22	21
Sales and marketing	17	17	17	20	20	15	17	14
General and administrative	9	12	10	13	11	12	15	12
Total operating expenses	45	54	49	56	52	50	53	47
Income (loss) from operations	17	(6)	7	—	8	8	10	16
Interest income, net	—	—	—	—	—	—	—	—
Other income (expenses), net	—	(1)	—	—	(1)	—	—	(1)
Income (loss) before provision for (benefit from) income taxes	17	(7)	7	—	7	8	10	15
Provision for (benefit from) income taxes	5	(3)	(1)	(1)	2	3	3	6
Net income (loss)	12%	(4)%	8%	1%	5%	5%	7%	9%

(1) The table below shows gross profit as a percentage of each component of revenues, referred to as gross margin:

	Fiscal quarters ended							
	July 31, 2013	April 30, 2013	January 31, 2013	October 31, 2012	July 31, 2012	April 30, 2012	January 31, 2012	October 31, 2011
	(unaudited)							
	(gross margin by component of revenues)							
Gross margin								
License	99%	99%	100%	99%	100%	99%	99%	99%
Maintenance	78	77	81	83	81	83	82	82
Services	10	7	9	22	17	18	14	27
Total gross margin	62%	48%	56%	56%	60%	58%	62%	63%

*Quarterly Trends*

In general, our year-over-year quarterly revenues have increased as a result of an increase in the number of customers licensed to use our products as well as purchases of additional licenses by our existing customers. We have historically experienced seasonal variations in our revenues as a result of increased customer orders in our second and fourth fiscal quarters and subsequent annual fees and as a result of attainment of revenue recognition criteria related to orders from prior periods. We generally see increased orders in our second fiscal quarter, which is the quarter ended January 31, due to customer buying patterns. We also see increased orders in our fourth fiscal quarter due to efforts by our sales team to achieve annual incentives. Notwithstanding the fact that we generally see increased orders in our second and fourth fiscal quarters, we expect to see additional quarterly revenue fluctuations that may, in some cases, mask these expected seasonal variations. Our quarterly growth in revenues may not match up to new orders we receive in a given quarter. This mismatch is primarily due to the following reasons:

- for the initial year of a multi-year term license, we generally recognize revenues when payment is due and payment may not be due until a subsequent fiscal quarter;
- we may enter into license agreements with specified terms for product upgrades or functionality, which may require us to delay revenue recognition for the initial period; and



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- we may enter into license agreements with other contractual terms that may affect the timing of revenue recognition.

Our revenue seasonality may fluctuate versus comparable prior periods or prior quarters within the same fiscal year based on when new orders are executed in the quarter and the payment terms of each order. Additionally, our revenue may fluctuate if our customers make an early payment of their annual fees. Our ability to renew existing contracts for multiple year terms versus annual automatic renewals may impact revenue recognition.

We generally charge annual software license fees for our multi-year term licenses and price our licenses based on the amount of direct written premiums (“DWP”) that will be managed by our solutions. However, in rare circumstances, our customers desire the ability to purchase our products on a perpetual license basis, resulting in an acceleration of revenue recognition. Milestone payments in a perpetual license order also cause seasonal variations. Our perpetual license revenues are not consistent from period to period. In addition, a few of our multi-year term licenses provide the customer with the option to purchase a perpetual license at the end of the initial contract term, which we refer to as a perpetual buyout right. The mix of our contract terms for our licenses and the exercise of perpetual buyout rights at the end of the initial contract term by our customers may lead to variability in our results of operations. Increases in perpetual license sales and exercises of perpetual buyout rights by our customers may affect our ability to show consistent growth in license revenues in subsequent periods. Reductions in perpetual licenses in future periods could cause adverse period-to-period comparisons of our financial results.

In addition, because we price our products based on the amount of DWP that will be managed by our solutions, license revenues from each customer may fluctuate up or down based upon insurance policies sold by the customer in the preceding year. If we enter into a new territory, our revenue recognition pattern may change, depending on the contractual terms and local laws and regulations.

Our services revenues are also subject to seasonal fluctuations, though to a lesser degree than our license revenues. Our services revenues are impacted by the number of professional days in a given fiscal quarter. The quarter ended January 31 usually has fewer professional days due to the impact of the Thanksgiving, Christmas and New Year’s holidays. Because we pay our services professionals the same amounts throughout the year, our gross margins on our services revenues are lower in the quarter ended January 31.

Our gross profit in absolute dollars varied from quarter to quarter in the quarters presented. Our cost to maintain our infrastructure is generally fixed within a given quarter. Therefore, when applied against our generally fixed costs, higher revenues in a quarter result in higher overall gross profits.

In most of the quarters presented, our operating expenses increased as a result of an increase in the number of total employees. From July 31, 2011 to July 31, 2013, we have added 501 additional employees in order to drive our sales efforts and increase our technical support, services, research and development and administrative personnel to support our growth.

Research and development expenses in absolute dollars increased sequentially in every quarter presented. Increases were primarily a result of increasing headcount to maintain and improve the functionality of our software products. Research and development expenses varied as a percentage of revenues throughout the periods presented primarily due to the timing of revenues recognized but generally increased year-over-year as we continued to invest in our software development. We expect to increase research and development expenses in absolute dollars and as a percentage of revenues on an annual basis as we expect to increase our investment in our software development in our ongoing efforts to ensure we maintain our technology leadership position.

Sales and marketing expenses in absolute dollars varied from quarter-to-quarter in the quarters presented. Increases were primarily a result of increasing headcount in our direct sales teams, as well as increased marketing programs and events and timing of the programs. Sales and marketing expenses as a percentage of revenues varied from quarter-to-quarter primarily due to the timing of revenues recognized, marketing programs and commissions earned and expensed, but generally stayed stable year-over-year as sales and marketing expenses grew along with our revenues.

General and administrative expenses in absolute dollars increased sequentially in every quarter presented except for the quarters ended April 30, 2012 and January 31, 2013. Increases were primarily a result of increasing headcount to support the growth of our business. General and administrative expenses varied as a percentage of revenues due to the timing of revenues recognized and the timing of professional service fees.

During the first three quarters of fiscal 2013, we recorded an income tax benefit primarily resulting from the reinstatement of federal research and development credits, the benefit from incentive stock option (ISO) tax deductions, and permanent differences related to stock-based compensation.

Our quarterly results of operations may fluctuate significantly due to a variety of factors, many of which are outside of our control, making our results of operations variable and difficult to predict. Such factors include those discussed above and those set forth in “Risk Factors—We may experience quarterly and annual fluctuations in our results of operations due to a number of factors” and “Seasonal and other variations related to our revenue recognition may cause significant fluctuations in our results of operations and cash flows” in item 1A of Part I of this Annual Report on Form 10-K. One or more of these factors may cause our results of operations to vary widely. As such, we believe that our quarterly results of operations may vary significantly in the future and that sequential quarterly comparisons of our results of operations may not be meaningful and should not be relied upon as an indication of future performance.

### Liquidity and Capital Resources

Cash flows provided by operating activities were \$32.5 million, \$17.1 million and \$27.7 million during the years ended July 31, 2013, 2012 and 2011, respectively. The year ended July 31, 2012 included the payment by us of a \$10.0 million litigation settlement payment. We had capital expenditures of \$9.2 million, \$5.6 million and \$2.8 million for the years ended July 31, 2013, 2012 and 2011, respectively. Our capital expenditures consisted of purchases of property and equipment, primarily consisting of computer hardware, software and leasehold improvements. As of July 31, 2013, 2012 and 2011, we had \$79.8 million, \$205.7 million and \$59.6 million of cash and cash equivalents, respectively, and working capital of \$135.3 million, \$169.3 million and \$12.5 million, respectively.

We experienced positive cash flows from operations during fiscal years 2013, 2012 and 2011. Our cash flows from operations are significantly impacted by timing of revenues, bonus payments and collections of accounts receivable, as well as by changes in deferred taxes. We expect that we will continue to generate positive cash flows from operations on an annual basis, although this may fluctuate significantly on a quarterly basis. In particular, we typically use more cash during the first fiscal quarter ended October 31, as we generally pay cash bonuses to our employees for the prior fiscal year during that period and pay seasonally higher sales commissions from increased orders in our fourth fiscal quarter. As such, we believe that our existing cash and cash equivalents and sources of liquidity will be sufficient to fund our operations for at least the next 12 months. Our future capital requirements will depend on many factors, including our rate of revenues growth, the expansion of our sales and marketing activities and the timing and extent of our spending to support our research and development efforts and expansion into other markets. We may also seek to invest in, or acquire complementary businesses, applications or technologies. To the extent that existing cash and cash equivalents and cash from operations are insufficient to fund our future activities, we may need to raise additional funds through public or private equity or debt financing. Additional funds may not be available on terms favorable to us or at all.

### Cash Flows

The following summary of cash flows for the periods indicated has been derived from our consolidated financial statements included elsewhere in this Annual Report on Form 10-K:

	Fiscal years ended July 31,		
	2013	2012	2011
	(in thousands)		
Net cash provided by operating activities	\$ 32,547	\$ 17,094	\$ 27,686
Net cash used in investing activities	(148,913)	(3,296)	(8,310)
Net cash provided by (used in) financing activities	(8,621)	133,007	931

### Cash Flows from Operating Activities

Net cash provided by operating activities increased in fiscal year 2013 from fiscal year 2012 primarily due to net income that remained flat and a \$20.1 million increase in stock-based compensation expenses, as well as a \$10.0 million litigation settlement payment in fiscal year 2012 which did not recur. These increases were partially offset by increases in deferred tax assets in fiscal year 2013, whereas deferred tax assets were being utilized in fiscal year 2012. Additionally, excess tax benefits increased by \$2.1 million in fiscal year 2013 compared to fiscal year 2012.

Net cash provided by operating activities decreased in fiscal year 2012 from fiscal year 2011 primarily due to a \$20.4 million decrease in net income, which was partially offset by an increase of \$11.6 million in stock-based compensation expenses. Fiscal year 2011 also included the release of a deferred tax valuation allowance, which did not recur in fiscal year 2012, and large revenue deferrals. Fiscal year 2012 saw the release of significant deferred revenues due to the attainment of revenue recognition criteria.

### ***Cash Flows from Investing Activities***

Our investing activities consist primarily of purchase and sales of short-term and long-term investments, capital expenditures to purchase property and equipment, and changes in our restricted cash. In the future, we expect we will continue to invest in capital expenditures to support our expanding operations.

Net cash used in investing activities increased in fiscal year 2013 from fiscal year 2012 primarily due to the investment of excess cash after our IPO. Net purchases of available-for-sale securities were \$128.5 million. Additionally, fiscal year 2013 included the acquisition of Millbrook, Inc. for \$14.7 million, and an increase in capital expenditures driven by the final payments related to our headquarters move which were accrued as of July 31, 2012.

Net cash used in investing activities decreased in fiscal year 2012 from fiscal year 2011 primarily due to the release of restricted cash during fiscal year 2012 compared to the receipt of restricted cash in fiscal year 2011. This was partially offset by increased capital expenditures related to our new headquarters.

### ***Cash Flows from Financing Activities***

Our financing activities consist primarily of cash receipts from the exercise of stock options, payments of taxes withheld from vesting of RSUs and excess tax benefits realized on the exercise or release of each of these items. In fiscal year 2012, we received net inflows of cash from financing activities related to public offerings, which we do not expect to recur.

Net cash from financing activities decreased from cash provided by financing activities to net cash used in financing activities. This was primarily due to the receipt of \$143.4 million of proceeds from our IPO and follow-on public offering in fiscal year 2012, which was partially offset by \$3.5 million of costs paid in connection with these offerings. In addition, fiscal year 2013 payments of taxes related to RSUs vesting increased by \$7.9 million. These decreases of cash were partially offset by \$4.1 million of increased proceeds from option exercises, and \$2.1 million of excess tax benefits recognized related to our stock-based compensation transactions.

Net cash from financing activities increased in fiscal year 2012 from fiscal year 2011 primarily due to our IPO and follow-on public offerings of \$143.4 million, partially offset by the \$3.5 million of costs associated with the offerings. Additionally, proceeds from exercise of stock options increased by \$4.1 million, partially offset by \$12.4 million in taxes related to RSU vesting.

