

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>PRESIDIO MANAGEMENT GROUP VIII L L C</u> _____ (Last) (First) (Middle) <u>2735 SAND HILL ROAD</u> _____ (Street) <u>MENLO PARK CA 94025</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/24/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>Guidewire Software, Inc. [GWRE]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	273,710	I	Directly owned by USVP VIII ⁽³⁾
Common Stock	2,014	I	Directly owned by AFF VIII ⁽³⁾
Common Stock	2,566	I	Directly owned by EP VIII-A ⁽³⁾
Common Stock	1,376	I	Directly owned by EP VIII-B ⁽³⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	8,750,236	(2)	I	Directly owned by USVP VIII ⁽³⁾
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	64,475	(2)	I	Directly owned by AFF VIII ⁽³⁾
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	81,976	(2)	I	Directly owned by EP VIII-A ⁽³⁾
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	43,981	(2)	I	Directly owned by EP VIII-B ⁽³⁾
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	1,882,117	(2)	I	Directly owned by USVP VIII ⁽³⁾
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	13,868	(2)	I	Directly owned by AFF VIII ⁽³⁾
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	17,632	(2)	I	Directly owned by EP VIII-A ⁽³⁾
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	9,460	(2)	I	Directly owned by EP VIII-B ⁽³⁾
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	972,110	(2)	I	Directly owned by USVP VIII ⁽³⁾
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	7,163	(2)	I	Directly owned by AFF VIII ⁽³⁾
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	9,107	(2)	I	Directly owned by EP VIII-A ⁽³⁾
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	4,886	(2)	I	Directly owned by EP VIII-B ⁽³⁾

[PRESIDIO MANAGEMENT GROUP VIII L L C](#)

(Last) (First) (Middle)

2735 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[US VENTURE PARTNERS 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*

[USVP VIII AFFILIATES FUND L P](#)

(Last) (First) (Middle)

2735 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[USVP ENTREPRENEUR PARTNERS VIII A L P](#)

(Last) (First) (Middle)

2735 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[USVP ENTREPRENEUR PARTNERS VIII B L P](#)

(Last) (First) (Middle)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[FEDERMAN IRWIN](#)

(Last) (First) (Middle)

2735 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

FU WINSTON S

(Last)	(First)	(Middle)
2735 SAND HILL ROAD		

(Street)		
MENLO PARK	CA	94025

(City)	(State)	(Zip)
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1. Name and Address of Reporting Person*

LIDDLE DAVID E

(Last)	(First)	(Middle)
2735 SAND HILL ROAD		

(Street)		
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(City)	(State)	(Zip)
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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)
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1. Name and Address of Reporting Person*

Rust Christopher J

(Last)	(First)	(Middle)
2735 SAND HILL ROAD		

(Street)		
MENLO PARK	CA	94025

(City)	(State)	(Zip)
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Explanation of Responses:

1. The Series A, Series B, and Series C Convertible Preferred Stock is convertible into Common Stock on a one for one basis at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

2. Not Applicable

3. 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-A and 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 3, but relating to the same transaction being filed by the reporting persons.

Michael P. Maher - Attorney-
in-Fact for each Joint Filer 01/24/2012

** 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 5 (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.