

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>KRAUSZ STEVEN M</u>  (Last) (First) (Middle) 2735 SAND HILL ROAD  (Street) MENLO CA 94025 PARK  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 01/24/2012	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Guidewire Software, Inc. [ GWRE ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below)                      Other (specify below)
		<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	273,710	I	Directly owned by USVP VIII <sup>(3)</sup>
Common Stock	2,014	I	Directly owned by AFF VIII <sup>(3)</sup>
Common Stock	2,566	I	Directly owned by EP VIII-A <sup>(3)</sup>
Common Stock	1,376	I	Directly owned by EP VIII-B <sup>(3)</sup>

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	8,750,236	(2)	I	Directly owned by USVP VIII <sup>(3)</sup>
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	64,475	(2)	I	Directly owned by AFF VIII <sup>(3)</sup>
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	81,976	(2)	I	Directly owned by EP VIII-A <sup>(3)</sup>
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	43,981	(2)	I	Directly owned by EP VIII-B <sup>(3)</sup>
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	1,882,117	(2)	I	Directly owned by USVP VIII <sup>(3)</sup>
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	13,868	(2)	I	Directly owned by AFF VIII <sup>(3)</sup>
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	17,632	(2)	I	Directly owned by EP VIII-A <sup>(3)</sup>
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	9,460	(2)	I	Directly owned by EP VIII-B <sup>(3)</sup>
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	972,110	(2)	I	Directly owned by USVP VIII <sup>(3)</sup>
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	7,163	(2)	I	Directly owned by AFF VIII <sup>(3)</sup>
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	9,107	(2)	I	Directly owned by EP VIII-A <sup>(3)</sup>
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	4,886	(2)	I	Directly owned by EP VIII-B <sup>(3)</sup>

**Explanation of Responses:**

1. The Series A, Series B, and Series C Convertible Preferred Stock is convertible into Common Stock on a one for one basis at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

2. Not Applicable

3. 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 3, but relating to the same transaction being filed by the reporting persons.

Michael P. Maher - Attorney-  
in-Fact for the Reporting                      01/24/2012  
Person

\*\* Signature of Reporting Person                      Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**



**EXHIBIT**

Power of Attorney

Each of the undersigned entities and individuals (collectively, the “**Reporting Persons**”) hereby authorizes and designates Presidio Management Group VIII, L.L.C. or such other person or entity as is designated in writing by Michael Maher (the “**Designated Filer**”) as the beneficial owner to prepare and file on behalf of such Reporting Person individually, or jointly together with the other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 13H, Form 13-F, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the “**Act**”), and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the “**Exchange Act**”) (collectively, the “**Reports**”), with respect to each Reporting Person’s ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the “**Companies**”).

Each Reporting Person hereby further authorizes and designates each of Michael Maher, Dale Holladay and Erik Lindquist (each, an “**Authorized Signatory**”) to execute and file on behalf of such Reporting Person the Reports and to perform any and all other acts, which in the opinion of the Designated Filer or Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted.

The authority of the Designated Filer and the Authorized Signatory under this Document with respect to each Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person’s ownership of, or transactions in, the securities of the Companies, unless earlier revoked in writing. Each Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person’s responsibilities to comply with the Act or the Exchange Act.

Date: January 24, 2012

Presidio Management Group VIII, L.L.C. U.S. VENTURE PARTNERS VIII, L.P.  
By Presidio Management Group VIII, L.L.C.  
Its General Partner

By: /s/ Steven M. Krausz  
Name: Steven M. Krausz  
Title: Managing Member

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Name: Steven M. Krausz  
Title: Managing Member

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Its General Partner

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Title: Managing Member

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Its General Partner

By: /s/ Steven M. Krausz

Name: Steven M. Krausz

Title: Managing Member

USVP ENTREPRENEUR PARTNERS VIII-  
B, L.P.

By Presidio Management Group VIII, L.L.C.

Its General Partner

By: /s/ Steven M. Krausz

Name: Steven M. Krausz

Title: Managing Member

/s/ Irwin Federman

IRWIN FEDERMAN

/s/ Christopher Rust

CHRISTOPHER RUST

/s/ Winston Fu

WINSTON FU

/s/ Casey M. Tansey

CASEY M. TANSEY

/s/ Steven M. Krausz

STEVEN M. KRAUSZ

/s/ Jonathan D. Root

JONATHAN D. ROOT

/s/ David Liddle

DAVID LIDDLE

/s/ Philip M. Young

PHILIP M. YOUNG