

DEMPSEY NEAL

Form 4

March 01, 2013

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEMPSEY NEAL

(Last) (First) (Middle)

2180 SAND HILL ROAD, SUITE
345

(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)
02/27/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/27/2013		S ⁽⁸⁾		57,125	D	\$ 35.4982 (4)	2,820,023	I ⁽¹⁾ See footnote 1
Common Stock	02/27/2013		S ⁽⁸⁾		260,625	D	\$ 36.5301 (5)	2,559,398	I ⁽¹⁾ See footnote 1
Common Stock	02/27/2013		S ⁽⁸⁾		222,627	D	\$ 37.4805 (6)	2,336,771	I ⁽¹⁾ See footnote 1
Common Stock	02/27/2013		S ⁽⁸⁾		21,307	D	\$ 38.1761	2,315,464	I ⁽¹⁾ See footnote

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					<u>(7)</u>			1
Common Stock	02/28/2013	S ⁽⁸⁾	91,433	D	\$ 36.1205 <u>(9)</u>	2,224,031	I <u>(1)</u>	See footnote 1
Common Stock	02/28/2013	S ⁽⁸⁾	29,772	D	\$ 36.6077 <u>(10)</u>	2,194,259	I <u>(1)</u>	See footnote 1
Common Stock	02/27/2013	S ⁽⁸⁾	3,165	D	\$ 35.4982 <u>(4)</u>	155,974	I <u>(2)</u>	See footnote 2
Common Stock	02/27/2013	S ⁽⁸⁾	14,441	D	\$ 36.5301 <u>(5)</u>	141,533	I <u>(2)</u>	See footnote 2
Common Stock	02/27/2013	S ⁽⁸⁾	12,336	D	\$ 37.4805 <u>(6)</u>	129,197	I <u>(2)</u>	See footnote 2
Common Stock	02/27/2013	S ⁽⁸⁾	1,181	D	\$ 38.1761 <u>(7)</u>	128,016	I <u>(2)</u>	See footnote 2
Common Stock	02/28/2013	S ⁽⁸⁾	5,066	D	\$ 36.1205 <u>(9)</u>	122,950	I <u>(2)</u>	See footnote 2
Common Stock	02/28/2013	S ⁽⁸⁾	1,650	D	\$ 36.6077 <u>(10)</u>	121,300	I <u>(2)</u>	See footnote 2
Common Stock						146,409	D <u>(3)</u>	

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

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SEC 1474
(9-02)

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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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	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
DEMPSEY NEAL 2180 SAND HILL ROAD, SUITE 345 MENLO PARK, CA 94025		X		

Signatures

/s/ Neal
Dempsey

02/28/2013

**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) 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.99 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 5 to this Form 4.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.00 to \$36.99 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 6 to this Form 4.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.00 to \$38.00 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 7 to this Form 4.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.42 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 8 to this Form 4.
- (8) Sold pursuant to a Rule 10b5-1 Sales Plan adopted by Bay Partners X LP and Bay Partners X Entrepreneurs Fund LP with respect to the Common Stock of the Issuer.

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- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.46 to \$36.45 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 9 to this Form 4.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.46 to \$36.71 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 10 to this Form 4.

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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