SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person [*] <u>DEMPSEY NEAL</u>		on*	2. Issuer Name and Ticker or Trading Symbol Guidewire Software, Inc. [GWRE]		tionship of Reporting Per all applicable) Director	rson(s) to Issuer 10% Owner	
(Last) 2180 SAND HII	(Last) (First) (Middle) 2180 SAND HILL ROAD, SUITE 345		3. Date of Earliest Transaction (Month/Day/Year) 02/27/2013		Officer (give title below)	Other (specify below)	
,			4. If Amendment, Date of Original Filed (Month/Day/Year)	ndividual or Joint/Group Filing (Check Applicable			
(Street)				Line)			
MENLO PARK	CA	94025		X	Form filed by One Rep	orting Person	
					Form filed by More that Person	n One Reporting	
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 2. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2A. Deemed 3. 7. Nature 5. Transaction Code (Instr. 8) of Indirect Beneficial Ownership (Instr. 4) Execution Date, if any (Month/Day/Year) (A) or (D) Code v Price Amount

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
Common Stock						146,409	D ⁽³⁾				
Common Stock	02/28/2013	S ⁽⁸⁾	1,650	D	\$36.6077(10)	121,300	I ⁽²⁾	See footnote 2			
Common Stock	02/28/2013	S ⁽⁸⁾	5,066	D	\$36.1205 ⁽⁹⁾	122,950	I ⁽²⁾	See footnote 2			
Common Stock	02/27/2013	S ⁽⁸⁾	1,181	D	\$38.1761 ⁽⁷⁾	128,016	<u>I</u> ⁽²⁾	See footnote 2			
Common Stock	02/27/2013	S ⁽⁸⁾	12,336	D	\$37.4805(6)	129,197	I ⁽²⁾	See footnote 2			
Common Stock	02/27/2013	S ⁽⁸⁾	14,441	D	\$36.5301 ⁽⁵⁾	141,533	<u>I</u> (2)	See footnote 2			
Common Stock	02/27/2013	S ⁽⁸⁾	3,165	D	\$35.4982 ⁽⁴⁾	155,974	I ⁽²⁾	See footnote 2			
Common Stock	02/28/2013	S ⁽⁸⁾	29,772	D	\$36.6077(10)	2,194,259	I ⁽¹⁾	See footnote 1			
Common Stock	02/28/2013	S ⁽⁸⁾	91,433	D	\$36.1205 ⁽⁹⁾	2,224,031	I ⁽¹⁾	See footnote 1			
Common Stock	02/27/2013	S ⁽⁸⁾	21,307	D	\$38.1761(7)	2,315,464	<u>I</u> ⁽¹⁾	See footnote 1			
Common Stock	02/27/2013	S ⁽⁸⁾	222,627	D	\$37.4805(6)	2,336,771	<u>I</u> (1)	See footnote 1			
Common Stock	02/27/2013	S ⁽⁸⁾	260,625	D	\$36.5301 ⁽⁵⁾	2,559,398	<u>I</u> ⁽¹⁾	See footnote 1			
Common Stock	02/27/2013	S ⁽⁸⁾	57,125	D	\$ 35.4982 ⁽⁴⁾	2,820,023	Ī(1)	See footnote 1			

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Ta Date (Month/Day/Year)	Bie PrenDeriva Execution Date, if any (e.g., p (Month/Day/Year)	UtsdeQi	ecuri	tiesu of Voefik Secu Acqui (A) or	ities ired	ifentesis Expiration Da QUATIONDSy/V	issecrof, anvertib	Amour CeSCA Underl Deriva	wing	98 Ovineti Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction version secrise e of vative 3. Transaction Date 3. Deemed Execution Date, if any (Month/Day/Year) 4. Distorate of (D) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7.ntifle and Amount of Securities Underlying version vative (Month/Day/Year) 8. Distoration (O) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7.ntifle and Amount of Securities Underlying	Execution Date, if any	Transaction Code (Instr.		Disponder of (D) (Destvative 80ପାର୍ସ୍ଟାties		Expiration Date (Month/Day/Year)		Amount of Securities Underlying		Derivative Security (Instr. 5) Benefic	Reponded of Teaturation(s) Sectinities Beneficially Owned	Reponded of 10. 1 Textusation(s) Ownership o Sectirifies Form: B Beneficially Direct (D) O	11. Nature of Indirect Beneficial Ownership (notr. 4)
	Security		y A(meuns or Number of		Following Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	(Instr. 4)								

Explanation of Responses:

1. Shares are held directly by Bay Partners X LP ("Bay X"). Bay Management Co X LLC ("Bay Management X"), the general partner of Bat X, and Neal Dempsey and Stuart G. Phillips, the managing members of the Bay Management X, may be deemed to share voting and dispositive power over the shares held by Bay X. Such persons and or futures disclaim beneficial ownership of shares held by Bay X except to the extent of any pecuniary interest therein. Code V (A) (D) Every shale Title Shares

except to the extent of any pecuniary interest therein. Code V (A) (D) Exercisable Date Title Shares 2. Shares are held directly by Bay Partners X Entrepreneurs Fund LP ("Bay X Entrepreneurs"). Bay Management X, the general partner of Bay X Entrepreneurs, and Neal Dempsey and Stuart G. Phillips, the managing members of the Bay Management X, may be deemed to share voting and dispositive power over the shares held by Bay X Entrepreneurs. Such persons and entities disclaim beneficial ownership of shares held by Bay X Entrepreneurs except to the extent of any pecuniary interest therein.

3. Shares received and held directly by Neal Dempsey as part of a pro rata distribution, not for additional consideration, by Bay Management Co X LLC to its members.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.99 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 5 to this Form 4.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.00 to \$36.99 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 6 to this Form 4.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.00 to \$38.00 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 7 to this Form 4.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.42 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 8 to this Form 4.

8. Sold pursuant to a Rule 10b5-1 Sales Plan adopted by Bay Partners X LP and Bay Partners X Entrepreneurs Fund LP with respect to the Common Stock of the Issuer.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.46 to \$36.45 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 9 to this Form 4.

10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.46 to \$36.71 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 10 to this Form 4.

Remarks:

Neal Dempsey is a director of the issuer and a managing member of Bay Management Co. X LLC, which serves as the general partner to Bay Partners X LP and Bay Partners X Entrepreneurs Fund LP. Mr. Dempsey disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of his pecuniary interest in such securities) other than any securities reported herein as being directly owned by him, and this report shall not be deemed an admission that he is the beneficial owner of any securities for purposes of Section 16 or for any other purpose.

<u>/s/ Neal Dempsey</u>

Amount

02/28/2013

Date

** Signature of Reporting Person

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.