

CHORDIANT SOFTWARE INC  
Form SC 13G  
November 16, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c)  
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. \_\_\_)\*

Chordiant Software, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

170404107

-----  
(CUSIP Number)

November 10, 2004

-----  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 170404107  
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13G

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1. Names of Reporting Persons  
I.R.S. Identification No. of above person(s) (entities only)  
  
Institutional Venture Management X, LLC (94-3364608) ("IVM X")  
-----

2. Check the Appropriate Box if a Member of a Group\*

-----  
3. SEC USE ONLY  
-----

4. Citizenship or Place of Organization  
  
California  
-----

Number of	5. Sole Voting Power
Shares	4,500,000 shares, of which 3,686,099 shares are directly
Beneficially	Partners X, L.P. ("IVP X") and 813,901 shares are directly
Owned by	Partners X GmbH & Co. Beteiligungs KG ("IVP X Germany"). IVM
Each	and the Managing Limited Partner of IVP X Germany, may be
Reporting	vote all of these shares. IVM X hereby disclaims benefici
Person With	herein, except to the extent of any pecuniary interest there

-----  
6. Shared Voting Power

0

-----  
7. Sole Dispositive Power

4,500,000 shares, of which 3,686,099 shares are directly  
Partners X, L.P. ("IVP X") and 813,901 shares are directly  
Partners X GmbH & Co. Beteiligungs KG ("IVP X Germany"). IVM  
and the Managing Limited Partner of IVP X Germany, may  
dispose of all these shares. IVM X hereby disclaims benefici  
herein, except to the extent of any pecuniary interest there

-----  
8. Shared Dispositive Power

0

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,500,000 shares, of which 3,686,099 shares are directly owned by Institutional Ve  
and 813,901 shares are directly owned by Institutional Venture Partners X GmbH  
Germany"). IVM X, the general partner of IVP X and the Managing Limited Partner of  
have sole power to vote and dispose of all these shares. IVM X hereby disclaims  
reported herein, except to the extent of any pecuniary interest therein.

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10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row (9)

6.3%

12. Type of Reporting Person\*

PN

CUSIP No. 170404107

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1. Names of Reporting Persons  
I.R.S. Identification No. of above person(s) (entities only)  
Institutional Venture Partners X, L.P. (94-3364720) ("IVP X")

2. Check the Appropriate Box if a Member of a Group\*

3. SEC USE ONLY

4. Citizenship or Place of Organization  
California

Number of	5. Sole Voting Power
Shares	3,686,099 shares
Beneficially	6. Shared Voting Power
Owned by	0
Each	7. Sole Dispositive Power
Reporting	3,686,099 shares
Person With	8. Shared Dispositive Power
	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,686,099 shares

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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-----  
11. Percent of Class Represented by Amount in Row (9)

5.2%

-----  
12. Type of Reporting Person\*

PN  
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CUSIP No. 170404107

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-----  
1. Names of Reporting Persons

I.R.S. Identification No. of above person(s) (entities only)

Institutional Venture Partners X GmbH & Co. Beteiligungs KG (98-0350272) ("IVP X Germ  
-----

2. Check the Appropriate Box if a Member of a Group\*

-----  
3. SEC USE ONLY

-----  
4. Citizenship or Place of Organization

Germany  
-----

Number of

5. Sole Voting Power

Shares

813,901 shares

Beneficially

6. Shared Voting Power

Owned by

0

Each

7. Sole Dispositive Power

Reporting

813,901 shares

Person With

8. Shared Dispositive Power

0  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

813,901 shares  
-----

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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-----  
11. Percent of Class Represented by Amount in Row (9)

1.1%

-----  
12. Type of Reporting Person\*

PN  
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CUSIP No. 170404107

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1. Names of Reporting Persons  
I.R.S. Identification No. of above person(s) (entities only)

Todd C. Chaffee ("TCC")  
-----

2. Check the Appropriate Box if a Member of a Group\*

-----  
3. SEC USE ONLY

-----  
4. Citizenship or Place of Organization

United States  
-----

Number of  
Shares

5. Sole Voting Power  
0

Beneficially

6. Shared Voting Power

Owned by

4,500,000 shares, includes 3,686,099 shares directly owned directly owned by IVP X Germany. TCC is a Managing Director IVP X and the Managing Limited Partner of IVP X Germany. power to vote all of these shares. TCC hereby disclaims reported herein, except to the extent of any pecuniary interest

Each

Reporting

Person With

7. Sole Dispositive Power  
0

8. Shared Dispositive Power

4,500,000 shares, includes 3,686,099 shares directly owned directly owned by IVP X Germany. TCC is a Managing Director IVP X and the Managing Limited Partner of IVP X Germany.

