FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

L	OMB APPROVAL							
F	OMB Number: 3235-028							
1	Estimated average burden							
1	nours per response:	0.5						

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

1. Name and Address of Reporting Person*  DEMPSEY NEAL					2. Issuer Name <b>and</b> Ticker or Trading Symbol Guidewire Software, Inc. [ GWRE ]									S. Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner					
•	· ·	,			3. Date of Earliest Transaction (Month/Day/Year) 10/09/2012												Other ( below)		(specify
				4. If Amendment, Date of 0					of Original Filed (Month/Day/Year)						,				
1. Title of Security (Instr. 3)			2. Transa Date	action 2A. Deemed Execution Date, if any		3. Transaction Code (Instr.		4. Securities Acquired (A)				or 5. Am 4 and Secui Benet Owne		ount of ties cially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount		(A) or (D)	or Price		Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Common Stock				.0/09/2012				J <sup>(3)</sup>		947,500		D	\$	\$0 4		4,772,148		)	See footnote 1
Common Stock 10,					9/2012			J <sup>(3)</sup>	J(3)		0	D	\$0		264,139		<b>I</b> (2	)	See footnote 2
Common Stock 10/09/								J <sup>(4)</sup> 52,486 A		\$	SO 0	136,603		D(	5)				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
rivative curity or Exercise Str. 3) Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) 8		Transa Code (		tion of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration (Month/E	Expiration Date (Month/Day/Year)  Date Expira		Amount of Securities Underlying Derivative Security (Instr. and 4)  Amount of Methods of Security (Instr. and 4)		ount nber	Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported	Own Forn Dire or In (I) (II	n: ct (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Fir LIFORNIA)  (State curity (Instate curity	(First) (CAC) (IFORNIA AVENUE SUCCE (State) (CAC) (STATE)	(First) (Middle) LIFORNIA AVENUE SUITE 200  O CA 94306  (State) (Zip)  Table I - Nor  curity (Instr. 3)  ock  Table II - I  (  onversion onversion on Exercise receivative (Month/Day/Year) if any (Month/Day/Pear) if any (Month/Day/Pear)	(First) (Middle) LIFORNIA AVENUE SUITE 200  CO CA 94306  (State) (Zip)  Table I - Non-Derive (Month/It)  curity (Instr. 3)  2. Transport (Month/It)  cock 10/09  Table II - Derivat (e.g., pute of erivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  LIFORNIA AVENUE SUITE 200  CO CA 94306  (State) (Zip)  Table I - Non-Derivative (Month/Day/Year)  Ock 10/09/2012  Table II - Derivative Security (e.g., puts, conversion or Exercise of erivative ecurity)  3. Transaction Date (Month/Day/Year)  Onversion or Exercise rice of erivative ecurity  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  A Transaction Code (a.g., puts, code (a.g	(First) (Middle)  LIFORNIA AVENUE SUITE 200  Table I - Non-Derivative Security (Instr. 3)  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (e.g., puts, calls onversion	Guidewire  (First) (Middle)  JEFORNIA AVENUE SUITE 200  Table I - Non-Derivative Securities (Month/Day/Year)  Table II - Derivative Securities (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warrow Securities) (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warrow Securities) (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warrow Securities) (Month/Day/Year)  Jan Deemed (Month/Day/Year)	Guidewire Softy  (First) (Middle)  JEPORNIA AVENUE SUITE 200  Table I - Non-Derivative Securities Activity (Instr. 3)  Table I - Non-Derivative Securities Activity (Instr. 3)  Table I - Non-Derivative Securities Activity (Month/Day/Year)  Table II - Derivative Securities Acquegg, puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquegg, puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquegg, puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquegg, puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquegg, puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquegg, (Instr. 