

CHORDIANT SOFTWARE INC

Form 3

April 22, 2010

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

P E G A S Y S T E M S I N C

(Last) (First) (Middle)

101 MAIN STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/21/2010

3. Issuer Name and Ticker or Trading Symbol

CHORDIANT SOFTWARE INC [CHRD]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
____X____ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)COMMON STOCK, PAR VALUE \$0.001
PER SHARE

1,000 (1) (2) (3) (4)

I

Beneficially owned through its
wholly-owned subsidiary.Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEGASYSTEMS INC 101 MAIN STREET CAMBRIDGE, MA 02142	Â	Â X	Â	Â

Signatures

/s/ Shawn Hoyt 04/21/2010

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On March 14, 2010, Pegasystems Inc., a Massachusetts corporation ("Pegasystems"), Maple Leaf Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Pegasystems ("Purchaser") and Chordiant Software, Inc., a Delaware corporation ("Chordiant"), entered into an Agreement and Plan of Merger (the "Merger Agreement"). Pursuant to the Merger Agreement, Purchaser

- (1) offered to purchase all outstanding shares of common stock, par value \$0.001 per share, of Chordiant (the "Shares"), at a price of \$5.00 per Share, net to the holder in cash without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 24, 2010 and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constituted the "Offer")

- (2) Upon the expiration of the Offer at 12:00 Midnight (one minute after 11:59 p.m.), New York City time, on April 20, 2010, Purchaser accepted for payment approximately 24,998,423 Shares pursuant to the Offer (including 1,110,825 Shares that were tendered pursuant to guaranteed delivery procedures), representing approximately 81.8% of the Shares issued and outstanding as of April 20, 2010.

- (3) In order to accomplish the merger of Purchaser with and into the Company as a "short form" merger under Delaware law, on April 21, 2010, Purchaser exercised its "top-up" option pursuant to the Merger Agreement, which permitted Purchaser to purchase additional Shares directly from the Company for \$5.00 per share, the same dollar amount per Share paid in the Offer, in order to acquire total ownership of at least 90% of the outstanding Shares.

- (4) Pursuant to the terms of the Merger Agreement, on April 21, 2009 Purchaser merged with and into the Company and each share of common stock, par value \$0.01 per share, of Purchaser that was issued and outstanding immediately prior to the Merger was converted into one Share of the Company, as the surviving corporation. As a result of the Merger, Pegasystems beneficially owned 1,000 Shares, representing 100% of the Shares, which was the number of shares of common stock of Purchaser issued and outstanding immediately prior to the Merger.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.