

Edgar Filing: CHORDIANT SOFTWARE INC - Form SC 13G/A

CHORDIANT SOFTWARE INC  
Form SC 13G/A  
February 13, 2002

OMB APPROVAL  
OMB Number: 3235-0145  
Expires: October 31, 2002  
Estimated average burden  
hours per response...14.90

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1 )\*

Chordiant Software, Inc.

-----  
(Name of Issuer)

Common Stock, \$.001 par value

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

17040410

-----  
(CUSIP Number)

December 31, 2001

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(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)

/x/ 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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- 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:  
Battery Ventures III, L.P. ("Battery Ventures"), Battery Partners III, L.P. ("Battery Partners"), Richard D. Frisbie ("Frisbie"), Howard Anderson ("Anderson"), Oliver D. Curme ("Curme"), Thomas J. Crotty ("Crotty"), Kenneth P. Lawler ("Lawler") and Todd A. Dagues ("Dagues"). Frisbie, Anderson, Curme, Crotty, Lawler and Dagues are the sole general partners of Battery Partners, the sole general partner of Battery Ventures.
- ITEM 2 (b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:  
The address of the principal business office of each of Battery Ventures, Battery Partners, Frisbie, Anderson, Curme, Crotty, Lawler and Dagues is c/o Battery Ventures, 20 William Street, Wellesley, MA 02481.
- ITEM 2 (c). CITIZENSHIP:  
Messrs. Frisbie, Anderson, Curme, Crotty, Lawler and Dagues are United States citizens. Battery Ventures and Battery Partners are limited partnerships organized under the laws of the State of Delaware.
- ITEM 2 (d). TITLE OF CLASS OF SECURITIES:  
Common Stock, \$.001 par value
- ITEM 2 (e). CUSIP NUMBER  
17040410(7)
- ITEM 4. OWNERSHIP:  
NOT APPLICABLE
- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:  
Each Reporting Person has ceased to own beneficially more than 5% of the outstanding Common Stock of Chordiant Software, Inc.

ALL OTHER ITEMS REPORTED ON THE SCHEDULE 13G DATED AS OF FEBRUARY 13, 2001 AND FILED ON BEHALF OF THE REPORTING PERSONS WITH RESPECT TO THE COMMON STOCK OF CHORDIANT SOFTWARE, INC. REMAIN UNCHANGED.

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SIGNATURE

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.

Dated: February 13, 2002

BATTERY VENTURES III, L.P.

By: BATTERY PARTNERS III, L.P.

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By: /s/ Richard D. Frisbie  
-----  
General Partner

BATTERY PARTNERS III, L.P.

By: /s/ Richard D. Frisbie  
-----  
General Partner

/s/ Richard D. Frisbie  
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Richard D. Frisbie

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Howard Anderson

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Oliver D. Curme

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Thomas J. Crotty

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Kenneth P. Lawler

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-----  
Todd A. Dages

\*By: /s/ Richard D. Frisbie  
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Name: Richard D. Frisbie  
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Attorney-in-Fact

-----  
This Schedule 13G was executed by Richard D. Frisbie or Oliver D. Curme pursuant to Powers of Attorney which are incorporated herein by reference and copies of which are attached hereto as Exhibit II.

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EXHIBIT I

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required on Schedule 13G need be filed with respect to ownership by each of the undersigned of shares of Common Stock of Chordiant Software, Inc.

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This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Dated: February 13, 2002

BATTERY VENTURES III, L.P.

By: BATTERY PARTNERS III, L.P.

By: /s/ Richard D. Frisbie

-----  
General Partner

BATTERY PARTNERS III, L.P.

By: /s/ Richard D. Frisbie

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General Partner

/s/ Richard D. Frisbie

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Richard D. Frisbie

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Howard Anderson

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Oliver D. Curme

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Thomas J. Crotty

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Kenneth P. Lawler

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Todd A. Dages

\*By: /s/ Richard D. Frisbie

Name: Richard D. Frisbie

-----  
Attorney-in-Fact

-----  
This Agreement was executed by Richard D. Frisbie or Oliver D. Curme pursuant to Powers of Attorney which are incorporated herein by reference and copies of which are attached hereto as Exhibit II.

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KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Oliver D. Curme and Richard D. Frisbie, and each of them, with full power to act without the other, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and document that may be necessary, desirable or appropriate to be executed in his capacity as a general partner of ABF Partners, L.P., ABF Partners II, L.P., and Battery Partners III, L.P., or in his capacity as a member manager of Battery Partners IV, LLC, with respect to securities held by such signatory as a result of his relationship with any of the foregoing entities or with Battery Ventures, L.P., Battery Ventures II, L.P., Battery Ventures III, L.P. or Battery Ventures IV, L.P., pursuant to Section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, Inc., granting unto said attorneys-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorneys-in-fact, or their substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 14th day of February, 1997.

/s/ Richard D. Frisbie

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Richard D. Frisbie

/s/ Robert G. Barrett

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Robert G. Barrett

/s/ Howard Anderson

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Howard Anderson

/s/ Oliver D. Curme

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Oliver D. Curme

/s/ Thomas J. Crotty

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Thomas J. Crotty

/s/ Kenneth P. Lawler

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Kenneth P. Lawler

/s/ Todd A. Dages

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Todd A. Dages