3, 4 and 5)	(First) (Middle)  (IFORNIA AVENUE SUITE 200  Table I - Non-Derivative Securities Acquired, Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (State) (Zip)  Table II - Derivative Securities Acquired, Date (Recution Date, if any (Month/Day/Year))  (Sock 10/09/2012 J(4)  Table II - Derivative Securities Acquired, Date (Recution Date, if any (Month/Day/Year))  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Guidewire Software, Inc. [  (First) (Middle)  JIFORNIA AVENUE SUITE 200  Table I - Non-Derivative Securities Acquired, Disponant (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disponant (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disponant (Month/Day/Year)  Table II - Derivative Securities Acquired, Disponant (Month/Day/Year)  Table Month/Day/Year)  Table II - Derivative Securities Acquired, Disponant (Month/Day/Year)  Table Month/Day/Year)  Table II - Derivative Securities Acquired, Disponant (Month/Day/Year)  Table Month/Day/Year)  Table II - Derivative Securities Acquired, Disponant (Month/Day/Year)  Table Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disponant (Month/Day/Year)  Table Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disponant (Month/Day/Year)  Table Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disponant (Month/Day/Year)  Table Month/Day/Year)	Guidewire Software, Inc. [ GWRE ]  (First) (Middle)  LIFORNIA AVENUE SUITE 200  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  Lurity (Instr. 3)  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  Lurity (Instr. 3)  Z. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Loronersion (Month/Day/Year)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired, Disposed of (Instr. 8)  Code (Instr. 8)  A. Securities Acquired (Instr. 8)	Guidewire Software, Inc. [ GWRE ]  Guidewire Software, Inc. [ GWRE ]  3. Date of Earliest Transaction (Month/Day/Year) 10/09/2012  4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Transaction Date (Month/Day/Year) 8. If Amendment, Date of Original Filed (Month/Day/Year) 4. Securities Acquired, Disposed of (I fi any (Month/Day/Year) 8. If Amendment, Date of Original Filed (Month/Day/Year) 4. Securities Acquired, Disposed of (I fi any (Month/Day/Year) 8. If Amendment, Date of Original Filed (Month/Day/Year) 4. Securities Acquired, Disposed of (I fi any (Month/Day/Year) 9. If Amount	Guidewire Software, Inc. [ GWRE ]  3. Date of Earliest Transaction (Month/Day/Year) 10/09/2012  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneral Execution Date, (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Japanese Language Lan	Guidewire Software, Inc. [ GWRE ]  Guidewire Software, Inc. [ GWRE ]  3. Date of Earliest Transaction (Month/Day/Year) 10/09/2012  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) [ A. Deemed Execution Date, If Amy Month/Day/Year) [ A. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) ]  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) [ A. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) ]  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities)  A. Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities)  A. Tansaction Date (e.g., puts, calls, warrants, options, convertible securities)  A. Tansaction Date (e.g., puts, calls, warrants, options, convertible security (A) or Disposed of (D) (Instr. 3 and 4)  A. Amount of Security (Instr. 3 and 4)  A. Tansaction Date (A) or Disposed of, or Beneficial (C) or Disposed of (D) (Instr. 3 and 4)	Guidewire Software, Inc. [ GWRE ]  (Check X  3. Date of Earliest Transaction (Month/Day/Year) 10/09/2012  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Code (Instr. 3)  2. Transaction (Month/Day/Year) (Month/Da	Guidewire Software, Inc. [ GWRE ] (Check all apt X Direct Into (Pirst) (Middle) (Check all apt X Direct Into (Pirst) (Middle) (Check all apt X Direct Into (Pirst) (Middle) (M	Guidewire Software, Inc. [ GWRE ] (Check all applicable) X Director Officer (give title below)  A. If Amendment, Date of Original Filed (Month/Day/Year)  O CA 94306  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date; (Month/Day/Year)  Ock 10/09/2012  2. Transaction Date (Month/Day/Year)  Ock 10/09/2012  Job 10/09/2012	Clebeck all applicables   Comparison   Com	Guidewire Software, Inc. [ GWRE ] (Check all applicable) X Director X 10% CO Check (Middle) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Middle) (Middl

## **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 Bay 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 entities disclaim beneficial ownership of shares held by Bay X except to the extent of any pecuniary interest therein.
- 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. Distributed without additional consideration to partners in pro rata distributions pursuant to the partnership agreement.
- 4. Distributed without additional consideration to members in pro rata distributions pursuant to the operating agreement.
- 5. 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.

Neal Dempsy 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. This report is one of two reports, each on a separate on Form 4 but relating to the same transaction.

> 10/09/2012 Neal Dempsey

\*\* 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.