

CHORDIANT SOFTWARE INC  
Form S-8 POS  
January 18, 2006

As filed with the Securities and Exchange Commission on January 17, 2006 Registration No. 333-131057

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**FORM S-8/A**

(

**Amendment No. 1)**

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REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933

**CHORDIANT SOFTWARE, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

**93-1051328**

(State of incorporation)

(I.R.S. Employer Identification No.)

20400 Stevens Creek Blvd., Suite #400  
Cupertino, CA 95014  
(Address of principal executive offices)

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1999 Employee Stock Purchase Plan  
1999 Non-Employee Directors' Stock Option Plan

2005 Equity Incentive Plan

(Full title of the Plans)

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Stephen Kelly

Chordiant Software, Inc.  
Chief Executive Officer  
20400 Stevens Creek Blvd., Suite #400  
Cupertino, CA 95014  
(408) 517-6100

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

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*Copies to:*  
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Cooley Godward LLP  
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Palo Alto, California 94036  
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#### INTRODUCTORY NOTE

The cover page has been changed to reflect the date of filing, January 17, 2006 rather than January 13, 2006.

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#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 as amended and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cupertino, State of California, on January 17, 2006.

Chordiant  
Software,  
Inc.

By: /s/ Stephen Kelly

Stephen Kelly  
Chief Executive Officer

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