

DEMPSEY NEAL
Form 4
September 12, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEMPSEY NEAL

(Last) (First) (Middle)

**490 S. CALIFORNIA AVENUE
SUITE 200**

(Street)

PALO ALTO, CA 94306

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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	09/10/2012		J ⁽³⁾		947,500	D	\$ 0	6,667,148	I ⁽¹⁾	See footnote 1
Common Stock	09/10/2012		J ⁽³⁾		52,500	D	\$ 0	369,139	I ⁽²⁾	See footnote 2
Common Stock	09/10/2012		J ⁽⁴⁾		31,631	A	\$ 0	31,631	D ⁽⁵⁾	

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

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information contained in this form are not
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SEC 1474
(9-02)

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 Acquired (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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DEMPSEY NEAL
490 S. CALIFORNIA AVENUE SUITE 200
PALO ALTO, CA 94306

X X

Signatures

Neal Dempsey

09/12/2012

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) 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.

Remarks:

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

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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