

Guidewire Software, Inc.
Form SC 13G/A
February 11, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Guidewire Software, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

40171V100

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Exhibit Index Contained on Page 11

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NAME OF REPORTING PERSONS

¹ I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).
Bay Partners X, L.P. ("Bay X")

² CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) (b)

³ SEC USE ONLY
⁴ CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES

BENEFICIALLY
OWNED BY EACH ⁵ SOLE VOTING POWER
REPORTING PERSON
WITH
0 shares.

⁶ SHARED VOTING POWER
See response to row 5.

⁷ SOLE DISPOSITIVE POWER
0 shares.

⁸ SHARED DISPOSITIVE POWER
See response to row 7.

⁹ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

¹⁰ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

¹¹ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
H.0%

¹² TYPE OF REPORTING PERSON (See Instructions)
PN

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1 Bay Partners X Entrepreneurs Fund, L.P. ("Bay X Entrepreneurs")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH 5 SOLE VOTING POWER

REPORTING 0 shares.

PERSON

WITH

6 SHARED VOTING POWER

See response to row 5.

70 shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

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NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

Bay Management Company X, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

BENEFICIALLY
OWNED BY EACH 5 SOLE VOTING POWER
REPORTING 0 shares.
PERSON
WITH

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSONH

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

H.0%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

Neal Dempsey

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF

SOLE VOTING POWER

589,470 shares, of which 8,839 are issuable pursuant to outstanding options exercisable within 60 days of December 31, 2013.

SHARES

6 SHARED VOTING POWER

0 shares

SOLE DISPOSITIVE POWER

789,470 shares, of which 8,839 are issuable pursuant to outstanding options exercisable within 60 days of December 31, 2013.

BENEFICIALLY

OWNED BY

EACH

REPORTING

80 shares

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 89,470

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

H.1%

12 TYPE OF REPORTING PERSON (See Instructions)
IN

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

- 1 Stuart G. Phillips
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 - (a) (b)
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 - U.S. Citizen

NUMBER OF ⁵ SOLE VOTING POWER
0 shares

SHARES
BENEFICIALLY
OWNED BY EACH ⁶ SHARED VOTING POWER
REPORTING 0 shares

PERSON
WITH ⁷ SOLE DISPOSITIVE POWER
0 shares
80 shares

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSONH
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
H.0%
- 12 TYPE OF REPORTING PERSON (See Instructions)
IN

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This Amendment No. 1 amends and restates in its entirety the Schedule 13G previously filed by Bay Partners X, L.P., Bay Partners X Entrepreneurs Fund, L.P., Bay Management Company X, LLC, and Neal Dempsey and Stuart G. Phillips (together with all prior and current amendments thereto, this "Schedule 13G").

ITEM
1(A). NAME OF ISSUER

Guidewire Software, Inc.

ITEM
1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1001 East Hillsdale Blvd., Suite 800
Foster City, CA 94404

ITEM
2(A). NAME OF PERSONS FILING

This Statement is filed by Bay Partners X, L.P., a Delaware limited partnership ("Bay X"), Bay Partners X Entrepreneurs Fund, L.P., a Delaware limited partnership ("Bay X Entrepreneurs"), Bay Management Company X, LLC, a Delaware limited liability company ("Bay X GP"), and Neal Dempsey ("Dempsey") and Stuart G. Phillips ("Phillips"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

Bay X GP, the general partner of Bay X and Bay X Entrepreneurs, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Bay X and Bay X Entrepreneurs. Dempsey and Phillips are the managers of Bay X GP and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by Bay X and Bay X Entrepreneurs.

ITEM
2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each of the Reporting Persons is:

Bay Partners
2180 Sand Hill Road, Suite 345
Menlo Park, California 94025

ITEM
2(C) CITIZENSHIP

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Bay X and Bay X Entrepreneurs are Delaware limited partnerships. Bay X GP is a Delaware limited liability company. Dempsey and Phillips are United States citizens.

ITEM
2(D)
AND
(E).

TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock
CUSIP # 40171V100

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: Yes

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Please see Item 5.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM
8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM
9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

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ITEM 10. CERTIFICATION.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2013

| | |
|----------------------------------|------------------|
| Bay Partners X, L.P. | /s/ Neal Dempsey |
| By Bay Management Company X, LLC | Neal Dempsey |
| Its General Partner | Manager |

| | |
|---|------------------|
| Bay Partners X Entrepreneurs Fund, L.P. | /s/ Neal Dempsey |
| By Bay Management Company X, LLC | Neal Dempsey |
| Its General Partner | Manager |

| | |
|--------------|------------------|
| Neal Dempsey | /s/ Neal Dempsey |
| | Neal Dempsey |

| | |
|--------------------|------------------------|
| Stuart G. Phillips | /s/ Stuart G. Phillips |
| | Stuart G. Phillips |

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EXHIBIT INDEX

| <u>Exhibit</u> | <u>Found on Sequentially Numbered Page</u> |
|--------------------------------------|--|
| Exhibit A: Agreement of Joint Filing | 12 |

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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Guidewire Software, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.