CHORDIANT SOFTWARE INC
Form S-8 POS
April 22, 2010

As filed with the Securities and Exchange Commission on April 21, 2010

Registration Statement No. 333-131057

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT No. 2 to

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Chordiant Software, Inc.

(Exact name of Registrant as specified in its charter)

Delaware	**93-1051328**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

Chordiant Software, Inc.

20400 Stevens Creek Blvd., Suite 400

Cupertino, CA 95014

(408) 517-6100

(Address of principal executive offices) (Zip Code)

1999 Employee Stock Purchase Plan

1999 Non-Employee Directors Stock Option Plan

2005 Equity Incentive Plan

(Full title of the plans)

Shawn Hoyt

Assistant Secretary

Chordiant Software, Inc.

101 Main Street

Cambridge, MA 02142

(617) 374-9600

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

Copy to:

Jeffrey D. Saper

Lawrence M. Chu

Wilson Sonsini Goodrich & Rosati,

Professional Corporation

650 Page Mill Road

Palo Alto, CA 94304

(650) 493-9300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ¨ Accelerated filer x Non-accelerated filer ¨ Smaller reporting company ¨

(Do not check if a smaller reporting company)

Explanatory Statement

On January 17, 2006, Chordiant Software, Inc., a Delaware corporation (the Registrant), filed a Registration Statement on Form S-8 (File No. 333-131057) (the Registration Statement), which registered 17,022,986 shares of the Registrant s common stock, par value $0.001 per share (the Common Stock) reserved for issuance under the 1999 Employee Stock Purchase Plan, the 1999 Non-Employee Directors Stock Option Plan and the 2005 Equity Incentive Plan (collectively, the Plans). This Post-Effective Amendment No. 2 is being filed to remove from registration all remaining authorized shares of Common Stock reserved for issuance under the Plans that have not yet been issued under the Registration Statement.

Accordingly, the Registrant hereby removes from registration the remaining shares of Common Stock that have not been and will not be issued under the Plans. Upon effectiveness hereof, no shares of Common Stock remain registered under the Registration Statement for issuance under the Plans.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge in the State of Massachusetts on April 21, 2010.

CHORDIANT SOFTWARE, INC.

By: /s/ Shawn Hoyt

Shawn Hoyt

Assistant Secretary