

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to 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

| OMB APPROVAL                                 |           |
|--|-----------|
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|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>DEMPSEY NEAL</u><br><br>(Last) (First) (Middle)<br>2180 SAND HILL ROAD, SUITE 345<br><br>(Street)<br>MENLO PARK CA 94025<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Guidewire Software, Inc. [ GWRE ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/27/2013                          |  |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person    |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                           | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                     |   |  |   |
| Common Stock                    | 02/27/2013                           |  | S <sup>(8)</sup>               |   | 57,125  | D          | \$35.4982 <sup>(4)</sup>  | 2,820,023   | I <sup>(1)</sup>   | See footnote 1  |
| Common Stock                    | 02/27/2013                           |  | S <sup>(8)</sup>               |   | 260,625   | D          | \$36.5301 <sup>(5)</sup>  | 2,559,398   | I <sup>(1)</sup>   | See footnote 1  |
| Common Stock                    | 02/27/2013                           |  | S <sup>(8)</sup>               |   | 222,627   | D          | \$37.4805 <sup>(6)</sup>  | 2,336,771   | I <sup>(1)</sup>   | See footnote 1  |
| Common Stock                    | 02/27/2013                           |  | S <sup>(8)</sup>               |   | 21,307  | D          | \$38.1761 <sup>(7)</sup>  | 2,315,464   | I <sup>(1)</sup>   | See footnote 1  |
| Common Stock                    | 02/28/2013                           |  | S <sup>(8)</sup>               |   | 91,433  | D          | \$36.1205 <sup>(9)</sup>  | 2,224,031   | I <sup>(1)</sup>   | See footnote 1  |
| Common Stock                    | 02/28/2013                           |  | S <sup>(8)</sup>               |   | 29,772  | D          | \$36.6077 <sup>(10)</sup> | 2,194,259   | I <sup>(1)</sup>   | See footnote 1  |
| Common Stock                    | 02/27/2013                           |  | S <sup>(8)</sup>               |   | 3,165   | D          | \$35.4982 <sup>(4)</sup>  | 155,974   | I <sup>(2)</sup>   | See footnote 2  |
| Common Stock                    | 02/27/2013                           |  | S <sup>(8)</sup>               |   | 14,441  | D          | \$36.5301 <sup>(5)</sup>  | 141,533   | I <sup>(2)</sup>   | See footnote 2  |
| Common Stock                    | 02/27/2013                           |  | S <sup>(8)</sup>               |   | 12,336  | D          | \$37.4805 <sup>(6)</sup>  | 129,197   | I <sup>(2)</sup>   | See footnote 2  |
| Common Stock                    | 02/27/2013                           |  | S <sup>(8)</sup>               |   | 1,181   | D          | \$38.1761 <sup>(7)</sup>  | 128,016   | I <sup>(2)</sup>   | See footnote 2  |
| Common Stock                    | 02/28/2013                           |  | S <sup>(8)</sup>               |   | 5,066   | D          | \$36.1205 <sup>(9)</sup>  | 122,950   | I <sup>(2)</sup>   | See footnote 2  |
| Common Stock                    | 02/28/2013                           |  | S <sup>(8)</sup>               |   | 1,650   | D          | \$36.6077 <sup>(10)</sup> | 121,300   | I <sup>(2)</sup>   | See footnote 2  |
| Common Stock                    |                                      |  |                                |   |   |            |                           | 146,409   | D <sup>(3)</sup>   |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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