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power to dispose of all these shares. TCC hereby disclaims reported herein, except to the extent of any pecuniary interest

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
4,500,000 shares

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row (9)  
6.3%

12. Type of Reporting Person\*  
IN

CUSIP No. 170404107

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1. Names of Reporting Persons  
I.R.S. Identification No. of above person(s) (entities only)  
Reid W. Dennis ("RWD")

2. Check the Appropriate Box if a Member of a Group\*

3. SEC USE ONLY

4. Citizenship or Place of Organization  
United States

Number of 5. Sole Voting Power  
Shares 0

Beneficially 6. Shared Voting Power

Owned by 4,500,000 shares, includes 3,686,099 shares directly owned  
Each directly owned by IVP X Germany. RWD is a Managing Director  
Reporting IVP X and the Managing Limited Partner of IVP X Germany.  
power to vote all of these shares. RWD hereby disclaims  
reported herein, except to the extent of any pecuniary interest

Person With 7. Sole Dispositive Power

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0

8. Shared Dispositive Power

4,500,000 shares, includes 3,686,099 shares directly owned directly owned by IVP X Germany. RWD is a Managing Director IVP X and the Managing Limited Partner of IVP X Germany. power to dispose of all these shares. RWD hereby disclaims reported herein, except to the extent of any pecuniary interest

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,500,000 shares

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row (9)

6.3%

12. Type of Reporting Person\*

IN

CUSIP No. 170404107

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1. Names of Reporting Persons

I.R.S. Identification No. of above person(s) (entities only)

Mary Jane Elmore ("MJE")

2. Check the Appropriate Box if a Member of a Group\*

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

Number of

Shares

Beneficially

5. Sole Voting Power

0

6. Shared Voting Power

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Owned by 4,500,000 shares, includes 3,686,099 shares directly owned  
Each directly owned by IVP X Germany. MJE is a Managing Director  
Reporting IVP X and the Managing Limited Partner of IVP X Germany.  
power to vote all of these shares. MJE hereby disclaims  
reported herein, except to the extent of any pecuniary interest

Person With 7. Sole Dispositive Power

0

8. Shared Dispositive Power

4,500,000 shares, includes 3,686,099 shares directly owned  
directly owned by IVP X Germany. MJE is a Managing Director  
IVP X and the Managing Limited Partner of IVP X Germany.  
power to dispose of all these shares. MJE hereby disclaims  
reported herein, except to the extent of any pecuniary interest

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,500,000 shares

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row (9)

6.3%

12. Type of Reporting Person\*

IN

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1. Names of Reporting Persons

I.R.S. Identification No. of above person(s) (entities only)

Norman A. Fogelsong ("NAF")

2. Check the Appropriate Box if a Member of a Group\*

3. SEC USE ONLY

4. Citizenship or Place of Organization



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United States

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Number of Shares Beneficially Owned by Each Reporting Person With  
5. Sole Voting Power  
0  
-----  
6. Shared Voting Power  
4,500,000 shares, includes 3,686,099 shares directly owned directly owned by IVP X Germany. NAF is a Managing Director IVP X and the Managing Limited Partner of IVP X Germany. power to vote all of these shares. NAF hereby disclaims reported herein, except to the extent of any pecuniary inter  
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7. Sole Dispositive Power  
0  
-----  
8. Shared Dispositive Power  
4,500,000 shares, includes 3,686,099 shares directly owned directly owned by IVP X Germany. NAF is a Managing Director IVP X and the Managing Limited Partner of IVP X Germany. power to dispose of all these shares. NAF hereby disclaims reported herein, except to the extent of any pecuniary inter  
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9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,500,000 shares

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row (9)

6.3%

12. Type of Reporting Person\*

IN

-----  
CUSIP No. 170404107

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1. Names of Reporting Persons  
I.R.S. Identification No. of above person(s) (entities only)

Stephen J. Harrick ("SJH")

2. Check the Appropriate Box if a Member of a Group\*

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3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

Number of 5. Sole Voting Power

Shares 0

Beneficially 6. Shared Voting Power

Owned by 4,500,000 shares, includes 3,686,099 shares directly owned  
Each directly owned by IVP X Germany. SJH is a Managing Director  
Reporting IVP X and the Managing Limited Partner of IVP X Germany.  
power to vote all of these shares. SJH hereby disclaims  
reported herein, except to the extent of any pecuniary interest

Person With 7. Sole Dispositive Power

0

8. Shared Dispositive Power

4,500,000 shares, includes 3,686,099 shares directly owned  
directly owned by IVP X Germany. SJH is a Managing Director  
IVP X and the Managing Limited Partner of IVP X Germany.  
power to dispose of all these shares. SJH hereby disclaims  
reported herein, except to the extent of any pecuniary interest

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,500,000 shares

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row (9)

6.3%

12. Type of Reporting Person\*

IN

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1. Names of Reporting Persons

I.R.S. Identification No. of above person(s) (entities only)

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Dennis B. Phelps ("DBP")

