

DEMPSEY NEAL  
Form 4  
December 06, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DEMPSEY NEAL**

2. Issuer Name and Ticker or Trading Symbol  
**Guidewire Software, Inc. [GWRE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**490 S. CALIFORNIA AVE, STE 200**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/05/2012**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
**PALO ALTO, CA 94306**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/05/2012		A <sup>(1)</sup>	2,584 A \$ 0	41,437	D	
Common Stock					4,772,148	I <sup>(2)</sup>	See footnote 2
Common Stock					264,139	I <sup>(3)</sup>	See footnote 3

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 29.03	12/05/2012		A	5,936	12/05/2013 12/05/2022	Common Stock	5,936

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMPSEY NEAL 490 S. CALIFORNIA AVE, STE 200 PALO ALTO, CA 94306	X	X		

## Signatures

Richard Kline, Attorney in Fact for Neal Dempsey  
12/06/2012

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Exempt grant of restricted stock units (RSUs). The RSUs shall vest with respect to 100% of the units on December 5, 2013, subject to the Reporting Person's continued service as a Director on such date.
- (2) 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.
- (3) 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.

**Remarks:**

Neal Dempsey is a director of the issuer and a managing member of Bay Management Co. X LLC, which serves as the general manager of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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