

CHORDIANT SOFTWARE INC
Form SC TO-I/A
May 31, 2001

As filed with the Securities and Exchange Commission on May 31, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 2)
Tender Offer Statement under Section 14(d) (1) or 13(e)
of the Securities Exchange Act of 1934

Chordiant Software, Inc.
(Name of Subject Company--Issuer and Filing Person--Offeror)

Options to Purchase Common Stock,
par value \$0.001 per share
(Title of Class of Securities)

170404107
(CUSIP Number of Class of Securities)

Samuel T. Spadafora
Chairman and Chief Executive Officer
Chordiant Software, Inc.
20400 Stevens Creek Blvd., Suite 400
Cupertino, California 95014
Telephone: (408) 517 - 6100
(Name, address and telephone number of person authorized to receive
notices and communications on behalf of Filing Person)

Copies to:
Nancy H. Wojtas, Esq.
Cooley Godward llp
Five Palo Alto Square, 3000 El Camino Real
Palo Alto, California 94306-2155
Telephone: (650) 843-5000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$56,548,849.64	\$11,309.77***

* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 10,730,332 shares of common stock of Chordiant Software, Inc. having a weighted average exercise price of \$5.270 as of May 1,2001 will be exchanged pursuant to this offer.

** One-fiftieth of 1% of the value of the transaction, pursuant to Rule 0-11 of the Securities Exchange Act.

*** Previously paid.

Check box if any part of the fee is offset as provided by Rule 0-11(a) (2) and identify the filing with which the offsetting fee was previously paid.

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Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: Not applicable. Filing Party: Not applicable.
Form or Registration No.: Not applicable. Date Filed: Not applicable.

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.
 Issuer tender offer subject to Rule 13e-4.
 Going-private transaction subject to Rule 13e-3.
 Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer

SCHEDULE TO

INTRODUCTORY STATEMENT

This Amendment No. 2 to the Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission on May 4, 2001, relating to the offer by Chordiant Software Inc., a Delaware Corporation (the "Company"), to exchange all options ("Options") outstanding under the Chordiant 1999 Equity Incentive Plan, the Chordiant 1999 Non-Employee Directors' Stock Option Plan, the Chordiant 2000 Nonstatutory Equity Incentive Plan, the White Spider Software 2000 Stock Incentive Plan and the Prime Response 2000 Stock Option/Stock Issuance Plan to purchase shares of the Company's common stock, par value \$.01 per share (the "Common Stock"), for new options (the "New Options") to purchase shares of the Common Stock to be granted under the Chordiant 1999 Equity Incentive Plan and the Chordiant 2000 Nonstatutory Equity Incentive Program, upon the terms and subject to the conditions described in the Offer to Exchange, dated May 4, 2001 (the "Offer to Exchange"), the related Summary of Terms (the "Summary of Terms") and the related Election Form (the "Election Form" and together with the Offer to Exchange and the Summary of Terms, the "Offer"), as amended on May 29, 2001.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and restated as follows:

Exhibit Number	Description
99. (a) (1) (A) *	Offer to Exchange, dated May 4, 2001.
99. (a) (1) (B) *	Summary of Terms.
99. (a) (1) (C) *	E-mail Transmittal Letter.
99. (a) (1) (D) *	Form of Election Form.

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- 99. (a) (1) (E) * Form of Notice of Change in Election from Accept to Reject.
- 99. (a) (1) (F) * Form of Notice of Change in Election from Reject to Accept.
- 99. (a) (1) (G) * Chordiant Software, Inc. Annual Report on Form 10-K for its fiscal year ended December 31, 2000, filed with the Securities and Exchange Commission on March 27, 2001 and incorporated herein by reference.
- 99. (a) (1) (H) ** Chordiant Software, Inc. Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 20, 2001 and incorporated by herein by reference.
- 99. (a) (1) (I) ** Supplement, dated May 29, 2001, to Offer to Exchange, dated May 4, 2001.
- 99. (a) (1) (J) ** Form of E-mail Transmittal Letter distributing the Supplement.
- 99. (a) (1) (K) ** Form of Confirmation Letter to Employees.

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- 99. (a) (1) (L) ** Form of Revised Election Form.
- 99. (a) (1) (M) ** Chordiant Software, Inc. Quarterly Report on Form 10-Q for the period ended March 31, 2001, filed with the Securities and Exchange Commission on May 15, 2001 and incorporated herein by reference.
- 99. (a) (1) (N) Power Point slides delivered to employees.
 - 99. (b) Not applicable.
- 99. (d) (1) * Chordiant Software, Inc.'s 1999 Equity Incentive Plan and Form of Stock Option Agreement (filed as Exhibit 10.2 to the Company's Registration Statement on Form S-1 (No.333-92187) filed on December 6, 1999 and which Exhibit 10.2 is incorporated herein by reference).
- 99. (d) (2) * Chordiant Software, Inc.'s 1999 Employee Stock Purchase Plan (filed as Exhibit 10.3 with the Company's Registration Statement on Form S-1 (No. 333-92187) filed on December 6, 1999 and which Exhibit 10.3 is incorporated herein by reference).
- 99. (d) (3) * Chordiant Software, Inc.'s 1999 Non-Employee Directors' Plan and Form of Stock Option Agreement (filed as Exhibit 10.4 with Amendment No. 1 to the Company's Registration Statement on Form S-1 (No. 333-92187) filed on January 19, 2000 and which Exhibit 10.4 is incorporated herein by reference).
- 99. (d) (4) * Chordiant Software, Inc.'s 2000 Nonstatutory Equity Incentive Plan (filed as Exhibit 99.2 with the Company's S-8 Registration Statement (No. 333-42844) filed on August 2, 2000 and which Exhibit 99.2 is incorporated herein by reference).
- 99. (d) (5) * White Spider Software, Inc.'s 2000 Stock Incentive Plan (filed as Exhibit 99.1 with Chordiant Software, Inc.'s Current Report

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on Form S-8 (No. 333-49032) filed on October 31, 2000 and which Exhibit 99.1 is incorporated herein by reference).

99.(d)(6)* Prime Response, Inc.'s 1998 Stock Option/Stock Issuance Plan, as amended.

99.(g) Not applicable.

99.(h) Not applicable.

* Previously filed as an exhibit to the Schedule TO filed with the Securities and Exchange Commission on May 4, 2001.

** Previously filed as an exhibit to the Schedule TO filed with the Securities and Exchange Commission on May 29, 2001.

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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.

Dated: May 31, 2001

CHORDIANT SOFTWARE, INC.

By: /s/ Steve G. Vogel

Name: Steve G. Vogel
Title: Senior Vice President of Finance, Chief
Financial Officer and Chief Accounting
Officer

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SCHEDULE TO

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SCHEDULE TO

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