### **Anticipated Cash Flows**

We expect to incur significant operating costs, particularly related to services delivery costs, sales and marketing, research and development, for the foreseeable future in order to execute our business plan. We anticipate that such operating costs, as well as planned capital expenditures, will constitute a material use of our cash resources. As a result, our net cash flows will depend heavily on the level of future sales and our ability to manage infrastructure costs.

We believe our existing cash, cash equivalents and investment balances, together with anticipated cash flows from operations, should be sufficient to meet our working capital and operating resource requirements for at least the next twelve months. After the next twelve months, we may find it necessary to obtain additional funds. In the event additional funds are required, we may not be able to obtain additional financing on favorable terms or at all.

### **Contractual Obligations**

The following summarizes our contractual obligations as of July 31, 2013:

	Payments due by period				Total
	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years	
	(in thousands)				
Operating lease obligations (1)	\$ 4,967	\$ 9,590	\$ 9,459	\$ 4,828	\$ 28,844
Royalty obligations (2)	429	519	—	—	948
Purchase commitments (3)	296	183	—	—	479
Total	\$ 5,692	\$ 10,292	\$ 9,459	\$ 4,828	\$ 30,271

(1) Operating lease agreements primarily represent our obligations to make payments under our non-cancelable lease agreements for our corporate headquarters and offices through 2019.

(2) Royalty obligations primarily represent our obligations under our non-cancelable agreements related to certain revenue-generating agreements.

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- (3) Purchase commitments consist of agreements to purchase services, entered into in the ordinary course of business. These represent non-cancelable commitments for which a penalty would be imposed if the agreement was canceled for any reason other than an event of default as described by the agreement.

As of July 31, 2013, we had unrecognized tax benefits of \$6.7 million associated with our U.S. federal and California research and development tax credits. We are unable to estimate when any cash settlement with a taxing authority might occur.

**Off-Balance Sheet Arrangements**

Through July 31, 2013, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

**Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to market risks in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of fluctuations in interest rates and foreign currency exchange rates. We do not hold or issue financial instruments for trading purposes.

***Interest Rate Sensitivity***

Our exposure to market risk for changes in interest rates relates primarily to our cash, cash equivalents, short-term and long-term investments as of July 31, 2013 and cash, cash equivalents and restricted cash as of July 31, 2012. Our cash and cash equivalents, restricted cash and investments as of July 31, 2013 and 2012 were \$207.9 million and \$209.4 million, respectively, and consisted primarily of cash, corporate bonds, agency debt securities, commercial paper, money market funds, and municipal debt securities with maturities of up to two years from the date of purchase as of July 31, 2013, and consisted primarily of cash, money market funds, and certificates of deposit with maturities of up to two years from the date of purchase as of July 31, 2012. Our primary exposure to market risk is interest income sensitivity, which is affected by changes in the general level of the interest rates in the United States. However, because of the short-term nature of our interest-bearing securities, a ten percent change in market interest rates would not be expected to have a material impact on our consolidated financial condition or results of operations.

***Foreign Currency Exchange Risk***

Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Canadian dollar, Australian dollar, Euro, British pound and Japanese yen. The volatility of exchange rates depends on many factors that we cannot forecast with reliable accuracy. We believe our operating activities act as a natural hedge for a substantial portion of our foreign currency exposure because we typically collect revenues and incur costs in the currency in the location in which we provide our application. Although we have experienced and will continue to experience fluctuations in our net income (loss) as a result of transaction gains (losses) related to transactions denominated in currencies other than the U.S. dollar, we believe that a 10% change in foreign exchange rates would not have a material impact on our results of operations. To date, we have entered into one foreign currency hedging contract, but may consider entering into more such contracts in the future. As our international operations grow, we will continue to reassess our approach to manage our risk relating to fluctuations in currency rates.

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**Item 8. Financial Statements and Supplemental Data**

**GUIDEWIRE SOFTWARE, INC. AND SUBSIDIARIES  
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The supplementary financial information required by this Item 8 is included in Item 7 under the caption "Quarterly Results of Operations."

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Guidewire Software, Inc.:

We have audited the accompanying consolidated balance sheets of Guidewire Software, Inc. and subsidiaries (the Company) as of July 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended July 31, 2013. We also have audited the Company's internal control over financial reporting as of July 31, 2013, based on criteria established in *Internal Control - Integrated Framework* (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Item 9A. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Guidewire Software, Inc. and subsidiaries as of July 31, 2013 and 2012, and the results of their operations and their cash flows for each of the years in the three-year period ended July 31, 2013, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of July 31, 2013, based on criteria established in *Internal Control - Integrated Framework* (1992) issued by COSO.

/s/ KPMG LLP  
Santa Clara, California  
September 26, 2013

**GUIDEWIRE SOFTWARE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands)

	July 31, 2013	July 31, 2012
<b>ASSETS</b>		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 79,767	\$ 205,718
Short-term investments	76,932	—
Restricted cash, current	167	3,726
Accounts receivable	40,885	32,313
Deferred tax assets, current	2,897	13,442
Prepaid expenses and other current assets	9,445	7,266
Total current assets	<u>210,093</u>	<u>262,465</u>
Long-term investments	51,040	—
Property and equipment, net	12,914	11,924
Intangible assets, net	6,879	—
Deferred tax assets, noncurrent	21,091	9,313
Goodwill	9,048	—
Other assets	1,205	545
<b>TOTAL ASSETS</b>	<u>\$ 312,270</u>	<u>\$ 284,247</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
CURRENT LIABILITIES:		
Accounts payable	\$ 6,517	\$ 9,781
Accrued employee compensation	26,302	26,502
Deferred revenues, current	37,351	52,947
Other current liabilities	4,614	3,957
Total current liabilities	<u>74,784</u>	<u>93,187</u>
Deferred revenues, noncurrent	3,845	2,569
Other liabilities	5,212	4,529
Total liabilities	<u>83,841</u>	<u>100,285</u>
Commitments and contingencies (Note 5)		
STOCKHOLDERS' EQUITY:		
Common stock, par value \$0.0001 per share—500,000,000 shares authorized as of July 31, 2013 and 2012, respectively; 57,909,277 and 53,956,608 shares issued and outstanding as of July 31, 2013 and 2012, respectively	6	5
Additional paid-in capital	237,769	207,624
Accumulated other comprehensive loss	(1,558)	(496)
Accumulated deficit	(7,788)	(23,171)
Total stockholders' equity	<u>228,429</u>	<u>183,962</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 312,270</u>	<u>\$ 284,247</u>

*See accompanying Notes to Consolidated Financial Statements.*

**GUIDEWIRE SOFTWARE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**(in thousands, except share and per share amounts)**

	<b>Fiscal years ended July 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>Revenues:</b>			
License	\$ 123,560	\$ 97,136	\$ 73,883
Maintenance	37,561	29,538	21,321
Services	139,528	105,387	77,268
Total revenues	<u>300,649</u>	<u>232,061</u>	<u>172,472</u>
<b>Cost of revenues:</b>			
License	920	762	1,264
Maintenance	7,613	5,288	4,063
Services	123,210	85,360	63,017
Total cost of revenues	<u>131,743</u>	<u>91,410</u>	<u>68,344</u>
<b>Gross profit:</b>			
License	122,640	96,374	72,619
Maintenance	29,948	24,250	17,258
Services	16,318	20,027	14,251
Total gross profit	<u>168,906</u>	<u>140,651</u>	<u>104,128</u>
<b>Operating expenses:</b>			
Research and development	66,346	50,462	34,773
Sales and marketing	53,301	38,254	28,950
General and administrative	32,414	28,336	23,534
Litigation provision	—	—	10,000
Total operating expenses	<u>152,061</u>	<u>117,052</u>	<u>97,257</u>
Income from operations	16,845	23,599	6,871
Interest income, net	498	308	156
Other income (expenses), net	(131)	(728)	1,269
Income before provision for (benefit from) income taxes	17,212	23,179	8,296
Provision for (benefit from) income taxes	1,829	7,979	(27,262)
Net income	<u>\$ 15,383</u>	<u>\$ 15,200</u>	<u>\$ 35,558</u>
<b>Earnings per share:</b>			
Basic	<u>0.27</u>	<u>0.29</u>	<u>0.83</u>
Diluted	<u>0.25</u>	<u>0.25</u>	<u>0.76</u>
<b>Shares used in computing earnings per share:</b>			
Basic	56,331,018	34,774,983	14,064,055
Diluted	<u>61,943,087</u>	<u>41,509,185</u>	<u>17,763,859</u>

*See accompanying Notes to Consolidated Financial Statements.*



**GUIDEWIRE SOFTWARE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(in thousands)**

	<b>Fiscal years ending July 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
Net income	\$ 15,383	\$ 15,200	\$ 35,558
Other comprehensive income (loss):			
Foreign currency translation adjustments	(1,086)	(287)	128
Unrealized gains on available-for-sale securities	24	—	—
Other comprehensive income (loss)	(1,062)	(287)	128
Comprehensive income	14,321	14,913	35,686

*See accompanying Notes to Consolidated Financial Statements.*

**GUIDEWIRE SOFTWARE, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Stockholders' Equity (Deficit)**  
(in thousands, except share amounts)

	Convertible preferred stock		Common stock		Additional paid-in capital	Accumulated other comprehensive income (loss)	Accumulated deficit	Total stockholders' equity (deficit)
	Shares	Amount	Shares	Amount				
<b>Balance as of July 31, 2010</b>	<b>25,357,721</b>	<b>\$ 36,500</b>	<b>13,772,656</b>	<b>\$ 1</b>	<b>\$ 12,620</b>	<b>\$ (337)</b>	<b>\$ (73,929)</b>	<b>\$ (25,145)</b>
Issuance of common stock upon exercise of stock options	—	—	649,901	—	931	—	—	931
Stock-based compensation	—	—	—	—	6,680	—	—	6,680
Net income	—	—	—	—	—	—	35,558	35,558
Foreign currency translation adjustment	—	—	—	—	—	128	—	128
<b>Balance as of July 31, 2011</b>	<b>25,357,721</b>	<b>36,500</b>	<b>14,422,557</b>	<b>1</b>	<b>20,231</b>	<b>(209)</b>	<b>(38,371)</b>	<b>18,152</b>
Proceeds from issuance of common stock in connection with public offerings, net of underwriting discounts and commission	—	—	10,927,500	1	143,385	—	—	143,386
Costs incurred in connection with public offerings	—	—	—	—	(3,502)	—	—	(3,502)
Conversion of preferred stock to common stock	(25,357,721)	(36,500)	25,357,721	3	36,497	—	—	—
Issuance of common stock upon exercise of stock options	—	—	2,211,967	—	5,067	—	—	5,067
Issuance of common stock upon RSU release, net of shares withheld for taxes	—	—	1,018,228	—	(12,798)	—	—	(12,798)
Repurchase of unvested common stock	—	—	(3,005)	—	—	—	—	—
Conversion of warrants to common stock	—	—	21,640	—	—	—	—	—
Stock-based compensation	—	—	—	—	18,258	—	—	18,258
Tax benefit from the exercise of stock options and vesting of RSUs	—	—	—	—	486	—	—	486
Net income	—	—	—	—	—	—	15,200	15,200
Foreign currency translation adjustment	—	—	—	—	—	(287)	—	(287)
<b>Balance as of July 31, 2012</b>	<b>—</b>	<b>—</b>	<b>53,956,608</b>	<b>5</b>	<b>207,624</b>	<b>(496)</b>	<b>(23,171)</b>	<b>183,962</b>
Issuance of common stock upon exercise of stock options	—	—	2,904,248	1	9,123	—	—	9,124
Issuance of common stock upon RSU release, net of shares withheld for taxes	—	—	1,048,421	—	(19,963)	—	—	(19,963)
Stock-based compensation	—	—	—	—	38,399	—	—	38,399
Tax benefit from the exercise of stock options and vesting of RSUs	—	—	—	—	2,586	—	—	2,586
Net income	—	—	—	—	—	—	15,383	15,383
Foreign currency translation adjustment	—	—	—	—	—	(1,086)	—	(1,086)
Unrealized gains on available-for-sale securities	—	—	—	—	—	24	—	24
<b>Balance as of July 31, 2013</b>	<b>—</b>	<b>\$ —</b>	<b>57,909,277</b>	<b>\$ 6</b>	<b>\$ 237,769</b>	<b>\$ (1,558)</b>	<b>\$ (7,788)</b>	<b>\$ 228,429</b>

