FORM 4

2735 SAND HILL ROAD

CA

(State)

1. Name and Address of Reporting Person*

94025

(Zip)

(Street)

(City)

MENLO PARK

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

this box if no longer subject to
n 16 Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

					01 0	CCLIO	11 30(11)	or tric i	IIVCStillC	iii Co	inpuny Act o	31 1340						
1. Name and Address of Reporting Person* PRESIDIO MANAGEMENT GROUP VIII L L C					2. Issuer Name and Ticker or Trading Symbol Guidewire Software, Inc. [GWRE]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner				
(Last) (First) (Middle) 2735 SAND HILL ROAD					3. Date of Earliest Transaction (Month/Day/Year) 04/24/2012									Officer (give title Other (specify below) below)				
(Street) MENLO	PARK C	A !	94025		4. If a	Amer	ndment	, Date o	of Origina	l Filed	d (Month/Da	ay/Year)		Line	e) Forn	n filed by One n filed by Mor	Filing (Check / e Reporting Per- re than One Rep	son
(City)	(S	itate) ((Zip)															
		Tab	le I - No	n-Deriv	ative	Sec	uritie	s Acc	quired,	Dis	posed o	f, or E	3ene	ficial	ly Own	ed		
1. Title of S	Security (Ins	tr. 3)		2. Transa Date (Month/D		Ex) if a	Deemo ecution any onth/Da	Date,	3. Transa Code (I 8)		4. Securitie Disposed (5) Secur Benef Owne	icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
									Code	v	Amount	(A)	(A) or (D)		Repor Trans (Instr.	ted action(s) 3 and 4)		(Instr. 4)
Common	Stock			04/24/	2012				S		3,155,31	11	D	\$28.2	.5 8,7	722,862	I	Directly owned by USVP VIII ⁽¹⁾
Common	Stock			04/24/	2012				S		23,250		D	\$28.2	5 6	64,270	I	Directly owned by AFF VIII ⁽¹⁾
Common	Stock			04/24/	2012				S		29,561	. !	D	\$28.2	5 8	31,720	I	Directly owned by EP VIII-A ⁽¹⁾
Common	Stock			04/24/	2012				S		15,860]	D	\$28.2	.5 4	3,843	I	Directly owned by EP VIII-B ⁽¹⁾
		Ta									osed of, o				Owned			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deer Execution	ned on Date,	4. Transac Code (II 8)	ction	_	rative rities rired r osed)		xerci on Da	sable and	7. Title Amour Securi Under Deriva	e and nt of ities lying itive ity (Insi	8 5 (1	B. Price of Derivative Security Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title	Amor or Numl of Share	oer				
		f Reporting Person [*] NAGEMENT	GRO	JP VIII	LL													
(Last)		(First)	(Mic	idle)		-												

