

CHORDIANT SOFTWARE INC  
Form 10-K/A  
April 30, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 10-K/A  
Amendment No.1**

**x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934**

For the fiscal year ended September 30, 2006

**OR**

**“ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number: 000-29357**

**CHORDIANT SOFTWARE, INC.**

**(Exact name of registrant as specified in its charter)**

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

**93-1051328**  
**(IRS Employer**  
**identification No.)**

**20400 Stevens Creek Blvd., Suite 400**  
**Cupertino, California 95014**  
**(Address of principal executive offices, including zip code)**

**(408) 517-6100**  
**(Registrant’s telephone number, including area code)**

**Securities Registered Pursuant to Section 12(b) of the Act: None**

**Securities Registered Pursuant to Section 12(g) of the Act:**  
**Common Stock \$.001 Par Value per Share**  
**(Title of Class)**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes “ No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Transition Report on Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of March 31, 2007, the last business day of the registrant's most recently completed second fiscal quarter: \$338,921,145.

As of March 31, 2007, there were 32,746,004 shares of the registrant's common stock outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

None.

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**EXPLANATORY NOTE**

We are filing this amendment to our Annual Report on Form 10-K, originally filed with the Securities and Exchange Commission on February 9, 2007, solely for the purpose of filing certain exhibits which we inadvertently omitted from that filing and which are set forth above under the caption "documents incorporated by reference":

- 10.55\* Change of Control Agreement dated November 1, 2005, by and between Chordiant Software, Inc. and Peter Norman. (filed as Exhibit 10.1 to Chordiant's Quarterly Report on Form 10-Q filed on April 30, 2007 and incorporated herein by reference)
- 10.56\* Change of Control Agreement dated November 11, 2005 by and between Chordiant Software, Inc. and James St. Jean. (filed as Exhibit 10.2 to Chordiant's Quarterly Report on Form 10-Q filed on April 30, 2007 and incorporated herein by reference)
- 10.57\* Change of Control Agreement dated May 26, 2006 by and between Chordiant Software, Inc. and Frank Florence. (filed as Exhibit 10.1 to Chordiant's Quarterly Report on Form 10-Q filed on April 30, 2007 and incorporated herein by reference)
- 10.58\* Change of Control Agreement dated April 13, 2007 by and between Chordiant Software, Inc. and PK Karnik. (filed as Exhibit 10.1 to Chordiant's Quarterly Report on Form 10-Q filed on April 30, 2007 and incorporated herein by reference)

\* Management contract or compensatory plan or arrangement.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this amendment to its report on Form 10-K to be signed on our behalf by the undersigned, thereunto duly authorized, in the City of Cupertino, State of California, on April 30, 2007.

**CHORDIANT SOFTWARE, INC**

By:           /s/ STEVEN R. SPRINGSTEEL  
                  **Steven R. Springsteel**  
                  **Chairman, President, and**  
                  **CEO**