

CHORDIANT SOFTWARE INC  
Form SC 13D/A  
March 18, 2010

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

Washington, D.C. 20549

**SCHEDULE 13D**

[Rule 13d-101]

Under the Securities Exchange Act of 1934

(Amendment No. 7)\*

**Chordiant Software, Inc.**

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

170404305

(CUSIP Number)

Symphony Technology Group, LLC

2475 Hanover Street

Palo Alto, CA 94304

Edgar Filing: CHORDIANT SOFTWARE INC - Form SC 13D/A

**Attn: Chief Financial Officer**

**Telephone: (650) 935-9500**

*with copies to:*

**Steve L. Camahort**

**Shearman & Sterling LLP**

**525 Market Street, Suite 1500**

**San Francisco, CA 94105**

**Telephone: (415) 616-1100**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**March 15, 2010**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**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 to whom copies are to be sent.

\* 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).

CUSIP No. 170404305

1. Names of Reporting Persons.

STG UGP, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

0

Shares 8. Shared Voting Power

Beneficially

Owned by

0 (See Item 5)

Each 9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With

0 (See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0 (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0 % (See Item 5)

14. Type of Reporting Person (See Instructions)

CO

CUSIP No. 170404305

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

STG III GP, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

0

Shares 8. Shared Voting Power

Beneficially

Owned by

0 (See Item 5)

Each 9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With

0 (See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0 (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0 % (See Item 5)

14. Type of Reporting Person (See Instructions)

PN

CUSIP No. 17404305

1. Names of Reporting Persons.

STG III, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

0

Shares 8. Shared Voting Power

Beneficially

Owned by

0 (See Item 5)

Each 9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With

0 (See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0 (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0 % (See Item 5)

14. Type of Reporting Person (See Instructions)

PN



CUSIP No. 170404305

1. Names of Reporting Persons.

STG III-A, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

0

Shares 8. Shared Voting Power

Beneficially

Owned by

0 (See Item 5)

Each 9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With

0 (See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0 (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0 % (See Item 5)

14. Type of Reporting Person (See Instructions)

PN

CUSIP No. 174040305

1. Names of Reporting Persons.

Dr. Romesh Wadhvani

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

0

Shares 8. Shared Voting Power

Beneficially

Owned by

0 (See Item 5)

Each 9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With

0 (See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0 (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0 % (See Item 5)

14. Type of Reporting Person (See Instructions)

IN

This Amendment No. 7 ( Amendment No. 7 ) amends and supplements the statement on Schedule 13D filed by the Reporting Persons (as such term is defined in Item 2) on March 10, 2010 (the Schedule 13D ).

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The information set forth in the Exhibits and Schedule attached hereto is expressly incorporated herein by reference and the response to each item of this Schedule 13D is qualified in its entirety by the provisions of such Exhibits and Schedule.

**Item 1. Security and Issuer.**

**Item 2. Identity and Background.**

**Item 3. Source Amount of Funds or Other Consideration**

Item 3 of the Schedule 13D is amended and supplemented to include the following:

In a series of pro-rata partnership transactions completed on March 15, 2010 STG III and STG III-A sold a total of 1,953,588 shares of Common Stock for approximately \$3,190,307.

**Item 4. Purpose of Transaction**

**Item 5. Interest in Securities of the Issuer**

(a) Item 5(a) of the Schedule 13D is amended and restated in its entirety as follows:

As of March 15, 2010 the Reporting Persons may be deemed to be fully divested of all shares of Common Stock (the Shares ).

(c) Item 5(c) of the Schedule 13D is amended and restated in its entirety as follows:

The following charts reflect the transactions in the shares of Common Stock effected by STG III and STG III-A since March 10,2010, all of which were effect on the open market through various brokerage entities.

Transaction in Common Stock by STG III since March 10, 2010:

Date of Transaction	Nature of Transaction	Quantity	Price Per Share
March 11, 2010	Sale of Common Stock	97,119	\$ 3.85
March 11, 2010	Sale of Common Stock	12,020	\$ 3.85
March 15, 2010	Sale of Common Stock	1,615,683	\$ 4.97

Transaction in Common Stock by STG III-A in the past sixty days:

Date of Transaction	Nature of Transaction	Quantity	Price Per Share
March 11, 2010	Sale of Common Stock	12,881	\$ 3.85
March 11, 2010	Sale of Common Stock	1,594	\$ 3.85
March 15, 2010	Sale of Common Stock	214,291	\$ 4.97

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

**Item 7. Material to Be Filed as Exhibits.**

99.2 Power of Attorney granted by STG UGP, LLC

99.3 Power of Attorney granted by STG III GP, L.P.

99.4 Power of Attorney granted by STG III, L.P.

99.5 Power of Attorney granted by STG III-A, L.P.

99.6 Power of Attorney granted by Dr. Romesh Wadhvani

**SIGNATURE**

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.

STG UGP, LLC

By: /s/ BRAD MACMILLIN  
Name: **Brad MacMillin**  
Title: **Authorized Person\***

STG III GP, L.P.

By: STG UGP, LLC, its general partner

By: /s/ BRAD MACMILLIN  
Name: **Brad MacMillin**  
Title: **Authorized Person\***

STG III, L.P.

By: STG III GP, L.P., its general partner

By: STG UGP, LLC, its general partner

By: /s/ BRAD MACMILLIN  
Name: **Brad MacMillin**  
Title: **Authorized Person\***

STG III-A, L.P.

By: STG III GP, L.P., its general partner

By: STG UGP, LLC, its general partner

By: /s/ BRAD MACMILLIN  
Name: **Brad MacMillin**  
Title: **Authorized Person\***

Dr. Romesh Wadhwani

By: /s/ BRAD MACMILLIN  
Name: **Brad MacMillin**  
Title: **Authorized Person\***

\* See attached Powers of Attorney

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Document</b>
99.2	Power of Attorney granted by STG UGP, LLC
99.3	Power of Attorney granted by STG III GP, L.P.
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