

BAY PARTNERS X LP
Form SC 13G
February 05, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. _____)*

Guidewire Software, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

40171V100

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Exhibit Index Contained on Page 11

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NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).
Bay Partners X, L.P. ("Bay X")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) (b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES 3,824,649 shares, except that Bay Management Company X, LLC ("Bay X GP"), the general partner BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
6 See response to row 5.
SOLE DISPOSITIVE POWER
7 3,824,649 shares, except that Bay X GP, the general partner of Bay X, may be deemed to have sole power to dispose of these shares, and Dempsey and Phillips, the managers of Bay X GP, may be deemed to have shared power to dispose of these shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
3,824,649 shares, except that Bay X GP, the general partner of Bay X, may be deemed to have sole power to dispose of these shares, and Dempsey and Phillips, the managers of Bay X GP, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,824,649

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
N.9%

12 TYPE OF REPORTING PERSON (See Instructions)
PN

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

Bay Partners X Entrepreneurs Fund, L.P. ("Bay X Entrepreneurs")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SOLE VOTING POWER

SHARES 5 211,638 shares, except that Bay X GP, the general partner of Bay X Entrepreneurs, may be deemed BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER See response to row 5. be deemed to have sole power to vote these shares, and Dempsey and Phillips, the managers of Bay X GP, may be deemed to have shared power to vote these shares.

SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 211,638 shares, except that Bay X GP, the general partner of Bay X Entrepreneurs, may be deemed to have sole power to dispose of these shares, and Dempsey and Phillips, the managers of Bay X GP, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,638

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.4%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

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NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).
Bay Management Company X, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SOLE VOTING POWER

SHARES 4,036,287 shares, of which 3,824,649 are directly owned by Bay X and 211,638 are directly owned
BENEFICIALLY by Bay X Entrepreneurs. Bay X GP, the general partner of Bay X and Bay X Entrepreneurs, may be
OWNED BY deemed to have sole power to vote these shares, and Dempsey and Phillips, the managers of Bay X
EACH GP, may be deemed to have shared power to vote these shares.

REPORTING PERSON SHARED VOTING POWER

6 See response to row 5.

WITH SOLE DISPOSITIVE POWER

7 4,036,287 shares, of which 3,824,649 are directly owned by Bay X and 211,638 are directly owned
by Bay X Entrepreneurs. Bay X GP, the general partner of Bay X and Bay X Entrepreneurs, may be
deemed to have sole power to dispose of these shares, and Dempsey and Phillips, the managers of
Bay X GP, may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

8 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 0.36287

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

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NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1
Neal Dempsey

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2
(a) (b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

5 SOLE VOTING POWER
93,923 shares.
NUMBER OF SHARED VOTING POWER
SHARES 6 4,036,287 shares, of which 3,824,649 are directly owned by Bay X and 211,638 are directly owned
BENEFICIALLY 7 by Bay X Entrepreneurs. Bay X GP is the general partner of Bay X and Bay X Entrepreneurs, and
OWNED BY 8 Dempsey, a manager of Bay X GP, may be deemed to have shared power to vote these shares.
EACH SOLE DISPOSITIVE POWER
93,923 shares.

REPORTING SHARED DISPOSITIVE POWER
PERSON 8 4,036,287 shares, of which 3,824,649 are directly owned by Bay X and 211,638 are directly owned
WITH 9 by Bay X Entrepreneurs. Bay X GP is the general partner of Bay X and Bay X Entrepreneurs, and
Dempsey, a manager of Bay X GP, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 1,130,210

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.5%

12 TYPE OF REPORTING PERSON (See Instructions) IN

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NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1
Stuart G. Phillips

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2
(a) (b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

NUMBER OF ⁵ SOLE VOTING POWER
72,041 shares.

SHARES SHARED VOTING POWER
BENEFICIALLY ⁶ 4,036,287 shares, of which 3,824,649 are directly owned by Bay X and 211,638 are directly owned
OWNED BY ⁶ by Bay X Entrepreneurs. Bay X GP is the general partner of Bay X and Bay X Entrepreneurs, and
EACH ⁶ Phillips, a manager of Bay X GP, may be deemed to have shared power to vote these shares.

REPORTING ⁷ SOLE DISPOSITIVE POWER
PERSON ⁷ 72,041 shares.

WITH SHARED DISPOSITIVE POWER
⁸ 4,036,287 shares, of which 3,824,649 are directly owned by Bay X and 211,638 are directly owned
⁸ by Bay X Entrepreneurs. Bay X GP is the general partner of Bay X and Bay X Entrepreneurs, and
Phillips, a manager of Bay X GP, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON L,108,328

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.4%

12 TYPE OF REPORTING PERSON (See Instructions)
IN

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ITEM
1(A). NAME OF ISSUER

Guidewire Software, Inc.

ITEM
1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1001 East Hillsdale Blvd., Suite 800
Foster City, CA 94404

ITEM
2(A). NAME OF PERSONS FILING

This Statement is filed by Bay Partners X, L.P., a Delaware limited partnership ("Bay X"), Bay Partners X Entrepreneurs Fund, L.P., a Delaware limited partnership ("Bay X Entrepreneurs"), Bay Management Company X, LLC, a Delaware limited liability company ("Bay X GP"), and Neal Dempsey ("Dempsey") and Stuart G. Phillips ("Phillips"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

Bay X GP, the general partner of Bay X and Bay X Entrepreneurs, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Bay X and Bay X Entrepreneurs. Dempsey and Phillips are the managers of Bay X GP and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by Bay X and Bay X Entrepreneurs.

ITEM
2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each of the Reporting Persons is:

Bay Partners
2180 Sand Hill Road, Suite 345
Menlo Park, California 94025

ITEM
2(C). CITIZENSHIP

Bay X and Bay X Entrepreneurs are Delaware limited partnerships. Bay X GP is a Delaware limited liability company. Dempsey and Phillips are United States citizens.

ITEM
2(D)
AND
(E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock
CUSIP # 40171V100

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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Amount beneficially owned:

- (a) See Row 9 of cover page for each Reporting Person.

Percent of Class:

- (b) See Row 11 of cover page for each Reporting Person.

- (c) Number of shares as to which such person has:

Sole power to vote or to direct the vote:

- (i) See Row 5 of cover page for each Reporting Person.

- (ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

- (iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

- (iv) See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM
6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of Bay X and Bay X Entrepreneurs, and the limited liability company agreement of Bay X GP, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM
7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM
8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM
9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

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ITEM 10. CERTIFICATION

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 4, 2013

Bay Partners X, L.P.	/s/ Neal Dempsey
By Bay Management Company X, LLC	Neal Dempsey
Its General Partner	Manager

Bay Partners X Entrepreneurs Fund, L.P.	/s/ Neal Dempsey
By Bay Management Company X, LLC	Neal Dempsey
Its General Partner	Manager

Neal Dempsey	/s/ Neal Dempsey
	Neal Dempsey

Stuart G. Phillips	/s/ Stuart G. Phillips
	Stuart G. Phillips

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Found on Sequentially Numbered Page</u>
Exhibit A: Agreement of Joint Filing	12

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Guidewire Software, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 4, 2013

Bay Partners X, L.P.	/s/ Neal Dempsey
By Bay Management Company X, LLC	Neal Dempsey
Its General Partner	Manager

Bay Partners X Entrepreneurs Fund, L.P.	/s/ Neal Dempsey
By Bay Management Company X, LLC	Neal Dempsey
Its General Partner	Manager

Neal Dempsey	/s/ Neal Dempsey
	Neal Dempsey

Stuart G. Phillips	/s/ Stuart G. Phillips
	Stuart G. Phillips