

LIDDLE DAVID E

Form 4

September 25, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *

**PRESIDIO MANAGEMENT
GROUP VIII L L C**

(Last) (First) (Middle)

2735 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

Guidewire Software, Inc. [GWRE]

3. Date of Earliest Transaction

(Month/Day/Year)

09/25/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/25/2012		J ⁽¹⁾	2,000,000	D <u>(1)</u> 4,972,862	I	Directly owned by USVP VIII ⁽²⁾
Common Stock	09/25/2012		J ⁽¹⁾	14,737	D <u>(1)</u> 36,638	I	Directly owned by AFF VIII ⁽²⁾

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
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control 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
PRESIDIO MANAGEMENT GROUP VIII L L C 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
US VENTURE PARTNERS VIII L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
USVP VIII AFFILIATES FUND L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
USVP ENTREPRENEUR PARTNERS VIII A L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
USVP ENTREPRENEUR PARTNERS VIII B L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
FEDERMAN IRWIN 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
FU WINSTON S 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		

LIDDLE DAVID E
2735 SAND HILL ROAD
MENLO PARK, CA 94025

X

ROOT JONATHAN D
2735 SAND HILL ROAD
MENLO PARK, CA 94025

X

Rust Christopher J
2735 SAND HILL ROAD
MENLO PARK, CA 94025

X

Signatures

Michael P. Maher - Attonery in Fact for each Joint
Filer

09/25/2012

__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) Prorata distribution in kind from the partnership without consideration to its partners.

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 4, but relating to the same transaction being filed by the

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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