

CHORDIANT SOFTWARE INC

Form SC 13G/A

November 19, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
(Rule 13d-102)  
INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c)  
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)  
(Amendment No. 1)\*  
Chordiant Software, Inc.**

(Name of Issuer)  
**Common Stock**

(Title of Class of Securities)  
**170404107**

(CUSIP Number)  
**September 18, 2007**

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)**

\*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 the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP No. **170404107** **13G** Page **2** of **14**

**1** NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S) (ENTITIES ONLY)  
**Institutional Venture Management X, LLC (94-3364608)**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (A)   
 (B)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
**California, United States of America**

**5** SOLE VOTING POWER  
 NUMBER OF **0 shares.**

**6** SHARED VOTING POWER  
 SHARES BENEFICIALLY OWNED BY **0 shares.**

**7** SOLE DISPOSITIVE POWER  
 EACH REPORTING PERSON **0 shares.**

**8** SHARED DISPOSITIVE POWER  
 WITH **0 shares.**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0 shares.**

**10**

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**0.00%**

**12**

TYPE OF REPORTING PERSON\*

PN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S) (ENTITIES ONLY)  
**Institutional Venture Partners X, L.P. (94-3364720)**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(A)   
(B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
**California, United States of America**

5 SOLE VOTING POWER  
NUMBER OF **0 shares.**

6 SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY **0 shares.**

7 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON **0 shares.**

8 SHARED DISPOSITIVE POWER  
WITH **0 shares.**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0 shares.**

**10**

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**0.00%**

**12**

TYPE OF REPORTING PERSON\*

PN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S) (ENTITIES ONLY)  
**Institutional Venture Partners X GmbH & Co. Beteiligungs KG (98-0350272)**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (A)   
 (B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
**Germany**

5 SOLE VOTING POWER  
 NUMBER OF **0 shares.**

6 SHARED VOTING POWER  
 SHARES BENEFICIALLY OWNED BY **0 shares.**

7 SOLE DISPOSITIVE POWER  
 EACH REPORTING PERSON **0 shares.**

8 SHARED DISPOSITIVE POWER  
 WITH **0 shares.**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0 shares.**

**10**

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**0.00%**

**12**

TYPE OF REPORTING PERSON\*

PN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S) (ENTITIES ONLY)

**Todd C. Chaffee**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(A)

(B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**United States**

SOLE VOTING POWER

5

NUMBER OF **0 shares.**

SHARED VOTING POWER

6

BENEFICIALLY OWNED BY **0 shares.**

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON WITH **0 shares.**

SHARED DISPOSITIVE POWER

8

**0 shares.**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0 shares.**

**10**

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**0.00%**

**12**

TYPE OF REPORTING PERSON\*

IN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S) (ENTITIES ONLY)

**Reid W. Dennis**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

- (A)
- (B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
**United States**

5 SOLE VOTING POWER  
NUMBER OF **0 shares.**

6 SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY **0 shares.**

7 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON WITH **0 shares.**

8 SHARED DISPOSITIVE POWER  
**0 shares.**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0 shares.**

**10**

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**0.00%**

**12**

TYPE OF REPORTING PERSON\*

IN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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CUSIP No. **170404107** **13G** Page **7** of **14**

**1** NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S) (ENTITIES ONLY)

**Mary Jane Elmore**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

- (A)
- (B)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
**United States**

**5** SOLE VOTING POWER

NUMBER OF **0 shares.**

**6** SHARES BENEFICIALLY OWNED BY  
SHARED VOTING POWER  
**0 shares.**

**7** EACH REPORTING PERSON WITH  
SOLE DISPOSITIVE POWER  
**0 shares.**

**8** SHARED DISPOSITIVE POWER  
**0 shares.**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0 shares.**

**10**

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**0.00%**

**12**

TYPE OF REPORTING PERSON\*

IN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S) (ENTITIES ONLY)

**Norman A. Fogelsong**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

- (A)
- (B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**United States**

5 SOLE VOTING POWER

NUMBER OF **0 shares.**

6 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER  
**0 shares.**

7 EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER  
**0 shares.**

8 SHARED DISPOSITIVE POWER  
**0 shares.**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0 shares.**

**10**

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

o

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**0.00%**

**12**

TYPE OF REPORTING PERSON\*

IN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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**0 shares.**

**10**

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

o

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**0.00%**

**12**

TYPE OF REPORTING PERSON\*

IN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S) (ENTITIES ONLY)

**Dennis B. Phelps**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

- (A)
- (B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**United States**

5 SOLE VOTING POWER

NUMBER OF **0 shares.**

6 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER  
**0 shares.**

7 EACH REPORTING PERSON SOLE DISPOSITIVE POWER  
**0 shares.**

8 WITH SHARED DISPOSITIVE POWER  
**0 shares.**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0 shares.**

**10**

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**0.00%**

**12**

TYPE OF REPORTING PERSON\*

IN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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Item 1(a). Name of Issuer:

Item 1(b). Address of Issuer's Principal Executive Offices:

Item 2(a). Name of Person Filing:

Item 2(b). Address of Principal Business Office or, if none, Residence:

Item 2(c). Citizenship:

Item 2(d). Title of Class of Securities:

Item 2(e). CUSIP Number:

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Item 4. Ownership

Item 5. Ownership of Five Percent or Less of a Class

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of a Group

Item 10. Certification

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Introductory Note: This Statement on Schedule 13G is filed on behalf of Institutional Venture Partners X, L.P., a limited partnership organized under the laws of the State of California; Institutional Venture Partners X GmbH & Co. Beteiligungs KG, a limited partnership organized under the laws of the Country of Germany; Institutional Venture Management X, LLC, a limited liability company organized under the laws of the State of California, Todd C. Chaffee; Reid W. Dennis; Mary Jane Elmore; Norman A. Fogelsong; Stephen J. Harrick and Dennis B. Phelps, in respect of shares of Common Stock of Chordiant Software, Inc.