2. Check the Appropriate Box if a Member of a Group\*

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

Number of 5. Sole Voting Power

Shares 0

Beneficially 6. Shared Voting Power

Owned by 4,500,000 shares, includes 3,686,099 shares directly owned  
Each directly owned by IVP X Germany. DBP is a Managing Director  
Reporting IVP X and the Managing Limited Partner of IVP X Germany.  
power to vote all of these shares. DBP hereby disclaims  
reported herein, except to the extent of any pecuniary interest

Person With 7. Sole Dispositive Power

0

8. Shared Dispositive Power

4,500,000 shares, includes 3,686,099 shares directly owned  
directly owned by IVP X Germany. DBP is a Managing Director  
IVP X and the Managing Limited Partner of IVP X Germany.  
power to dispose of all these shares. DBP hereby disclaims  
reported herein, except to the extent of any pecuniary interest

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,500,000 shares

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row (9)

6.3%

12. Type of Reporting Person\*

IN

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Item 1(a). Name of Issuer:

Chordiant Software, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

20400 Stevens Creek Boulevard, Suite 400  
Cupertino, CA 95014

Item 2(a). Name of Person Filing:

Institutional Venture Management X, LLC ("IVM X")  
Institutional Venture Partners X, L.P. ("IVP X")  
Institutional Venture Partners X GmbH & Co. Beteiligungs KG ("IVP X Germany")  
Todd C. Chaffee ("TCC")  
Reid W. Dennis ("RWD")  
Mary Jane Elmore ("MJE")  
Norman A. Fogelsong ("NAF")  
Stephen J. Harrick ("SJH")  
Dennis B. Phelps ("DBP")

IVM X is the General Partner of IVP X and the Managing Limited Partner of IVP X Germany, and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by IVP X and IVP X Germany. TCC, RWD, MJE, NAF, SJH and DBP are Managing Directors of IVM X, and may be deemed to have shared power to vote and shared power to dispose of the shares of issuer directly owned by IVP X and IVP X Germany.

Item 2(b). Address of Principal Business Office or, if none, Residence:

3000 Sand Hill Road  
Building 2, Suite 290  
Menlo Park, CA 94025

Item 2(c). Citizenship:

IVM X: California  
IVP X: California  
IVP X Germany: Germany  
TCC, RWD, MJE, NAF, SJH and DBP: United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

170404107

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

See rows 5 through 11 of the cover pages.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following |\_|.

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CUSIP No. 170404107  
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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Under certain circumstances set forth in the IVP X and IVP X Germany Limited Partnership Agreements and the IVM X Operating Agreement, the respective General Partners, Limited Partners and Members of each of those entities have the right to receive dividends or distributions from, or the proceeds from the sale of, the Common Stock of Chordiant Software, Inc. owned by each such entity.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of a Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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After reasonable 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.

Date: November 16, 2004

/s/ Norman A. Fogelsong  
-----

Norman A. Fogelsong, individually and on behalf of Institutional Venture Management X, LLC in his capacity as a member thereof, and

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on behalf of Institutional Venture Partners X, L.P. and Institutional Venture Partners X GmbH & Co. Beteiligungs KG in his capacity as a member of Institutional Venture Management X, LLC, the general partner of Institutional Venture Partners X, L.P. and the Managing Limited Partner of Institutional Venture Partners X GmbH & Co. Beteiligungs KG

/s/ Melanie Chladek  
-----

Melanie Chladek  
Authorized Signer on behalf of Todd C. Chaffee

/s/ Reid W. Dennis  
-----

Signature

/s/ Carrie E. Rule  
-----

Carrie E. Rule  
Authorized Signer on behalf of Mary Jane Elmore

/s/ Stephen J. Harrick  
-----

Signature

/s/ Dennis B. Phelps  
-----

Signature

-----  
CUSIP No. 170404107  
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EXHIBIT INDEX

Exhibit	Sequentially Numbered
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AGREEMENT OF JOINT FILING

Pursuant to Rule 13d-1(k)(1), we, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

/s/ Norman A. Fogelsong

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Norman A. Fogelsong, individually and on behalf of Institutional  
Venture Management X, LLC in his capacity as a member thereof, and  
on behalf of Institutional Venture Partners X, L.P. and  
Institutional Venture Partners X GmbH & Co. Beteiligungs KG in his  
capacity as a member of Institutional Venture Management X, LLC, the  
general partner of Institutional Venture Partners X, L.P. and the  
Managing Limited Partner of Institutional Venture Partners X GmbH &  
Co. Beteiligungs KG

/s/ Melanie Chladek  
-----

Melanie Chladek  
Authorized Signer on behalf of Todd C. Chaffee

/s/ Reid W. Dennis  
-----

Signature

/s/ Carrie E. Rule  
-----

Carrie E. Rule  
Authorized Signer on behalf of Mary Jane Elmore

/s/ Stephen J. Harrick  
-----

Signature

/s/ Dennis B. Phelps  
-----

Signature