	E PARTNER	S VIII L P							
(Last) (First) (Middle) 2735 SAND HILL ROAD									
(Street) MENLO PARK	CA	94025							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person* <u>USVP VIII AFFILIATES FUND L P</u>									
(Last) 2735 SAND HILL	(First)	(Middle)							
(Street) MENLO PARK	CA	94025							
(City)	(State)	(Zip)							
1. Name and Address USVP ENTRE P (Last) 2735 SAND HILL	CPRENEUR (First)	PARTNERS VIII A L (Middle)							
(Street) MENLO PARK	CA	94025							
(City)	(State)	(Zip)							
1. Name and Address USVP ENTRE P (Last) 2735 SAND HILL	CPRENEUR (First)	PARTNERS VIII B L (Middle)							
USVP ENTRE P (Last)	(First) ROAD	PARTNERS VIII B L							
USVP ENTRE P (Last) 2735 SAND HILL (Street)	(First) ROAD	PARTNERS VIII B L (Middle)							
USVP ENTRE P (Last) 2735 SAND HILL (Street) MENLO PARK	(First) ROAD CA (State) of Reporting Pers	(Middle) 94025 (Zip)							
USVP ENTRE P (Last) 2735 SAND HILL (Street) MENLO PARK (City) 1. Name and Address	(First) CA (State) of Reporting PersiRWIN (First)	(Middle) 94025 (Zip)							
USVP ENTRE P (Last) 2735 SAND HILL (Street) MENLO PARK (City) 1. Name and Address FEDERMAN 1	(First) CA (State) of Reporting Pers	PARTNERS VIII B L (Middle) 94025 (Zip)							
USVP ENTRE P (Last) 2735 SAND HILL (Street) MENLO PARK (City) 1. Name and Address FEDERMAN 1 (Last) 2735 SAND HILL (Street)	(First) CA (State) of Reporting Pers	PARTNERS VIII B L (Middle) 94025 (Zip) son* (Middle)							
USVP ENTRE P (Last) 2735 SAND HILL (Street) MENLO PARK (City) 1. Name and Address FEDERMAN 1 (Last) 2735 SAND HILL (Street) MENLO PARK	(First) CA (State) Of Reporting Personal ROAD CA (State) CA (State) CA (State) Of Reporting Personal ROAD	PARTNERS VIII B L (Middle) 94025 (Zip) (Middle) 94025 (Zip)							
USVP ENTRE P (Last) 2735 SAND HILL (Street) MENLO PARK (City) 1. Name and Address FEDERMAN I (Last) 2735 SAND HILL (Street) MENLO PARK (City) 1. Name and Address	(First) CA (State) of Reporting Pers IRWIN (First) CA (State) of Reporting Pers IRWIN (First) CA (State) of Reporting Pers IS (First)	PARTNERS VIII B L (Middle) 94025 (Zip) (Middle) 94025 (Zip)							
USVP ENTRE P (Last) 2735 SAND HILL (Street) MENLO PARK (City) 1. Name and Address FEDERMAN I (Street) MENLO PARK (City) 1. Name and Address FU WINSTON (Last)	(First) CA (State) of Reporting Pers IRWIN (First) CA (State) of Reporting Pers IS (First) CA (State)	(Middle) 94025 (Zip) 94025 (Zip) 94025 (Zip) 94025 (Zip)							

(Last)	(First)	(Middle)							
2735 SAND HILL ROAD									
,									
(Street)									
MENLO PARK	CA	94025							
(City)	(State)	(Zip)							
1 Name and Address	of Reporting Person*								
1. Name and Address of Reporting Person* ROOT JONATHAN D									
(Last)	(First)	(Middle)							
2735 SAND HILL	ROAD								
(Street)									
MENLO PARK	CA	94025							
(City)	(State)	(Zip)							
1 Name and Address	of Depositing Degrees*								
Name and Address of Reporting Person* Rust Christopher J									
<u>reast Christoph</u>	<u>C1 J</u>								
(Last)	(First)	(Middle)							
2735 SAND HILL	ROAD	,							
,									
(Street)									
MENLO PARK	CA	94025							
(City)	(State)	(Zip)							

Explanation of Responses:

1. The reported securities are owned directly by each of U.S. Venture Partners VIII, L.P. ("USVP VIII"), USVP VIII Affiliates Fund, L.P. ("AFF VIII"), USVP Entrepreneur Partners VIII-A, L.P. ("EP VIII-A") and USVP Entrepreneur Partners VIII-B, L.P. ("EP VIII-B" and together with USVP VIII, AFF VIII and EP VIII-A, the "USVP VIII Funds"). Presidio Management Group VIII, L.L.C. ("PMG VIII") is the general partner of each of USVP VIII, AFF VIII, EP VIII-B and may be deemed to have sole voting and dispositive power over the shares held by the USVP VIII Funds. PMG VIII and each of Irwin Federman, Winston Fu, Steven M. Krausz, David Liddle, Jonathan D. Root, Christopher Rust, Casey M. Tansey and Philip M. Young, the managing members of PMG VIII who may be deemed to share voting and dispositive power over the reported securities, disclaim beneficial ownership of the reported securities held by the USVP VIII Funds except to the extent of any pecuniary interest therein.

Remarks:

Remarks: This report is one of three reports, each on a separate Form 4, but relating to the same transaction being filed by the reporting persons.

Michael P. Maher - Attonery in Fact for each Joint Filer 04/25/2012

** Signature of Reporting Person Date

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

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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