*See accompanying Notes to Consolidated Financial Statements.*

**GUIDEWIRE SOFTWARE, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Fiscal years ended July 31,		
	2013	2012	2011
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 15,383	\$ 15,200	\$ 35,558
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	4,821	2,917	2,226
Stock-based compensation	38,399	18,258	6,680
Excess tax benefit from exercise of stock options and vesting of RSUs	(2,586)	(486)	—
Deferred tax assets	(3,901)	5,362	(28,117)
Other noncash items affecting net income	554	—	—
Changes in operating assets and liabilities:			
Accounts receivable	(8,478)	(9,325)	(6,284)
Prepaid expenses and other assets	(2,690)	(2,442)	(2,674)
Accounts payable	355	1,059	577
Accrued employee compensation	164	8,246	413
Other liabilities	4,574	(3,907)	7,537
Deferred revenues	(14,048)	(17,788)	11,770
Net cash provided by operating activities	<u>32,547</u>	<u>17,094</u>	<u>27,686</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchases of available-for-sale securities	(212,035)	—	—
Sales and maturities of available-for-sale securities	83,567	—	—
Acquisition, net of cash acquired	(14,749)	—	—
Purchase of property and equipment	(9,228)	(5,619)	(2,776)
Decrease (increase) in restricted cash	3,532	2,323	(5,534)
Net cash used in investing activities	<u>(148,913)</u>	<u>(3,296)</u>	<u>(8,310)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from issuance of common stock upon exercise of stock options	9,123	5,067	931
Taxes remitted on RSU awards vested	(20,330)	(12,430)	—
Proceeds from issuance of common stock in connection with stock offerings, net of underwriting discounts and commission	—	143,386	—
Costs paid in connection with stock offerings	—	(3,502)	—
Excess tax benefit from exercise of stock options and vesting of RSUs	2,586	486	—
Net cash provided by (used in) financing activities	<u>(8,621)</u>	<u>133,007</u>	<u>931</u>
Effect of foreign exchange rate changes on cash and cash equivalents	(964)	(712)	1,907
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<u>(125,951)</u>	<u>146,093</u>	<u>22,214</u>
<b>CASH AND CASH EQUIVALENTS—BEGINNING OF YEAR</b>	<u>205,718</u>	<u>59,625</u>	<u>37,411</u>
<b>CASH AND CASH EQUIVALENTS—END OF YEAR</b>	<u>\$ 79,767</u>	<u>\$ 205,718</u>	<u>\$ 59,625</u>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>			
Cash paid for interest	\$ —	\$ 7	\$ 53
Cash paid for income taxes	\$ 2,266	\$ 2,058	\$ 2,207
<b>SUPPLEMENTAL DISCLOSURES OF NONCASH FINANCING ACTIVITIES:</b>			
Conversion of convertible preferred stock and warrants into common stock upon initial public offering	\$ —	\$ 36,506	\$ —
Accruals for purchase of property & equipment	\$ 693	\$ 4,387	\$ —

*See accompanying Notes to Consolidated Financial Statements.*

**GUIDEWIRE SOFTWARE, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. The Company and Summary of Significant Accounting Policies and Estimates**

**Business**

Guidewire Software, Inc., a Delaware corporation, was incorporated on September 20, 2001. The Company together with its subsidiaries (the “Company”) provides Internet-based software platforms for core insurance operations, including underwriting and policy administration, claim management and billing. The Company’s customers include insurance carriers for property and casualty and workers’ compensation insurance. The Company has wholly-owned subsidiaries in Australia, Canada, China, France, Germany, Hong Kong, Ireland, Italy, Japan, Poland and the United Kingdom.

The Company offers a suite of applications to enable core property and casualty (“P&C”) insurance operations comprised of the following products: PolicyCenter, ClaimCenter and BillingCenter, as well as other newer product initiatives. The Company also provides maintenance support and provides professional services to the extent requested by its customers.

**Public Offerings**

On January 30, 2012, the Company closed its initial public offering (“IPO”) whereby 10,177,500 shares of common stock were sold to the public, including the underwriters’ full exercise of their overallotment option of 1,327,500 shares of common stock, at a price of \$13.00 per share. The Company received aggregate proceeds of approximately \$123.0 million from the IPO, including the exercise of the underwriters’ overallotment option, net of underwriters’ discounts and commissions, but before deduction of offering costs of approximately \$3.5 million, including \$2.8 million of capitalized costs. Upon the closing of the IPO, all shares of the Company’s outstanding convertible preferred stock automatically converted into 25,357,721 shares of common stock. Outstanding warrants to purchase 69,529 shares of convertible preferred stock at \$5.03 per share were contractually adjusted to purchase 69,529 shares of common stock at \$5.03 per share. Subsequent to the Company’s IPO and during April 2012 all eligible warrants were converted for 21,640 shares of the Company’s common stock and the remainder were canceled.

On April 24, 2012, the Company closed its follow-on public offering of 9,200,000 shares of its common stock, which included 750,000 shares of common stock sold by the Company and 8,450,000 shares of common stock sold by selling stockholders, including the underwriters’ full exercise of their overallotment option from the Company and selling stockholders. The public offering price of the shares sold in the offering was \$28.25 per share. The Company received aggregate proceeds of approximately \$20.4 million from the follow-on offering, net of underwriters’ discounts and commissions applicable to the sale of shares by the Company, but before deduction of offering costs of approximately \$1.0 million payable by the Company, including \$0.7 million of capitalized costs. The Company did not receive any proceeds from the sale of shares by the selling stockholders.

**Basis of Presentation**

The consolidated financial statements include the Company and its wholly-owned subsidiaries, and reflect all adjustments (all of which are normal and recurring in nature) that, in the opinion of management, are necessary for a fair presentation of the periods presented. All intercompany balances and transactions have been eliminated in consolidation.

**Use of Estimates**

The preparation of the accompanying consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions about future events that affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenues and expenses. Significant items subject to such estimates include revenue recognition, the useful lives of property and equipment, allowance for doubtful accounts, valuation allowance for deferred tax assets, stock-based compensation, annual bonus attainment, income tax uncertainties, valuation of intangible assets, and contingencies. These estimates and assumptions are based on management’s best estimates and judgment. Management regularly evaluates its estimates and assumptions using historical experience and other factors; however, actual results could differ significantly from these estimates.

**Foreign Currency Translation**

The functional currency of the Company’s foreign subsidiaries is their respective local currency. The Company translates all assets and liabilities of foreign subsidiaries to U.S. dollars at the current exchange rate as of the applicable consolidated balance sheet date. Revenues and expenses are translated at the average exchange rate prevailing during the period. The effects of foreign currency translations are recorded in accumulated other comprehensive loss as a separate component of stockholders’

deficit in the accompanying consolidated statement of stockholders' equity (deficit). Realized gains and losses from foreign currency transactions are recorded as other income (expense) in the consolidated statements of operations.

### **Cash, Cash Equivalents, Investments and Restricted Cash**

Cash and cash equivalents are comprised of cash and highly liquid investments with remaining maturities of 90 days or less at the date of purchase. Cash equivalents are comprised of short-term investments with an investment rating of either of the following: Moody's of A3 or higher, or by Standard & Poor's of A- or higher. The Company is exposed to credit risk in the event of default by the financial institutions or the issuers of these investments to the extent the amounts recorded on the balance sheet are in excess of amounts that are insured by the Federal Deposit Insurance Corporation ("FDIC"). Restricted cash is held in certificates of deposit pursuant to lease agreements, and, in prior periods, pursuant to secured letter of credit agreements as well. The Company classifies investments as short-term when they have remaining contractual maturities of less than one year from the balance sheet date, and as long-term when the investments have remaining contractual maturities of more than one year from the balance sheet date.

The Company's investment policy is consistent with the definition of available-for-sale securities. From time to time, the Company may sell certain securities but the objectives are generally not to generate profits on short-term differences in price.

### **Property and Equipment**

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful lives of the related assets. Maintenance and repairs that do not extend the life or improve an asset are expensed in the period incurred.

The estimated useful lives of property and equipment are as follows:

Computer hardware	3 years
Software	3 years
Furniture and fixtures	3 years
Leasehold improvements	Shorter of the lease term or estimated useful life

### **Product Development Costs**

Certain software development costs incurred subsequent to the establishment of technological feasibility are subject to capitalization and amortized over the estimated lives of the related products. Technological feasibility is established upon completion of a working model. Through July 31, 2013, costs incurred subsequent to the establishment of technological feasibility have been immaterial, and therefore, all software development costs have been charged to research and development expense in the accompanying consolidated statements of operations as incurred.

### **Impairment of Long-Lived Assets, Intangible Assets and Goodwill**

The Company evaluates its long-lived assets, consisting of property and equipment and intangible assets, for indicators of possible impairment when events or changes in circumstances indicate that the carrying amount of certain assets may not be recoverable. Impairment exists if the carrying amounts of such assets exceed the estimates of future net undiscounted cash flows expected to be generated by such assets. Should impairment exist, the impairment loss would be measured based on the excess carrying value of the assets over the estimated fair value of the assets. The Company has not written down any of its long-lived assets as a result of impairment during any of the periods presented.

The Company tests goodwill for impairment annually during the third fiscal quarter and whenever events or changes in circumstances indicate that the carrying amount may be impaired. Accounting Standards Update 2011-08 permits entities to first assess qualitative factors to determine whether it is more likely than not (a likelihood of more than 50%) that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test.

In performing the qualitative assessment, we would consider events and circumstances, including but not limited to, macroeconomic conditions, industry and market considerations, cost factors, overall financial performance, changes in management or key personnel, changes in strategy, changes in customers, changes in the composition or carrying amount of a reporting unit's net assets and changes in the price of our common stock. If, after assessing the totality of events or circumstances, we determine that it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, then the two-step goodwill impairment test is not performed.

If the two-step goodwill test is performed, we would evaluate and test our goodwill for impairment at a reporting-unit level using expected future cash flows to be generated by the reporting unit. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the calculated fair value of the goodwill.

We acquired goodwill during the fourth quarter of fiscal 2013. We did not recognize any goodwill impairment losses in fiscal 2013.

#### **Concentration of Credit Risk**

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash, cash equivalents and accounts receivable. The Company maintains its cash and cash equivalents with high quality financial institutions with investment grade ratings.

No customer accounted for 10% or more of the Company's revenues for the years ended July 31, 2013, 2012 and 2011. The Company had one customer and no customers that accounted for 10% of total accounts receivable as of July 31, 2013 and 2012, respectively.

#### **Accounts Receivable and Allowance for Doubtful Accounts**

The Company performs ongoing credit evaluations of its customers. Accounts receivable are recorded at invoiced amounts, net of the Company's estimated allowances for doubtful accounts. The allowance for doubtful accounts is estimated based on an assessment of the Company's ability to collect on customer accounts receivable. The Company regularly reviews the allowance by considering certain factors such as historical experience, industry data, credit quality, age of accounts receivable balances and current economic conditions that may affect a customer's ability to pay. In cases where the Company is aware of circumstances that may impair a specific purchaser's ability to meet their financial obligations, the Company records a specific allowance against amounts due from the customer and thereby reduces the net recognized receivable to the amount the Company reasonably believes will be collected. There is judgment involved with estimating the Company's allowance for doubtful accounts and if the financial condition of its customers were to deteriorate, resulting in their inability to make the required payments, the Company may be required to record additional allowances or charges against revenues. The Company writes-off accounts receivable against the allowance when it determines a balance is uncollectible and no longer actively pursues collection of the receivable. The Company's accounts receivable are not collateralized by any security. The Company has had no allowance for doubtful accounts or bad debt expense in the periods presented in this Annual Report on Form 10-K.

