#### LIDDLE DAVID E

Form 4

September 25, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Guidewire Software, Inc. [GWRE]

3. Date of Earliest Transaction

(Month/Day/Year)

09/25/2012

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* PRESIDIO MANAGEMENT GROUP VIII L L C

> (Last) (First) (Middle)

> > (State)

(Zin)

2735 SAND HILL ROAD

(Street)

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

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

Director X\_\_ 10% Owner Officer (give title \_ 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

MENLO PARK, CA 94025

(City)

(City)	(State)	Tab	le I - Non-l	Derivative Sec	urities	s Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on Disposed of (Instr. 3, 4 an	of (D)	red (A)	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		<u>J(1)</u>	2,000,000	D	(1)	4,972,862	I	Directly owned by USVP VIII (2)
Common Stock	09/25/2012		<u>J(1)</u>	14,737	D	<u>(1)</u>	36,638	I	Directly owned by AFF VIII

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/ e		Under	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
and the state of t	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				

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LIDDLE DAVID E 2735 SAND HILL ROAD X

MENLO PARK, CA 94025

ROOT JONATHAN D
2735 SAND HILL ROAD
X

MENLO PARK, CA 94025 Rust Christopher J

2735 SAND HILL ROAD X

MENLO PARK, CA 94025

## **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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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