**Item 1(a). Name of Issuer:**

Chordiant Software, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

20400 Stevens Creek Boulevard, Suite 400  
Cupertino, CA 95014

**Item 2(a). Name of Person Filing:**

Institutional Venture Management X, LLC ( IVM X )  
Institutional Venture Partners X, L.P. ( IVP X )  
Institutional Venture Partners X GmbH & Co. Beteiligungs KG ( IVP X Germany )  
Todd C. Chaffee  
Reid W. Dennis  
Mary Jane Elmore  
Norman A. Fogelsong  
Stephen J. Harrick  
Dennis B. Phelps

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

Institutional Venture Partners  
3000 Sand Hill Road  
Building 2, Suite 250  
Menlo Park, CA 94025

**Item 2(c). Citizenship:**

IVM X:	California, United States of America
IVP X:	California, United States of America
IVP X Germany:	Germany
Todd C. Chaffee:	United States of America
Reid W. Dennis:	United States of America
Mary Jane Elmore:	United States of America
Norman A. Fogelsong:	United States of America
Stephen J. Harrick:	United States of America
Dennis B. Phelps:	United States of America

**Item 2(d). Title of Class of Securities:**

Common Stock

**Item 2(e). CUSIP Number:**

170404107

**Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

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**Item 4. Ownership.**

The following information with respect to the ownership of the Common Stock of the Issuer by the persons filing this statement on Schedule 13G is provided as of September 18, 2007:

Name of Person Filing	Shares Held		Shared	Sole	Shared	Beneficial Ownership	Percentage of Class
	Directly	Sole Voting Power	Voting Power	Dispositive Power	Dispositive Power		
IVP X	0	0	0	0	0	0	0.00%
IVP X Germany	0	0	0	0	0	0	0.00%
IVM X	0	0	0	0	0	0	0.00%
Todd C. Chaffee	0	0	0	0	0	0	0.00%
Reid W. Dennis	0	0	0	0	0	0	0.00%
Mary Jane Elmore	0	0	0	0	0	0	0.00%
Norman A. Fogelsong	0	0	0	0	0	0	0.00%
Stephen J. Harrick	0	0	0	0	0	0	0.00%
Dennis B. Phelps	0	0	0	0	0	0	0.00%

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following box.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of a Group.**

Not applicable.

**Item 10. Certification.**

Not applicable.

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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.

Date: November 13, 2007

/s/ Melanie Chladek

Melanie Chladek  
Authorized Signer on behalf of Norman A. Fogelsong, and on behalf of Institutional Venture Management X, LLC in his capacity as a member thereof, and on behalf of Institutional Venture Partners X, L.P. and Institutional Venture Partners X GmbH & Co. Beteiligungs KG in his capacity as a member of Institutional Venture Management X, LLC, the general partner of Institutional Venture Partners X, L.P. and the Managing Limited Partner of Institutional Venture Partners X GmbH & Co. Beteiligungs KG

/s/ Melanie Chladek

Melanie Chladek  
Authorized Signer on behalf of Todd C. Chaffee

/s/ Melanie Chladek

Melanie Chladek  
Authorized Signer on behalf of Reid W. Dennis

/s/ Melanie Chladek

Melanie Chladek  
Authorized Signer on behalf of Mary Jane Elmore

/s/ Melanie Chladek

Melanie Chladek  
Authorized Signer on behalf of Stephen J. Harrick

/s/ Melanie Chladek

Melanie Chladek  
Authorized Signer on behalf of Dennis B. Phelps

**Exhibit(s):**

A Joint Filing Statement



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EXHIBIT A  
JOINT FILING STATEMENT

Pursuant to Rule 13d-1(k)(1), we, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Common Stock of Chordiant Software, Inc. is filed on behalf of each of us.

Date: November 13, 2007

/s/ Melanie Chladek

Melanie Chladek  
Authorized Signer on behalf of Norman A. Fogelsong, and on behalf of Institutional Venture Management X, LLC in his capacity as a member thereof, and on behalf of Institutional Venture Partners X, L.P. and Institutional Venture Partners X GmbH & Co. Beteiligungs KG in his capacity as a member of Institutional Venture Management X, LLC, the general partner of Institutional Venture Partners X, L.P. and the Managing Limited Partner of Institutional Venture Partners X GmbH & Co. Beteiligungs KG

/s/ Melanie Chladek

Melanie Chladek  
Authorized Signer on behalf of Todd C. Chaffee

/s/ Melanie Chladek

Melanie Chladek  
Authorized Signer on behalf of Reid W. Dennis

/s/ Melanie Chladek

Melanie Chladek  
Authorized Signer on behalf of Mary Jane Elmore

/s/ Melanie Chladek

Melanie Chladek  
Authorized Signer on behalf of Stephen J. Harrick

/s/ Melanie Chladek

Melanie Chladek  
Authorized Signer on behalf of Dennis B. Phelps