#### **Revenue Recognition**

The Company enters into arrangements to deliver multiple products or services (multiple-elements). The Company applies software revenue recognition rules and allocates the total revenues among elements based on vendor-specific objective evidence ("VSOE") of fair value of each element. The Company recognizes revenue on a net basis excluding taxes collected from customers and remitted to government authorities.

Revenues are derived from three sources:

- (i) License fees, related to term (or time-based) and perpetual software license revenue;
- (ii) Maintenance fees, related to email and phone support, bug fixes and unspecified software updates and upgrades released when, and if available during the maintenance term; and
- (iii) Services fees, related to professional services related to implementation of our software, reimbursable travel and training.

Revenues are recognized when all of the following criteria are met:

- *Persuasive evidence of an arrangement exists.* Evidence of an arrangement consists of a written contract signed by both the customer and management prior to the end of the period.
- *Delivery or performance has occurred.* The Company's software is delivered electronically to the customer. Delivery is considered to have occurred when the Company provides the customer access to the software along with login credentials.
- *Fees are fixed or determinable.* Arrangements where a significant portion of the fee is due beyond 90 days from delivery are not considered to be fixed or determinable. Revenues from such arrangements is recognized as payments become due, assuming all other revenue recognition criteria have been met. Fees from term licenses are generally due in annual or, in certain cases, quarterly installments over the term of the agreement beginning on the effective date of the license. Accordingly, fees from term licenses are not considered to be fixed or determinable until they become due.

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- *Collectability is probable.* Collectability is assessed on a customer-by-customer basis, based primarily on creditworthiness as determined by credit checks and analysis, as well as customer payment history. Payment terms generally range from 30 to 90 days from invoice date. If it is determined prior to revenue recognition that collection of an arrangement fee is not probable, revenues are deferred until collection becomes probable or cash is collected, assuming all other revenue recognition criteria are satisfied.

VSOE of fair value does not exist for the Company's software licenses; therefore, for all arrangements that do not include services that are essential to the functionality of the software, the Company allocates revenues to software licenses using the residual method. Under the residual method, the amount recognized for license fees is the difference between the total fixed and determinable fees and the VSOE of fair value for the undelivered elements under the arrangement.

The VSOE of fair value for elements of an arrangement is based upon the normal pricing and discounting practices for those elements when sold separately. VSOE of fair value for maintenance is established using the stated maintenance renewal rate in the customer's contract. The Company generally enters into term licenses ranging from 3 to 7 years. For term licenses with duration of one year or less, no VSOE of fair value for maintenance exists. The Company began using stated maintenance renewal rates in customers' contracts during fiscal year 2008. Prior to that, customers' contracts did not have stated maintenance renewal rates and the Company was unable to establish VSOE of maintenance. VSOE of fair value for services is established if a substantial majority of historical stand-alone selling prices for a service fall within a reasonably narrow price range.

If VSOE of fair value for one or more undelivered elements does not exist, the total arrangement fee is not recognized until delivery of those elements occurs or when VSOE of fair value is established.

If the undelivered elements are all service elements and VSOE of fair value does not exist for one or more service element, the total arrangement fee is recognized ratably over the longest service period starting at software delivery, assuming all the related services have been made available to the customer.

When implementation services are sold with a license arrangement, we evaluate whether those services are essential to the functionality of the software. Prior to fiscal year 2008, implementation services were determined to be essential to the software because the implementation services were generally not available from other third party vendors. By the beginning of fiscal year 2008, third party vendors were providing implementation services for ClaimCenter and it was concluded that implementation services generally were not essential to the functionality of the ClaimCenter software. By the beginning of fiscal year 2011, third party vendors were providing implementation services for PolicyCenter and BillingCenter and it was concluded that implementation services generally were no longer essential to the functionality of the PolicyCenter and BillingCenter software. In certain offerings sold as fixed fee arrangements, the Company recognizes services revenues on a proportional performance basis as performance obligations are completed by using the ratio of labor hours to date as an input measure compared to total estimated labor hours for the consulting services.

In cases where professional services are deemed to be essential to the functionality of the software, the arrangement is accounted for using contract accounting until the essential services are complete. If reliable estimates of total project costs and the extent of progress toward completion can be made, the Company applies the percentage-of-completion method in recognizing the arrangement fee. The percentage toward completion is measured by using the ratio of service billings to date compared to total estimated service billings for the consulting services. Service billings approximate labor hours as an input measure since they are billed monthly on a time and material basis. For term licenses with license fees due in equal installments over the term, the license revenues subject to percentage-of-completion recognition includes only those payments that are due and payable within the reporting period. The fees related to the maintenance are recognized over the period the maintenance is provided.

When VSOE for maintenance has not been established and the arrangement includes implementation services which are deemed essential to the functionality of the software and it is reasonably assured that no loss will be incurred under the arrangement, revenues are recognized pursuant to the zero gross margin method. Under this method, revenues recognized are limited to the costs incurred for the implementation services. As a result, billed license and maintenance fees and the profit margin on the professional services are generally deferred until the essential services are completed and then recognized over the remaining term of the maintenance period.

If the Company cannot make reliable estimates of total project implementation and it is reasonably assured that no loss will be incurred under such arrangements, the zero profit margin method is applied whereby an amount of revenues equal to the incurred costs of the project is recognized as well as the incurred costs, producing a zero margin until project estimates become reliable. The percentage-of-completion method is applied when project estimates become reliable, resulting in a cumulative effect adjustment for deferred license revenues to the extent of progress toward completion, and the related deferred

professional service margin is recognized in full as revenues. Such cumulative effect adjustment for license revenues was \$3.2 million, \$0.9 million and \$0.4 million for the years ended July 31, 2013, 2012 and 2011, respectively, and for service revenues was \$1.7 million, \$0.9 million and \$0.3 million for the years ended July 31, 2013, 2012 and 2011, respectively.

### **Deferred Revenues**

Deferred revenues represent amounts billed to or collected from customers for which the related revenues have not been recognized because one or more of the revenue recognition criteria have not been met. The current portion of deferred revenues represents the amount that is expected to be recognized as revenues within one year from the balance sheet date. The Company generally invoices fees for licenses and maintenance to its customers in annual or, in certain cases, quarterly installments payable in advance. Accordingly, the deferred revenues balance does not represent the total contract value of annual or multi-year, non-cancellable arrangements.

### **Sales Commissions**

Sales commissions are recognized as an expense when earned by the sales representative, generally occurring at the time the customer order is signed. Substantially all of the effort by the sales force is expended through the time of closing the sale, with limited to no involvement thereafter.

### **Warranties**

The Company generally provides a warranty for its software products and services to its customers for periods ranging from 3 to 12 months. The Company's software products are generally warranted to be free of defects in materials and workmanship under normal use and the products are also generally warranted to substantially perform as described in published documentation. The Company's services are generally warranted to be performed in a professional manner and to materially conform to the specifications set forth in the related customer contract. In the event there is a failure of such warranties, the Company generally will correct the problem or provide a reasonable workaround or replacement product. If the Company cannot correct the problem or provide a workaround or replacement product, then the customer's remedy is generally limited to refund of the fees paid for the nonconforming product or services. The Company has not incurred any warranty expenses since inception.

### **Advertising Costs**

Advertising costs are expensed as incurred and amounted to approximately \$0.1 million, \$0.1 million and \$0.3 million during the years ended July 31, 2013, 2012 and 2011, respectively.

### **Stock-Based Compensation**

The Company recognizes compensation expense related to stock options and restricted stock units ("RSUs") granted to employees based on the estimated fair value of the awards on the date of grant, net of estimated forfeitures. The RSUs are subject to time-based vesting, which generally occurs over a period of four years, and for those RSU awards granted prior to our IPO, a performance-based condition, which was satisfied 180 days after our IPO. The awards expire 10 years from the grant date. We estimate the grant date fair value, and the resulting stock-based compensation expense, of our stock options using the Black-Scholes option-pricing model. The grant date fair value of the stock-based awards is generally recognized using the accelerated multiple option approach over the requisite service period, which is generally the vesting period of the respective awards. Compensation cost for RSUs is generally recognized over the time-based vesting period regardless of the occurrence of the performance-based condition noted above for awards granted prior to IPO, since this condition is not subject to employment.

### **Income Taxes**

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets related to excess tax benefits are recorded when utilized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company records a valuation allowance to reduce deferred tax assets to an amount of which realization is more likely than not.



Accounting guidance related to accounting for uncertainties in income taxes provides that a tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits of the position. This interpretation also provides guidance on measurement, derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

The Company records interest and penalties related to unrecognized tax benefits as income tax expense in its consolidated statement of income.

### **Earnings per Share**

For the year ended July 31, 2013, the Company calculated basic earnings per share by dividing the net income by the weighted average number of shares of common stock outstanding for the period. The diluted earnings per share is computed by giving effect to all potential dilutive common stock equivalents outstanding for the period. For purposes of this calculation, options to purchase common stock and restricted stock units are considered to be common stock equivalents.

For the years ended July 31, 2012 and 2011, the Company's basic and diluted earnings per share are presented in conformity with the two-class method, which is required because the Company issued securities other than common stock that participate in dividends with the common stock ("participating securities"), to compute the earnings per share attributable to common stockholders. The Company determined that it had participating securities in the form of noncumulative convertible preferred stock for the periods up to their conversion immediately prior to the closing of the Company's IPO on January 30, 2012 when all convertible preferred stock was converted to common stock.

The two-class method requires that the Company calculate the earnings per share using net income attributable to the common stockholders, which will differ from the Company's net income. Net income attributable to the common stockholders is generally equal to the net income less assumed periodic preferred stock dividends with any remaining earnings, after deducting assumed dividends, to be allocated on a pro rata basis between the outstanding common and preferred stock as of the end of each period. The basic earnings per share attributable to common stockholders is calculated by dividing the net income attributable to common stockholders by the weighted average number of shares of common stock outstanding for the period. The diluted net income per share attributable to common stockholders is computed by giving effect to all potential dilutive common stock equivalents outstanding for the period. For purposes of this calculation, convertible preferred stock, options to purchase common stock and restricted stock units are considered to be common stock equivalents.

### **Recent Accounting Pronouncement**

#### ***Presentation of Unrecognized Tax Benefits***

In July 2013, the Financial Accounting Standards Board ("FASB") issued authoritative guidance that requires an entity to present an unrecognized tax benefit ("UTB"), or a portion of a UTB, in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent that a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the UTB should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The guidance is effective prospectively for fiscal years and interim reporting periods within those years, beginning after December 15, 2013. We do not expect this guidance to have a material impact on our consolidated financial statements.

## 2. Fair Value of Financial Instruments

Available-for-sale investments within cash equivalents and investments consist of the following:

<b>July 31, 2013</b>						
	<b>Amortized Cost</b>		<b>Unrealized Gains</b>		<b>Unrealized Losses</b>	<b>Estimated Fair Value</b>
(in thousands)						
U.S. agency securities	\$ 37,087	\$	21	\$	(4)	\$ 37,104
Asset-backed securities	4,522		—		(1)	4,521
Commercial paper	35,777		11		(1)	35,787
Corporate bonds	63,281		23		(14)	63,290
Foreign government bonds	776		—		(1)	775
Money market funds	33,216		—		—	33,216
Municipal debt securities	9,105		4		(14)	9,095
<b>Total</b>	<b>\$ 183,764</b>	<b>\$</b>	<b>59</b>	<b>\$</b>	<b>(35)</b>	<b>\$ 183,788</b>

<b>July 31, 2012</b>						
	<b>Amortized Cost</b>		<b>Unrealized Gains</b>		<b>Unrealized Losses</b>	<b>Estimated Fair Value</b>
(in thousands)						
Money market funds	\$ 105,107	\$	—	\$	—	\$ 105,107
Certificates of deposit	3,726		—		—	3,726
<b>Total</b>	<b>\$ 108,833</b>	<b>\$</b>	<b>—</b>	<b>\$</b>	<b>—</b>	<b>\$ 108,833</b>

The following table shows the gross unrealized losses and fair value of the Company's investments with unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position:

<b>July 31, 2013</b>							
	<b>Less Than 12 Months</b>		<b>12 Months or Greater</b>		<b>Total</b>		
	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>	
(in thousands)							
U.S. government agencies	\$ 6,697	\$ (4)	\$ —	\$ —	\$ 6,697	\$ (4)	
Asset-backed securities	768	(1)	—	—	768	(1)	
Commercial paper	1,597	(1)	—	—	1,597	(1)	
Corporate bonds	18,902	(14)	—	—	18,902	(14)	
Foreign government bonds	775	(1)	—	—	775	(1)	
Municipal debt securities	6,911	(14)	—	—	6,911	(14)	
<b>Total</b>	<b>\$ 35,650</b>	<b>\$ (35)</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 35,650</b>	<b>\$ (35)</b>	

As of July 31, 2013, the Company had 27 investments in an unrealized loss position. The unrealized losses on its available-for-sale securities were primarily a result of unfavorable changes in interest rates subsequent to the initial purchase of these securities. The Company does not intend to sell, nor believe it will need to sell, these securities before recovering the associated unrealized losses. The Company does not consider any portion of the unrealized losses at July 31, 2013 to be an other-than-temporary impairment, nor are any unrealized losses considered to be credit losses. The Company has recorded the securities at fair market value in its condensed consolidated balance sheets, with unrealized gains and losses reported as a component of accumulated other comprehensive income. Upon sale, amounts of gains and losses reclassified into earnings are

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determined based on specific identification of the securities sold. No gains or losses were realized from sales of securities in the periods presented.

