

BAY PARTNERS X LP
 Form 4
 April 24, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours 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).

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 *
 BAY PARTNERS X LP

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, SUITE 200,
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/24/2012

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

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
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|--|
| | | | | Code V | Amount | | | | | |
| Common Stock | 04/24/2012 | | | S | 105,000 | D | \$ 28.25 | 421,639 | I | Directly owned by Bay Partners X Entrepreneurs Fund, L.P. ⁽¹⁾ |
| Common Stock | 04/24/2012 | | | S | 1,895,000 | D | \$ 28.25 | 7,614,648 | D | |

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 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 Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAY PARTNERS X LP 490 S. CALIFORNIA, SUITE 200 PALO ALTO, CA 94306 | | X | | |
| Bay Management Co X, LLC BAY PARTNERS 490 S CALIFORNIA AVENUE, SUITE 200 PALO ALTO, CA 94306 | | X | | |
| PHILLIPS STUART G BAY PARTNERS 490 S CALIFORNIA AVENUE, SUITE 200 PALO ALTO, CA 94306 | | X | | |

Signatures

/s/ Stuart Phillips, Managing Member of Reporting Person 04/24/2012

**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) The securities are held directly by Bay Partners X Entrepreneurs Fund, L.P. Bay Management Company X, LLC is the General Partner of Bay Partners X Entrepreneurs Fund, L.P. Neal Dempsey and Stuart G. Phillips are managing members of Bay Management Company X, LLC and share voting and dispositive power over the securities held of record by Bay Partners X Entrepreneurs Fund, L.P. Mr. Dempsey, a director of the Issuer, and Mr. Phillips, each disclaim beneficial ownership of such securities, except to the extent of his pecuniary

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interest therein.

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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