

CHORDIANT SOFTWARE INC
Form 8-K
December 13, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 13, 2006

CHORDIANT SOFTWARE, INC.

(Exact name of Registrant as specified in its charter)

Delaware

93-1051328

(State or other jurisdiction of incorporation)

(I.R.S. Employer Identification No.)

Commission file number:

000-29357

20400 Stevens Creek Boulevard, Suite 400

Cupertino, CA 95014

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (408) 517-6100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On December 13, 2006, the Company issued a press release announcing that it will seek stockholder approval to implement a reverse stock-split at a special meeting of stockholders. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press release issued by Chordiant Software, Inc. dated December 13, 2006.

IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC

Chordiant plans to file with the SEC and mail to its stockholders a Proxy Statement in connection with the reverse stock split. The Proxy Statement will contain important information about Chordiant, the reverse stock split and related matters. Investors and security holders are urged to read the Proxy Statement carefully when it is available. Investors and security holders will be able to obtain free copies of the Proxy Statement and other documents filed with the SEC by Chordiant through the web site maintained by the SEC at www.sec.gov. In addition, investors and security holders will be able to obtain free copies of the Proxy Statement from Chordiant by contacting Investor Relations at (408) 517-6282 or steve.polcyn@chordiant.com.

Chordiant and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Chordiant in connection with the transaction described herein. Information regarding the special interests of these directors and executive officers in the transaction described herein will be included in the Proxy Statement described above. Additional information regarding these directors and executive officers is also included in Chordiant's proxy statement for its 2006 Annual Meeting of Stockholders, which was filed with the SEC on or about May 4, 2006. This document is available free of charge at the SEC's web site at www.sec.gov and from Chordiant by contacting Chordiant at Investor Relations at (408) 517-6282 or steve.polcyn@chordiant.com.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated December 13, 2006

CHORDIANT SOFTWARE, INC

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