The following table summarizes the contractual maturities of the Company's available-for-sale securities as of July 31, 2013:

	Expected maturities for the year ending July 31,			
	2014	2015	Thereafter	Total
	(in thousands)			
U.S. agency securities	\$ 9,097	\$ 28,007	\$ —	\$ 37,104
Asset-backed securities	2,421	2,100	—	4,521
Commercial paper	35,787	—	—	35,787
Corporate bonds	49,575	13,715	—	63,290
Foreign government bonds	775	—	—	775
Money market funds	33,216	—	—	33,216
Municipal debt securities	1,877	7,218	—	9,095
Total	\$ 132,748	\$ 51,040	\$ —	\$ 183,788

Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The current accounting guidance for fair value measurements defines a three-level valuation hierarchy for disclosures as follows:

Level 1-Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2-Inputs other than quoted prices included within Level I that are observable, unadjusted quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data; and

Level 3-Unobservable inputs that are supported by little or no market activity, which require the Company to develop its own assumptions.

The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The carrying value of the Company's accounts receivable, accounts payable and accrued liabilities approximates their fair value due to the short-term nature of these instruments and is based on Level 2 inputs.

We base the fair value of our Level 1 financial instruments, which are in active markets, using quoted market prices for identical instruments.

We obtain the fair value of our Level 2 financial instruments, which are not in active markets, from a third-party professional pricing service using quoted market prices for identical or comparable instruments, rather than direct observations of quoted prices in active markets. Our professional pricing service gathers observable inputs for all of our fixed income securities from a variety of industry data providers (e.g. large custodial institutions) and other third-party sources. Once the observable inputs are gathered, all data points are considered and an average price is determined.

We validate the quoted market prices provided by our primary pricing service by comparing their assessment of the fair values of our Level 2 investment portfolio balance against the fair values of our Level 2 investment portfolio balance provided by our investment managers. Our investment managers use similar techniques to our professional pricing service to derive pricing as described above.

We did not own any Level 3 financial assets or liabilities as of July 31, 2013 or 2012.

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The following tables summarize the Company's financial assets and liabilities measured at fair value on a recurring basis, by level within the fair value hierarchy:

<b>July 31, 2013</b>				
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>(in thousands)</b>				
<b>Assets</b>				
<b>Cash and cash equivalents:</b>				
Commercial paper	\$ —	\$ 20,597	\$ —	\$ 20,597
Corporate bonds	—	2,003	—	2,003
Money market funds	33,216	—	—	33,216
<b>Short-term investments:</b>				
U.S. agency securities	—	9,097	—	9,097
Asset-backed securities	—	2,421	—	2,421
Commercial paper	—	15,190	—	15,190
Corporate bonds	—	47,572	—	47,572
Foreign government bonds	—	775	—	775
Municipal debt securities	—	1,877	—	1,877
<b>Long-term investments:</b>				
U.S. agency securities	—	28,007	—	28,007
Asset-backed securities	—	2,100	—	2,100
Corporate bonds	—	13,715	—	13,715
Municipal debt securities	—	7,218	—	7,218
<b>Total assets</b>	<b>\$ 33,216</b>	<b>\$ 150,572</b>	<b>\$ —</b>	<b>\$ 183,788</b>

<b>July 31, 2012</b>				
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>(in thousands)</b>				
<b>Assets</b>				
<b>Cash and cash equivalents:</b>				
Money market funds	\$ 105,107	\$ —	\$ —	\$ 105,107
Certificates of deposit	3,726	—	—	3,726
<b>Total assets</b>	<b>\$ 108,833</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 108,833</b>

### 3. Balance Sheet Components

#### *Property and Equipment*

Property and equipment consist of the following:

	<b>July 31, 2013</b>	<b>July 31, 2012</b>
	<b>(in thousands)</b>	
Computer hardware	\$ 8,820	\$ 8,125
Software	4,460	3,599
Furniture and fixtures	2,666	1,854
Leasehold improvements	6,536	5,600
Total property and equipment	22,482	19,178
Less accumulated depreciation	(9,568)	(7,254)
Property and equipment, net	\$ 12,914	\$ 11,924

As of July 31, 2013 and 2012, no property and equipment was pledged as collateral against borrowings. Amortization of leasehold improvements is included in depreciation expense. Depreciation expense was \$4.5 million, \$2.6 million and \$1.5 million during the years ended July 31, 2013, 2012 and 2011, respectively.

#### *Goodwill and Intangible Assets*

The following table presents changes in the carrying amount of goodwill:

	<b>Total</b>
	<b>(in thousands)</b>
Goodwill, July 31, 2012	\$ —
Acquired goodwill	9,048
Goodwill, July 31, 2013	\$ 9,048

Refer to Note 10, *Acquisition*, for further details on goodwill acquired during the period.

Intangible assets consist of the following:

	<b>July 31, 2013</b>
	<b>(in thousands)</b>
Acquired technology:	
Cost	\$ 7,200
Accumulated amortization	(321)
Net	\$ 6,879

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Amortization expense was \$0.3 million, \$0.3 million and \$0.7 million during the years ended July 31, 2013, 2012 and 2011, respectively. Estimated aggregate amortization expense for each of the next five fiscal years is as follows:

Fiscal Year Ending July 31,	Future Amortization	
	(in thousands)	
2014	\$	1,440
2015		1,440
2016		1,440
2017		1,440
2018		1,119
Thereafter		—
Total	\$	6,879

**Accrued Employee Compensation**

Accrued employee compensation consists of the following:

	July 31, 2013		July 31, 2012	
	(in thousands)			
Accrued bonuses	\$	13,072	\$	12,718
Accrued commission		2,043		4,068
Accrued vacation		7,335		5,684
Payroll accruals		3,852		4,032
Total	\$	26,302	\$	26,502

**4. Net Income per Share**

The following table sets forth the computation of the Company's basic and diluted net income per share for the years ended July 31, 2013, 2012 and 2011:

	Fiscal years ended July 31,		
	2013	2012	2011
	(in thousands, except share and per share amounts)		
Numerator:			
Net income	\$ 15,383	\$ 15,200	\$ 35,558
Non-cumulative dividends to preferred stockholders	—	(1,574)	(3,291)
Undistributed earnings allocated to preferred stockholders	—	(3,544)	(20,568)
Net income, basic	15,383	10,082	11,699
Adjustments to net income for dilutive options and restricted stock options	—	467	1,747
Net income, diluted	\$ 15,383	\$ 10,549	\$ 13,446
Net income per share:			
Basic	\$ 0.27	\$ 0.29	\$ 0.83
Diluted	\$ 0.25	\$ 0.25	\$ 0.76

	Fiscal years ended July 31,		
	2013	2012	2011
	(in thousands, except share and per share amounts)		
Denominator:			
Weighted average shares used in computing net income per share:			
Basic	56,331,018	34,774,983	14,064,055
Weighted average effect of diluted stock options	3,428,972	4,380,549	2,682,215
Weighted average effect of dilutive restricted stock units	2,183,097	2,323,787	1,010,622
Weighted average effect of dilutive stock warrants <sup>(1)</sup>	—	29,866	6,967
Diluted	<u>61,943,087</u>	<u>41,509,185</u>	<u>17,763,859</u>

<sup>(1)</sup> Series C convertible preferred stock warrants were automatically converted to equivalent common stock warrants upon the Company's IPO on January 24, 2012 and converted or cancelled as of April 30, 2012.

The following outstanding shares of common stock equivalents were excluded from the computation of diluted net income per share for the periods presented because including them would have been antidilutive:

	Fiscal years ended July 31,		
	2013	2012	2011
Stock options to purchase common stock	320,325	329,671	1,975,982
Restricted stock units	57,829	86,273	163,031

## 5. Commitments and Contingencies

The following table presents a summary of the Company's contractual obligations and commitments as of July 31, 2013:

Fiscal Year Ending July 31,	Lease Obligations	Royalty Obligations <sup>(1)</sup>	Purchase Commitments <sup>(2)</sup>	Total
	(in thousands)			
2014	\$ 4,967	\$ 429	\$ 296	\$ 5,692
2015	4,778	414	183	5,375
2016	4,812	105	—	4,917
2017	4,693	—	—	4,693
2018	4,766	—	—	4,766
Thereafter	4,828	—	—	4,828
Total	<u>\$ 28,844</u>	<u>\$ 948</u>	<u>\$ 479</u>	<u>\$ 30,271</u>

<sup>(1)</sup> Royalty obligations primarily represent our obligations under our non-cancelable agreements related to software used in certain revenue-generating agreements.

<sup>(2)</sup> Purchase commitments consist of agreements to purchase services, entered into in the ordinary course of business. These represent non-cancelable commitments for which a penalty would be imposed if the agreement was canceled for any reason other than an event of default as described by the agreement.

### Leases

The Company leases certain facilities and equipment under operating leases. The Company entered into an operating lease agreement in September 2007 for its corporate headquarters in California that expired in July 2012. In connection with the lease, the Company opened a letter of credit which expired upon the expiration of the lease in July 2012. On November 23, 2009, the Company entered into a sublease agreement for additional conference space expiring in July 2012. On December 5, 2011, the Company entered into a seven-year lease for a facility to serve as its new corporate headquarters, located in Foster City, California, for approximately 97,674 square feet of space commencing August 1, 2012. In connection with the new lease, the Company opened an unsecured letter of credit with Silicon Valley Bank for \$1.2 million.

Lease expense for all worldwide facilities and equipment, which is being recognized on a straight-line basis over terms of the various leases, was \$5.3 million, \$4.0 million and \$2.3 million during the years ended July 31, 2013, 2012 and 2011, respectively. This expense is net of sublease income of \$1.2 million for each of the years ended July 31, 2012 and 2011.

### ***Letters of Credit***

In addition to the unsecured letter of credit noted above, the Company had no and three outstanding letters of credit required by certain customers to secure contractual commitments and prepayments as of July 31, 2013 and 2012, respectively. Certain of these letters of credit were fully secured by cash balances, which were classified as restricted cash in our consolidated balance sheets as of July 31, 2012. In July 2012, the Company entered into an unsecured letter of credit agreement related to a customer arrangement for PLN 10.0 million (approximately \$3.1 million as of July 31, 2013) to secure contractual commitments and prepayments. No amounts were outstanding under our unsecured letters of credit as of July 31, 2013 or July 31, 2012.

