

CHORDIANT SOFTWARE INC  
Form S-8 POS  
April 22, 2010

As filed with the Securities and Exchange Commission on April 21, 2010

Registration Statement No. 333-131057

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT No. 2 to**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**Chordiant Software, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**Chordiant Software, Inc.**

**93-1051328**  
(I.R.S. Employer  
Identification Number)

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20400 Stevens Creek Blvd., Suite 400

Cupertino, CA 95014

(408) 517-6100

(Address of principal executive offices) (Zip Code)

**1999 Employee Stock Purchase Plan**

**1999 Non-Employee Directors Stock Option Plan**

**2005 Equity Incentive Plan**

(Full title of the plans)

**Shawn Hoyt**

**Assistant Secretary**

**Chordiant Software, Inc.**

**101 Main Street**

**Cambridge, MA 02142**

**(617) 374-9600**

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

*Copy to:*

**Jeffrey D. Saper**

**Lawrence M. Chu**

**Wilson Sonsini Goodrich & Rosati,**

**Professional Corporation**

**650 Page Mill Road**

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Palo Alto, CA 94304

(650) 493-9300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**Explanatory Statement**

On January 17, 2006, Chordiant Software, Inc., a Delaware corporation (the Registrant ), filed a Registration Statement on Form S-8 (File No. 333-131057) (the Registration Statement), which registered 17,022,986 shares of the Registrant's common stock, par value \$0.001 per share (the Common Stock ) reserved for issuance under the 1999 Employee Stock Purchase Plan, the 1999 Non-Employee Directors' Stock Option Plan and the 2005 Equity Incentive Plan (collectively, the Plans ). This Post-Effective Amendment No. 2 is being filed to remove from registration all remaining authorized shares of Common Stock reserved for issuance under the Plans that have not yet been issued under the Registration Statement.

Accordingly, the Registrant hereby removes from registration the remaining shares of Common Stock that have not been and will not be issued under the Plans. Upon effectiveness hereof, no shares of Common Stock remain registered under the Registration Statement for issuance under the Plans.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge in the State of Massachusetts on April 21, 2010.

CHORDIANT SOFTWARE, INC.

By: /s/ Shawn Hoyt

Shawn Hoyt

Assistant Secretary