

CHORDIANT SOFTWARE INC
Form SC 14D9/A
April 21, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

(Rule 14d-101)

Solicitation/Recommendation Statement Under Section 14(d)(4) of the Securities Exchange Act of 1934

(Amendment No. 3)

Chordiant Software, Inc.

(Name of Subject Company)

Chordiant Software, Inc.

(Name of Person Filing Statement)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

170404305

(CUSIP Number of Class of Securities)

Mr. Steven R. Springsteel

Chairman, President, and CEO

Chordiant Software, Inc.

20400 Stevens Creek Blvd., Suite 400

Cupertino, CA 95014

(408) 517-6100

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of Person(s) Filing Statement)**

With a copy to:

Nancy H. Wojtas

Cooley Godward Kronish LLP

Five Palo Alto Square

3000 El Camino Real

Palo Alto, CA 94306-2155

(650) 843-5000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 3 (the Amendment) to the Solicitation/Recommendation Statement on Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed with the Securities and Exchange Commission (the SEC) on March 24, 2010 (as previously filed with the SEC and as the same may be amended or supplemented from time to time, the Schedule 14D-9) by Chordiant Software, Inc., a Delaware corporation (the Company), relating to the tender offer made by Maple Leaf Acquisition Corp. (Purchaser), a Delaware corporation and a wholly-owned subsidiary of Pegasystems Inc., a Massachusetts corporation (Pegasystems), disclosed in a Tender Offer Statement on Schedule TO, dated March 24, 2010 (as amended or supplemented from time to time, the Schedule TO), to purchase all of the outstanding shares of common stock, \$0.001 par value per share, of the Company, including the associated rights to purchase Series A Junior Participating Preferred Stock, par value \$0.001 per share, of the Company, issued pursuant to the Rights Agreement, dated as of July 10, 2008, between the Company and American Stock Transfer & Trust Co. LLC, as the rights agent, as amended, at a purchase price of \$5.00 per share, net to the holder thereof in cash without interest, and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 24, 2010 (as amended or supplemented from time to time), and in the related Letter of Transmittal (as amended or supplemented from time to time), which are included as exhibits to the Schedule TO. Any capitalized terms used and not otherwise defined herein shall have the respective meanings ascribed to such terms in the Schedule 14D-9.

The information in the Schedule 14D-9 is incorporated into this Amendment by reference to all of the applicable items in the Schedule 14D-9, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 8. Additional Information.

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the section entitled *Completion of Tender Offer* :

At 12:00 Midnight (one minute after 11:59 p.m.), New York City time, on Tuesday, April 20, 2010, the Offer expired as scheduled. The Offer was not extended. The Depository for the Offer has advised Pegasystems and Purchaser that, as of 12:00 Midnight (one minute after 11:59 p.m.) on April 20, 2010, an aggregate of approximately 24,988,423 shares of Common Stock were tendered and not withdrawn prior to the expiration of the Offer, including 1,110,825 subject to guaranteed delivery procedures. Purchaser accepted all validly tendered and not withdrawn shares of Common Stock for payment on April 21, 2010. The shares of Common Stock tendered and not withdrawn represent approximately 81.8% of the Company's outstanding shares of Common Stock.

On April 21, 2010, Pegasystems announced in a press release that the Offer had been completed.

Item 9. Exhibits.

Exhibit No.	Description
(a)(1)(K)	Press Release issued by Pegasystems Inc. on April 21, 2010. (1)
(1)	Incorporated by reference to Amendment No. 4 to the Schedule TO filed by Maple Leaf Acquisition Corp. and Pegasystems on April 21, 2010.

SIGNATURE

After due 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.

CHORDIANT SOFTWARE, INC.

By: /s/ STEVEN R. SPRINGSTEEL
Name: **Steven R. Springsteel**
Title: **Chairman, President and Chief Executive Officer**

Dated: April 21, 2010

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(K)	Press Release issued by Pegasystems on April 21, 2010. (1)
(1)	Incorporated by reference to Amendment No. 4 to the Schedule TO filed by Maple Leaf Acquisition Corp. and Pegasystems Inc. on April 21, 2010.