### ***Legal Proceedings***

In December 2007, Accenture Global Services GmbH and Accenture LLP (collectively, "Accenture"), a competitor, filed a lawsuit against the Company in the U.S. District Court for the District of Delaware (the "Delaware Court") (Accenture Global Services GmbH and Accenture LLP v. Guidewire Software, Inc., Case No 07-826-SLR). Accenture alleged infringement of U.S. Patent No. 7,013,284 (the "'284 patent"), among others, by our products; trade-secret misappropriation; and tortious interference with business relations. Accenture sought damages and an injunction. The Company denied Accenture's claims, and asserted counterclaims seeking a declaration that our products do not infringe the patents, that the patents are invalid and that the '284 patent is unenforceable. We also asserted counterclaims against Accenture for breach of contract and trade secret misappropriation. On May 31, 2011, the Delaware Court granted the Company's motion for summary judgment finding that Accenture's '284 patent is invalid. In July 2011, Accenture filed an appeal to the United States Court of Appeals for the Federal Circuit (the "Appeals Court") of the Delaware Court's judgment of invalidity of the '284 patent.

In October 2011, the Company agreed with Accenture to resolve all outstanding litigation concerning their respective insurance claims management software. As part of the settlement, the parties agreed to a royalty free cross license of all then-current patents and patent applications. In connection with the settlement, the Company has paid \$10.0 million to Accenture with a potential additional payment based on the final outcome of Accenture's appeal regarding the validity of its '284 patent. On September 5, 2013, the Appeals Court ruled in the Company's favor, affirming the decision of the District Court and holding the '284 patent invalid. Accenture may still request United States Supreme Court review or rehearing by the full Federal Circuit sitting en banc, and, if Accenture is allowed to appeal and is ultimately successful, then the Company has agreed to pay Accenture an additional \$20.0 million. Otherwise, no further payments would be due in connection with the settlement. The Company expensed the \$10.0 million litigation provision in fiscal year 2011 as it believes that no future benefit is attributable to the cross license.

In addition to the matters described above, from time to time, the Company is involved in various other legal proceedings and receives claims from time to time, arising from the normal course of business activities. The Company has accrued for estimated losses in the accompanying consolidated financial statements for matters with respect to which we believe the likelihood of an adverse outcome is probable and the amount of the loss is reasonably estimable.

### ***Indemnification***

The Company sells software licenses and services to its customers under contracts ("Software License"). Each Software License contains the terms of the contractual arrangement with the customer and generally includes certain provisions for defending the customer against any claims that the Company's software infringes upon a patent, copyright, trademark, or other proprietary right of a third party. Software Licenses also indemnify the customer against losses, expenses, and liabilities from damages that may be assessed against the customer in the event the Company's software is found to infringe upon such third party rights.

The Company has not had to reimburse any of its customers for losses related to indemnification provisions and no material claims against the Company are outstanding as of July 31, 2013 and 2012. For several reasons, including the lack of prior indemnification claims and the lack of a monetary liability limit for certain infringement cases under various Software Licenses, the Company cannot estimate the amount of potential future payments, if any, related to indemnification provisions.

The Company has also agreed to indemnify its directors and executive officers for costs associated with any fees, expenses, judgments, fines and settlement amounts incurred by any of these persons in any action or proceeding to which any of these persons is, or is threatened to be, made a party by reason of the person's service as a director or officer, including any action by the Company, arising out of that person's services as the Company's director or officer or that person's services provided to any other company or enterprise at the Company's request. The Company maintains director and officer insurance coverage that may enable the Company to recover a portion of any future amounts paid.



## 6. Stockholders' Equity and Stock-based Compensation

### *Stock-based Compensation Expense*

Stock-based compensation expense related to all employee and non-employee stock-based awards is as follows:

	Fiscal years ended July 31,		
	2013	2012	2011
Stock-based compensation expense:	(in thousands)		
Cost of maintenance revenues	\$ 1,217	\$ 379	\$ 120
Cost of services revenues	12,493	3,741	1,264
Research and development	9,131	3,759	1,372
Sales and marketing	5,970	2,936	903
General and administrative	9,588	7,443	3,021
Total stock-based compensation expense	38,399	18,258	6,680
Tax benefit from stock-based compensation	12,933	7,137	2,646
Total stock-based compensation expense, net of tax effect	\$ 25,466	\$ 11,121	\$ 4,034

Stock-based compensation for the year ended July 31, 2013 includes \$1.0 million of expense related to the modification of RSUs upon accelerated vesting terms for the retirement of one of the Company's officers, \$1.0 million reversal of previously recognized expense for unvested awards upon termination of one of the Company's officers, and \$1.7 million of expense for multiple performance-based awards which were mainly tied to fiscal year 2013 financial results. Amounts for the year ended July 31, 2012 include a stock compensation expense of \$1.2 million related to service performed prior to the IPO for RSUs granted to the Company's Chief Executive Officer whereby the performance condition for these grants was satisfied upon the Company's IPO closing, and a \$0.9 million related to a change in estimated forfeiture rate upon the IPO event.

As of July 31, 2013, total unrecognized compensation cost, adjusted for estimated forfeitures, was as follows:

	As of July 31, 2013	
	Unrecognized Expense (in thousands)	Average Expected Recognition Period (in years)
Restricted stock units	\$ 41,135	1.3
Stock options	2,699	1.0
	\$ 43,834	

### *RSUs*

RSU activity under the Company's equity incentive plans is as follows:

	RSUs Outstanding	
	Number of RSUs Outstanding	Weighted Average Grant Date Fair Value
Balance as of July 31, 2012	3,992,177	\$ 8.00
Granted	2,024,221	33.68
Released	(1,623,182)	9.88
Canceled	(365,615)	17.72
Balance as of July 31, 2013	4,027,601	\$ 19.27

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The weighted average per share grant date fair value of RSUs granted during each of the fiscal years ended July 31, 2013, 2012 and 2011 was \$33.68, \$13.65 and \$4.70, respectively. The fair value of RSUs released during the years ended July 31, 2013, 2012 and 2011 was \$56.2 million, \$41.2 million and \$0.0 million, respectively.

On March 9, 2011, the Company granted a series of three awards totaling 878,800 performance-based RSUs to its President and Chief Executive Officer. Each of these RSUs was subject to time-based vesting and performance vesting. In addition, each of the RSUs was subject to a separate performance condition, as follows:

- The RSUs covering 502,200 shares of common stock were subject to satisfaction of an IPO of the Company's equity securities, which occurred in January 2012;
- The RSUs covering 251,100 shares of common stock were subject to full and final dismissal or final adjudication of certain specified litigation to the satisfaction of the Board, which occurred in July 2011; and
- The RSUs covering 125,500 shares of common stock were subject to satisfaction of a pre-established revenue target for fiscal year 2012, which was satisfied upon close of fiscal year 2012.

**Stock Options**

Stock option activity under the Company's equity incentive plans is as follows:

	<b>Number of Stock Options Outstanding</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Life</b> (in years)	<b>Aggregate Intrinsic Value</b> <sup>(1)</sup> (in thousands)
Balance as of July 31, 2012	6,486,641	\$ 3.74	6.1	\$ 142,321
Granted	377,412	32.36		
Exercised	(2,905,296)	3.12		
Canceled	(195,529)	10.55		
Balance as of July 31, 2013	<u>3,763,228</u>	\$ 6.74	5.7	\$ 139,315
Vested and expected to vest as of July 31, 2013	<u>3,714,254</u>	\$ 6.56	5.7	\$ 138,163
Exercisable as of July 31, 2013	<u>3,413,948</u>	\$ 4.47	5.4	\$ 134,139

<sup>(1)</sup> Aggregate intrinsic value represents the difference between the exercise price of the option and the Company's closing stock price of \$43.76 and \$25.66 on July 31, 2013 and July 31, 2012, respectively.

The options exercisable as of July 31, 2013 include options that are exercisable prior to vesting. The total intrinsic value of options exercised was approximately \$86.0 million, \$31.2 million and \$2.6 million for the years ended July 31, 2013, 2012 and 2011, respectively. The weighted average grant date fair value of options granted was \$14.06, \$4.51 and \$3.46 for the years ended July 31, 2013, 2012 and 2011, respectively.

Additional information regarding options outstanding as of July 31, 2013 is as follows:

Exercise Price	Options Outstanding			Options Exercisable	
	Number of Options Outstanding	Remaining Contractual Life (Years)	Exercise Price per Share	Number of Options Exercisable	Exercise Price per Share
\$0.16—1.00	446,350	2.4	\$ 0.54	446,350	\$ 0.54
1.25—2.56	107,600	3.1	2.02	107,600	2.02
2.74	752,484	4.0	2.74	752,484	2.74
3.50	203,068	4.7	3.50	203,068	3.50
3.73	604,396	5.6	3.73	595,269	3.73
3.92	510,888	6.4	3.92	499,488	3.92
4.50—7.50	539,978	7.7	6.90	518,994	6.94
8.65—11.00	223,959	8.1	8.87	221,250	8.88
11.00—33.00	322,490	9.1	31.84	54,930	32.25
35.00 and over	52,015	9.3	36.42	14,515	35
	<u>3,763,228</u>	5.7	\$ 6.74	<u>3,413,948</u>	\$ 4.47

## Valuation of Awards

### *Determining Fair Value of Stock Options*

The fair value of the common stock underlying the stock options and restricted stock units granted prior to the IPO have been determined by the Board. Because there had been no public market for the Company's common stock, the Board had determined the fair value of the common stock at the time of the grant by considering a number of objective and subjective factors including valuations of comparable companies, sales of redeemable convertible preferred stock to unrelated third parties, operating and financial performance, lack of liquidity of capital stock and general and industry-specific economic outlook, amongst other factors. The fair value of the underlying common stock was determined by the Board until the Company's common stock was listed on the New York Stock Exchange upon IPO. Awards granted subsequent to the Company's IPO reflect the fair value of common stock as of the end of trading on the grant date.

The fair value of each grant of stock options was determined by the Company and the Board using the methods and assumptions discussed below. Each of these inputs is subjective and generally requires significant judgment to determine.

*Valuation Method*—The Company estimates the fair value of its stock options using the Black-Scholes option-pricing model.

*Expected Term*—The expected term represents the period that the stock-based awards are expected to be outstanding. The Company uses the simplified method to determine the expected term for its option grants as provided by the Securities and Exchange Commission. The simplified method calculates the expected term as the average of the time-to-vesting and the contractual life of the options. The Company uses the simplified method to determine its expected term because of its limited history of stock option exercise activity.

*Expected Volatility*—The expected volatility is derived from the historical stock volatilities of several comparable publicly listed peers over a period approximately equal to the expected term of the options as the Company has limited trading history by which to determine the volatility of its own common stock.

*Risk-Free Interest Rate*—The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for zero coupon U.S. Treasury notes with maturities approximately equal to the expected term of the options.

*Expected Dividend*—The expected dividend is zero as the Company has never paid dividends and has no expectations to do so.

*Summary of Assumptions*—The fair value of the employee stock options were estimated on the grant dates using a Black-Scholes option-pricing model with the following weighted average assumptions:

	Fiscal years ended July 31,		
	2013	2012	2011
Expected life (in years)	5.1 - 6.1	5.3 - 6.3	6.03
Risk-free interest rate	0.6% - 1.2%	1.2% - 1.5%	1.9%
Expected volatility	45.1% - 48.7%	44.1% - 46.4%	46.1%
Expected dividend yield	—%	—%	—%

*Forfeiture Rate*—The Company estimates its forfeiture rate based on an analysis of its actual forfeitures and will continue to evaluate the adequacy of the forfeiture rate based on actual forfeiture experience, analysis of employee turnover behavior, and other factors. The impact from a forfeiture rate adjustment will be recognized in full in the period of adjustment, and if the actual number of future forfeitures differs from that estimated, the Company may be required to record adjustments to stock-based compensation expense in future periods.

### *Convertible Preferred Stock*

Upon the closing of the Company's IPO on January 30, 2012, all outstanding convertible preferred stock was converted into 25,357,721 shares of common stock on a one-to-one basis. As of July 31, 2013 and 2012, the Company was authorized to issue 25,000,000 shares of convertible preferred stock, respectively, with a par value of \$0.0001 per share. As of July 31, 2013 and 2012, no shares of convertible preferred stock were issued and outstanding.

