

CHORDIANT SOFTWARE INC  
Form SC 13D/A  
September 03, 2009

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

Washington, D.C. 20549

**SCHEDULE 13D**

[Rule 13d-101]

**Under the Securities Exchange Act of 1934**

**(Amendment No. 4 )\***

**Chordiant Software, Inc.**

(Name of Issuer)

**Common Stock, \$0.01 par value per share**

(Title of Class of Securities)

**170404305**

(CUSIP Number)

**Symphony Technology Group, LLC**

**2475 Hanover Street**

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

**Palo Alto, CA 94304**

**Attn: Chief Financial Officer**

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

with copies to:

**Steve L. Camahort**

**Shearman & Sterling LLP**

**525 Market Street**

**San Francisco, CA 94105**

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

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

**August 28, 2009**

**(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

Shares

0

Beneficially

8. Shared Voting Power

Owned by

Each

3,109,731 (See Item 5)

9. Sole Dispositive Power

Reporting

Person

10. Shared Dispositive Power

With

3,109,731 (See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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3,109,731 (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)

10.3% (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

3,109,731 (See Item 5)

Each

9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With

3,109,731

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,109,731 (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)

10.3% (See Item 5)

14. Type of Reporting Person (See Instructions)

PN

CUSIP No. 170404305

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

2,745,580

Each

9.  Sole Dispositive Power

Reporting

Person

0

10.  Shared Dispositive Power

With

2,745,580

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,745,580 (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)

9.1% (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

364,151 (See Item 5)

Each

9.  Sole Dispositive Power

Reporting

Person

0

10.  Shared Dispositive Power

With

364,151

11. Aggregate Amount Beneficially Owned by Each Reporting Person

364,151 (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)

1.2% (See Item 5)

14. Type of Reporting Person (See Instructions)

PN

CUSIP No. 170404305

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

3,109,731 (See Item 5)

Each

9.  Sole Dispositive Power

Reporting

Person

0

10.  Shared Dispositive Power

With

3,109,731

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,109,731 (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)

10.3% (See Item 5)

14. Type of Reporting Person (See Instructions)

IN

This Amendment No. 4 ( Amendment No. 4 ) amends and supplements the statement on Schedule 13D filed by the Reporting Persons (as such term is defined in Item 2) on October 8, 2008 (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 August 28, 2009 STG III and STG III-A sold a total of 418,444 shares of Common Stock for approximately \$1,701,214

**Item 4. Purpose of Transaction**

**Item 5.**

(a) The Reporting Persons may be deemed to beneficially own an aggregate of 3,109,731 shares of Common Stock (the Shares ).

The Company has reported in its Quarterly Report on Form 10-Q that as of July 17, 2009, there were 30,189,779 shares of Common Stock issued and outstanding. The Shares that may be deemed to be beneficially owned by the Reporting Persons represents approximately 10.3% of the outstanding shares of Common Stock as of June 30, 2009. The foregoing percentage was calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act, which specifically excludes from such calculations all securities not outstanding which are subject to options, warrant, rights or conversion privileges and which are beneficially owned by any person other than the Reporting Persons.

By virtue of the relationships described herein, the Reporting Persons may be deemed to constitute a group within the meaning of Rule 13d-5 under the Exchange Act. As a member of a group, each Reporting Person may be deemed to share voting and dispositive power with respect to, and therefore beneficially own, the shares beneficially owned by member of the group as a whole. The filing of this Statement shall not be construed as an admission that the Reporting Persons beneficially own those shares held by any other members of the group.

(b) 2,745,580 shares of Common Stock are owned directly by STG III and 364,151 shares of Common Stock are owned directly by STG III-A. STG III GP is the sole general partner of STG III and STG III-A and consequently has the power to vote or direct the voting, or dispose or direct the disposition, of all of the Shares. STG UGP is the sole general partner of STG III GP and controls the voting or disposition of all of the Shares. Dr. Wadhvani is the Manager of STG UGP and either has sole authority and discretion to manage and conduct the affairs of STG UGP or has veto power over the management and conduct of STG UGP. By reason of these relationships, each of the Reporting Persons may be deemed to share the power to vote or direct the vote and to dispose or direct the disposition of the Shares beneficially owned by such Reporting Person as indicated above.

STG III GP, STG UGP and Dr. Wadhvani each disclaim beneficial ownership of the Shares held directly by STG III and STG III-A except to the extent of their pecuniary interest therein. The filing of this Statement shall not be construed as an admission that any of the Reporting Persons share beneficial ownership for purposes of Sections 13(d) of the Exchange Act.

(c) The following charts reflect the transactions in the shares of Common Stock effected by STG III and STG III-A during the past sixty days, all of which were effect on the open market through various brokerage entities.

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

Date of Transaction	Nature of Transaction	Quantity	Price Per Share
July 1, 2009	Sale of Common Stock	52,974	\$ 4.00
July 15, 2009	Sale of Common Stock	14,459	\$ 4.00
July 16, 2009	Sale of Common Stock	48,332	\$ 4.00
July 27, 2009	Sale of Common Stock	13,031	\$ 4.05
July 28, 2009	Sale of Common Stock	11,095	\$ 4.05
August 28, 2009	Sale of Common Stock	141,264	\$ 4.10
August 28, 2009	Sale of Common Stock	88,289	\$ 4.10

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

<b>Date of Transaction</b>	<b>Nature of Transaction</b>	<b>Quantity</b>	<b>Price Per Share</b>
July 1, 2009	Sale of Common Stock	7,026	\$ 4.00
July 15, 2009	Sale of Common Stock	1,918	\$ 4.00
July 16, 2009	Sale of Common Stock	6,410	\$ 4.00
July 27, 2009	Sale of Common Stock	1,728	\$ 4.05
July 28, 2009	Sale of Common Stock	1,471	\$ 4.05
August 28, 2009	Sale of Common Stock	18,736	\$ 4.10
August 28, 2009	Sale of Common Stock	11,711	\$ 4.10

**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 Wadhvani**

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.
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