### ***Common Stock Reserved for Future Issuance***

As of July 31, 2013 and 2012, the Company was authorized to issue 500,000,000 common shares with a par value of \$0.0001 per share, respectively, and 57,909,277 and 53,956,608 common shares were issued and outstanding, respectively. As of July 31, 2013 and 2012, the Company had reserved shares of common stock, on an as-if-converted basis, for future issuance as follows:

	<b>July 31, 2013</b>	<b>July 31, 2012</b>
Exercise of stock options to purchase common stock	3,763,228	6,486,641
Vesting of restricted stock units	4,027,601	3,992,177
Issuances of shares available under stock plans	9,194,058	7,655,332
Total common stock reserved for issuance	<u>16,984,887</u>	<u>18,134,150</u>

### ***Equity Incentive Plans***

In February 2007, the Company's board of directors ("Board") adopted and the stockholders approved the 2006 Stock Plan ("2006 Plan") as an amendment and restatement of the stockholder-approved 2002 Stock Option/Stock Issuance Plan, as amended, which provides for the issuance of incentive and nonstatutory options to employees and nonemployees of the Company and under which 13,920,757 shares had been reserved for issuance as of July 31, 2013.

In July 2009, the Board adopted and the stockholders approved the 2009 Stock Plan ("French Plan"). Under the French Plan, 31,000 shares had been reserved for issuance as of July 31, 2013. The number of shares exercised and issued under the French Plan reduced the corresponding number of shares available under the 2006 Plan.

In June 2010, the Board adopted and the stockholders approved the 2010 Restricted Stock Unit Plan ("2010 Plan"). As of July 31, 2013, the Company had reserved 3,908,028 shares of common stock for issuance under the 2010 Plan.

On September 14, 2011, the Board, upon the recommendation of the Compensation Committee of the Board ("Committee"), adopted the 2011 Stock Plan ("2011 Plan"), which was subsequently approved by the Company's stockholders in January 2012. The 2011 Plan provides flexibility to the Committee to use various equity-based incentive awards as compensation tools to motivate the Company's workforce. The Company had initially reserved 7,500,000 shares of its common stock for the issuance of awards under the 2011 Plan. In addition, the number of shares remaining available for grant under the 2006 Plan and 2010 Plan immediately prior to the closing of the IPO were added to the shares available under the 2011 Plan. The number of shares remaining available for grant under the French Plan expired upon the IPO. The 2011 Plan provides that the number of shares reserved and available for issuance under the plan will automatically increase each January 1, beginning on January 1, 2013, by up to 5% of the outstanding number of shares of the Company's common stock on the immediately preceding December 31. This number is subject to adjustment in the event of a stock split, stock dividend or other defined changes in the Company's capitalization. With the adoption of the 2011 Plan upon the completion of the Company's IPO, both option and RSU grants now reduce the 2011 Plan reserve. As of July 31, 2013, the Company had reserved 11,760,300 shares of common stock for issuance under the 2011 Plan.

The shares the Company issues under the 2011 Plan will be authorized but unissued shares or shares that are reacquired. The shares of common stock underlying any awards under the 2011 Plan, 2010 Plan and 2006 Plan that are forfeited, canceled, held back upon exercise or settlement of an award to satisfy the exercise price or tax withholding, reacquired by the Company prior to vesting, satisfied without any issuance of stock or are otherwise terminated (other than by exercise) are added back to the shares of common stock available for issuance under the 2011 Plan. The shares of common stock underlying any outstanding awards under the French Plan that are forfeited, canceled or otherwise not issued will expire and not be available for future issuance.

No awards may be granted under the 2011 Plan after the date that is 10 years from the effectiveness of the plan. No awards under the 2011 Plan were granted prior to the Company's IPO. Following the closing of the IPO, no additional awards will be made under the 2006 Plan, French Plan and 2010 Plan.

**7. Income Taxes**

The Company's income before provision for income taxes for the years ended July 31, 2013, 2012 and 2011 is as follows:

	Fiscal years ended July 31,		
	2013	2012	2011
	(in thousands)		
Domestic	\$ 12,814	\$ 17,033	\$ 1,077
International	4,398	6,146	7,219
Income before provision for income taxes	<u>\$ 17,212</u>	<u>\$ 23,179</u>	<u>\$ 8,296</u>

The provision for income taxes consists of the following:

	Fiscal years ended July 31,		
	2013	2012	2011
	(in thousands)		
Current:			
U.S. federal	\$ 1,296	\$ —	\$ 192
State	999	544	259
Foreign	3,479	1,522	404
Total current	<u>5,774</u>	<u>2,066</u>	<u>855</u>
Deferred:			
U.S. federal	(3,416)	5,292	(24,322)
State	5	(266)	(3,326)
Foreign	(534)	887	(469)
Total deferred	<u>(3,945)</u>	<u>5,913</u>	<u>(28,117)</u>
Total provision for (benefit from) income taxes	<u>\$ 1,829</u>	<u>\$ 7,979</u>	<u>\$ (27,262)</u>

The total income tax expense differs from the amounts computed by applying the statutory federal income tax rate of 35% during the years ended July 31, 2013, 2012 and 2011 as follows:

	Fiscal years ended July 31,		
	2013	2012	2011
	(in thousands)		
Computed tax expense	\$ 6,024	\$ 8,113	\$ 2,906
Non deductible items and other	779	877	475
State taxes, net of federal benefit	(1,336)	(841)	477
Foreign income taxed at different rates	1,405	258	(2,593)
Tax credits	(7,199)	(1,356)	(1,330)
Change in valuation allowance	2,156	928	(27,197)
Total provision for (benefit from) income taxes	<u>\$ 1,829</u>	<u>\$ 7,979</u>	<u>\$ (27,262)</u>

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The tax effects of temporary differences that gave rise to significant portions of deferred tax assets and liabilities are as follows:

	Fiscal years ended July 31,		
	2013	2012	2011
	(in thousands)		
Accruals and reserves	\$ 3,647	\$ 2,273	\$ 8,307
Stock-based compensation	11,672	5,645	—
Deferred revenues	510	5,088	2,373
Property & equipment	—	153	—
State taxes	—	165	121
Net operating loss carryforwards	2,244	2,957	12,768
Tax credits	14,233	9,192	6,908
Total deferred tax assets	32,306	25,473	30,477
Less valuation allowance	4,874	2,718	1,790
Net deferred tax assets	27,432	22,755	28,687
Less deferred tax liabilities:			
Property & equipment	440	—	570
Intangible assets	2,268	—	—
Foreign deferred revenue	736	550	—
Total net deferred tax assets	\$ 23,988	\$ 22,205	\$ 28,117

During the years ended July 31, 2013, 2012 and 2011, the Company was able to consider positive evidence in determining the realizability of its deferred tax assets, including projections for future growth, and determined a significant portion of the valuation allowance was not required. A corresponding benefit of \$27.2 million was recorded for the year ended July 31, 2011. A valuation allowance of \$4.9 million, \$2.7 million and \$1.8 million remained as of July 31, 2013, 2012, and 2011, respectively, for California research and development credits that were not more likely than not realizable.

The Company had net operating loss carryforwards of the following:

	Fiscal years ended July 31,		
	2013	2012	2011
	(in thousands)		
U.S. federal	\$ 133,660	\$ 46,110	\$ 29,020
California	80,561	40,021	34,655
Other states	19,831	7,953	3,996
Total net operating loss carryforwards	\$ 234,052	\$ 94,084	\$ 67,671

The Company had research and development tax credit (“R&D credit”) carryforwards of the following:

	Fiscal years ended July 31,		
	2013	2012	2011
	(in thousands)		
U.S. federal	\$ 12,973	\$ 6,565	\$ 5,648
California	11,980	7,558	4,271
Total R&D credit carryforwards	\$ 24,953	\$ 14,123	\$ 9,919

The U.S. federal and California net operating loss carryforwards will start to expire in 2028 and 2016, respectively. The U.S. federal R&D credit will start to expire in 2023. California R&D tax credits have no expiration.

The excess tax benefits associated with stock option exercises are recorded directly to stockholders’ equity only when realized. As a result, the pre-tax excess tax benefits included in federal and California net operating loss carryforwards but not reflected in deferred tax assets for fiscal year 2013 are \$131.8 million and \$56.6 million, respectively.

Federal and California laws impose restrictions on the utilization of net operating loss carryforwards and R&D credit carryforwards in the event of a change in ownership of the Company, which constitutes an “ownership change” as defined by Internal Revenue Code Sections 382 and 383. The Company experienced an ownership change in the past that does not

materially impact the availability of its net operating losses and tax credits. Nevertheless, should there be an ownership change in the future, the Company's ability to utilize existing carryforwards could be substantially restricted.

The Company provides U.S. income taxes on the earnings of foreign subsidiaries, unless the subsidiaries' earnings are considered indefinitely reinvested outside the United States. As of July 31, 2013, U.S. income taxes were not provided for on the cumulative total of \$12.4 million of undistributed earnings from certain foreign subsidiaries. As of July 31, 2013, the unrecognized deferred tax liability for these earnings was approximately \$1.1 million.

### **Unrecognized Tax Benefits**

The following table summarizes the activity related to unrecognized tax benefits:

	Fiscal years ended July 31,		
	2013	2012	2011
	(in thousands)		
Unrecognized benefit - beginning of period	\$ 3,937	\$ 2,419	\$ 335
Gross increases - prior period tax positions	370	478	1,436
Gross increases - current period tax positions	2,420	1,040	648
Unrecognized benefit - end of period	\$ 6,727	\$ 3,937	\$ 2,419

During the year ended July 31, 2013, the Company's unrecognized tax benefits increased by \$2.4 million, primarily associated with the Company's federal and California R&D credits. As of July 31, 2013, the Company had unrecognized tax benefits of \$3.3 million that, if recognized, would affect the Company's effective tax rate.

The Company or one of its subsidiaries files income taxes in the U.S. federal jurisdiction and various states and foreign jurisdictions. If the Company utilizes net operating losses or tax credits in future years, the U.S. federal, state and local, and non-U.S. tax authorities may examine the tax returns covering the period in which the net operating losses and tax credits arose. As a result, the Company's tax returns in the U.S. and California remain open to examination from fiscal years 2002 through 2013. Substantially all material foreign income tax matters in Australia have been concluded through the year ended July 31, 2007. The Company has been audited in Canada and substantially concluded all material income tax matters through July 31, 2009.

### **8. Employee 401(k) Plan**

The Company's employee savings and retirement plan is qualified under Section 401 of the Internal Revenue Code. The plan is available to all regular employees on the Company's U.S. payroll and provides employees with tax-deferred salary deductions and alternative investment options. Employees may contribute up to 25% of their salary up to the statutory prescribed annual limit. In calendar years 2013 and 2012, the Company match for employees' contributions to the plan was up to \$2,000 per participant per calendar year.

### **9. Segment Information**

The Company operates in one segment. The Company's chief operating decision maker (the "CODM"), its Chief Executive Officer, manages the Company's operations on a consolidated basis for purposes of allocating resources. When evaluating the Company's financial performance, the CODM reviews separate revenues information for the Company's license, maintenance and professional services offerings, while all other financial information is reviewed on a consolidated basis. All of the Company's principal operations and decision-making functions are located in the United States.

The following table sets forth revenues by country based on the billing address of the customer:

	Fiscal years ended July 31,		
	2013	2012	2011
	(in thousands)		
United States	\$ 172,793	\$ 127,473	\$ 89,714
Canada	42,632	35,690	24,632
Australia	15,316	19,619	17,388
United Kingdom	20,660	16,223	17,362
Other	49,248	33,056	23,376
Total revenues	\$ 300,649	\$ 232,061	\$ 172,472

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No other country accounted for more than 10% of revenues during the years ended July 31, 2013, 2012 and 2011.

The following table sets forth the Company's property and equipment, net by geographic region:

	<b>July 31, 2013</b>	<b>July 31, 2012</b>
	<i>(in thousands)</i>	
North America	\$ 11,353	\$ 11,522
Europe	1,276	388
Asia Pacific	285	14
Total	<u>\$ 12,914</u>	<u>\$ 11,924</u>

## 10. Acquisition

On May 10, 2013, the Company purchased all of the outstanding equity interests of Millbrook, Inc., a privately held provider of data models and platforms, technology accelerators and business intelligence solutions for P&C insurers. The aggregate cost of the acquisition was \$14.7 million net of acquired cash. In addition, the Company issued \$3.7 million in RSUs, vesting of which is subject to time-based vesting requirements and therefore are excluded from the purchase consideration. The related value is recognized as compensation expense over the requisite service period. The Company believes that the acquisition of Millbrook will enhance reporting capabilities of our software. The results of Millbrook's operations from May 10, 2013 to July 31, 2013 are included in the Company's results for the fourth quarter of fiscal year 2013 and were not material. Transaction expenses of \$0.7 million were expensed as incurred.

The allocation of the purchase price is preliminary and is therefore subject to change. The purchase price remains subject to post-closing adjustments related to the changes in the fair value of working capital as of the closing date. The aggregate cost of the acquisition, net of acquired cash, was allocated as follows:

	<b>Total Purchase Price Allocation</b>	<b>Estimated Useful Lives</b>
	<i>(in thousands)</i>	<i>(in years)</i>
Assets acquired, net	\$ 590	n/a
Developed technology	7,200	5.0
Deferred tax liability	(2,094)	n/a
Goodwill	9,048	n/a
Total purchase price	<u>\$ 14,744</u>	

Management assigned preliminary fair values to the identifiable intangible assets by applying the income approach. This fair value measurement is based on significant inputs that are not observable in the market and thus represents a Level 3 measurement. The valuation models were based on estimates of future operating projections of the acquired business and rights to sell new products containing the acquired technology as well as judgments on the discount rates used and other variables. The Company developed forecasts based on a number of factors including pricing projections of future products, expected customer interest, a discount rate that is representative of the weight average cost of capital, and a long-term sustainable growth rate based on market analysis. The Company is amortizing the acquired intangible asset on a straight-line basis over its estimated useful life.

The pro forma results of operations have not been presented because the effects of the business combination described above were not material to our consolidated results of operations.

### Item 9. Changes in and Disagreements with Accountant on Accounting and Financial Disclosure

None.

### Item 9A. Controls and Procedures

#### *Evaluation of Disclosure Controls and Procedures*

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a- 15(e) and 15d- 15(e) under the Securities



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Exchange Act of 1934, as amended (the “Exchange Act”), as of the end of the period covered by this Annual Report on Form 10-K. Based on such evaluation, our principal executive officer and principal financial officer have concluded that as of such date, our disclosure controls and procedures were effective.

***Management’s Annual Report on Internal Control Over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company as defined in Rule 13a-15(f) or 15d-15(f) of the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of the Company's internal control over financial reporting as of July 31, 2013 using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its Internal Control-Integrated Framework (1992). Based on this assessment and those criteria, management concluded that our internal control over financial reporting was effective as of July 31, 2013.

Our internal control over financial reporting has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report, which appears in Part II, Item 8 of this Form 10-K.

***Inherent Limitations of Internal Controls***

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

***Changes in Internal Control over Financial Reporting***

There were no changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

None.

**PART III**

**Item 10.            *Directors, Executive Officers and Corporate Governance***

The information required by this item concerning our executive officers is set forth under the heading “Executive Officers of the Registrant” in Part I, Item 1 of this Annual Report on Form 10-K.

We have adopted a Code of Business Conduct and Ethics that applies to all of our directors, officers and employees, including our principal executive officer and principal financial officer. The Code of Business Conduct and Ethics is posted on our investor relations website.

We will post any amendments to, or waivers from, a provision of this Code of Business Conduct and Ethics by posting such information on our website, at the address and location specified above.

The other information required by this item will be contained in our definitive proxy statement to be filed with the Securities and Exchange Commission in connection with our 2013 annual meeting of stockholders (the “Proxy Statement”), which is expected to be filed not later than 120 days after the end of our fiscal year ended July 31, 2013, and is incorporated in this report by reference.

**Item 11.            *Executive Compensation***

The information required by this item will be set forth in the Proxy Statement and is incorporated herein by reference.

**Item 12.            *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The information required by this item will be set forth in the Proxy Statement and is incorporated herein by reference.

**Item 13.            *Certain Relationships and Related Transactions and Director Independence***

The information, if any, required by this item will be set forth in the Proxy Statement and is incorporated herein by reference.

**Item 14.            *Principal Accountant Fees and Services***

The information required by this item will be set forth in the Proxy Statement and is incorporated herein by reference.

**PART IV**

**Item 15.        *Exhibits and Financial Statement Schedules***

(a) The following documents are filed as part of this report:

1. Consolidated Financial Statements

See Index to Consolidated Financial Statements at Item 8 herein.

2. Financial Statement Schedules

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or notes herein.

3. Exhibits

See the Exhibit Index immediately following the signature page of this Annual Report on Form 10-K.

The exhibits listed below are filed or incorporated by reference as part of this Annual Report on Form 10-K.

## Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### GUIDEWIRE SOFTWARE, INC.

By: /S/ MARCUS S. RYU  
Marcus S. Ryu  
President and Chief Executive Officer

### POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes and appoints Marcus S. Ryu and Karen Blasing, and each of them, with full power of substitution and resubstitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act in his or her name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing, ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/S/ MARCUS S. RYU</u> Marcus S. Ryu	President, Chief Executive Officer and Director (Principal Executive Officer)	September 26, 2013
<u>/S/ KAREN BLASING</u> Karen Blasing	Chief Financial Officer (Principal Financial and Accounting Officer)	September 26, 2013
<u>/S/ Kenneth W. Branson</u> Kenneth W. Branson	Director	September 26, 2013
<u>/S/ John Cavoores</u> John Cavoores	Director	September 26, 2013
<u>/S/ Craig Conway</u> Craig Conway	Director (Executive Chairman)	September 26, 2013
<u>/S/ Neal Dempsey</u> Neal Dempsey	Director	September 26, 2013
<u>/S/ Guy Dubois</u> Guy Dubois	Director	September 26, 2013
<u>/S/ Steven M. Krausz</u> Steven M. Krausz	Director	September 26, 2013
<u>/S/ Craig Ramsey</u> Craig Ramsey	Director	September 26, 2013
<u>/S/ Clifton Thomas Weatherford</u> Clifton Thomas Weatherford	Director	September 26, 2013

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>	<b>Incorporated by Reference From Form</b>	<b>Incorporated by Reference From Exhibit Number</b>	<b>Date Filed</b>
3.1	Amended and Restated Certificate of Incorporation.	10-Q	3.1	March 14, 2012
3.2	Amended and Restated Bylaws.	8-K	3.1	January 22, 2013
4.1	Form of Common Stock certificate of the Registrant.	S-1/A	4.1	January 9, 2012
10.1	Form of Indemnification Agreement between the Registrant and each of its directors and executive officers.	S-1/A	10.1	October 28, 2011
10.2	2006 Stock Plan and forms of agreements thereunder.	S-1	10.2	September 2, 2011
10.3	2009 Stock Plan and forms of agreements thereunder.	S-1	10.3	September 2, 2011
10.4	2010 Restricted Stock Unit Plan and forms of agreements thereunder.	S-1	10.4	September 2, 2011
10.5	2011 Stock Plan and forms of agreements thereunder.	S-1/A	10.5	December 13, 2011
10.6	Form of Executive Agreement.	S-1/A	10.6	October 28, 2011
10.7	Senior Executive Incentive Bonus Plan.	S-1/A	10.12	December 13, 2011
10.8	Lease Agreement between Parkside Towers, L.P. and the Registrant dated as of December 5, 2011.	S-1/A	10.13	December 13, 2011
21.1	Subsidiaries of the Registrant.	Filed herewith	—	—
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm.	Filed herewith	—	—
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act.	Filed herewith	—	—
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act.	Filed herewith	—	—
32.1*	Certification of the Chief Executive Officer and the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act.	Furnished herewith	—	—
101.INS**	XBRL Instance Document	Filed herewith	—	—
101.SCH**	XBRL Taxonomy Extension Schema Document	Filed herewith	—	—
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith	—	—
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith	—	—
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith	—	—
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith	—	—

\* The certifications furnished in Exhibit 32.1 hereto are deemed to accompany this Annual Report on Form 10-K and will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. Such certifications will not be deemed to be incorporated by reference into any filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the registrant specifically incorporates it by reference.

\*\* Users of this data are advised that, pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under these sections.

<b>Country</b>	<b>Subsidiary and address</b>
Australia	<b>Guidewire Software Pty Ltd. (Aus)</b> Level 2, 95 Pitt Street Sydney NSW 2000
Germany	<b>Guidewire Software GmbH</b> Zeppelinstrabe 71-73 81669 Munchen
France	<b>Guidewire Software France SAS</b> 19 Boulevard Maiesherbes 75008 Paris FRANCE
United Kingdom	<b>Guidewire Software Ltd. (UK)</b> 4 <sup>th</sup> Floor, 9 Cloak Lane London EC4R 2RU U.K.
Japan	<b>Guidewire Software Japan KK</b> 12/F Yurakucho Ekimae Bldg. 2-7-1 Yurakucho, Chiyoda-ku, Tokyo
Canada	<b>Guidewire Canada Ltd.</b> 5600 Explorer Drive, Suite 202 Mississauga Ontario Canada L4W 4Y2
New Zealand	<b>Guidewire Software Pty Ltd. (New Zealand Branch)</b> Level 2, 95 Pitt Street Sydney NSW 2000
Hong Kong	<b>Guidewire Software Asia Ltd. (HK)</b> C/- Vistra (Hong Kong) Limited Suite 5704-5, 57th Floor, Central Plaza 18 Harbour Road, Wanchai, Hong Kong
Ireland	<b>Guidewire Software (Ireland) Ltd.</b> Ground Floor, Units 1 & 2, Nexus Building Block 6A, Blanchardstown Corporate Park Ballycoolin, Dublin 15, Ireland
Italy	<b>Guidewire Software Italy SRL.</b> Via XX Settembre 3 10121 Turin Italy
Poland	<b>Guidewire Software Poland Sp. Z o.o.</b> Ulica Sienna 83/218 00-815 Warszaww Poland
China	<b>Guidewire Software (Beijing) Co. Ltd.</b> 14 <sup>th</sup> Floor, A Tower, Pacific Century Place 2A Workers Stadium Road North Chaoyong District, Beijing 100027 P.R. China

United States

**Millbrook, Inc.**

707 Eagleview Boulevard, Ste 307

Uwchlan Township, Chester County, PA

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Guidewire Software, Inc.:

We consent to the incorporation by reference in the registration statements (Nos. 333-179799 and 333-187004) on Form S-8 of Guidewire Software, Inc. of our report dated September 26, 2013, with respect to the consolidated balance sheets of Guidewire Software, Inc. and subsidiaries as of July 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended July 31, 2013, and the effectiveness of internal control over financial reporting as of July 31, 2013, which report appears in the July 31, 2013 annual report on Form 10-K of Guidewire Software, Inc.

KPMG LLP

Santa Clara, CA  
September 26, 2013



**CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF  
THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Marcus S. Ryu, certify that:

1. I have reviewed this Annual Report on Form 10-K of Guidewire Software, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 26, 2013

By: /s/ MARCUS S. RYU

Marcus S. Ryu

President and Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF  
THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Karen Blasing, certify that:

1. I have reviewed this Annual Report on Form 10-K of Guidewire Software, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 26, 2013

By: /s/ KAREN BLASING

Karen Blasing  
Chief Financial Officer  
(Principal Financial Officer)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Guidewire Software, Inc. for the year ended July 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Marcus S. Ryu, as Chief Executive Officer of Guidewire Software, Inc., hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge, the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Guidewire Software, Inc.

Date: September 26, 2013

By: /s/ MARCUS S. RYU

Marcus S. Ryu

President and Chief Executive Officer

(Principal Executive Officer)

In connection with the Annual Report on Form 10-K of Guidewire Software, Inc. for the year ended July 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Karen Blasing, as Chief Financial Officer of Guidewire Software, Inc., hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of her knowledge, the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Guidewire Software, Inc.

Date: September 26, 2013

By: /s/ KAREN BLASING

Karen Blasing

Chief Financial Officer

(Principal Financial Officer)

