

CHORDIANT SOFTWARE INC  
Form 8-K/A  
August 01, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

Amendment No. 2

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 1, 2005

[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

(Former name or former address, if changed since last report.)

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)

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[ ] 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 4.01. Changes in Registrant's Certifying Accountant.**

This Amendment No. 2 to the Current Report on Form 8-K originally filed with the Securities and Exchange Commission on July 1, 2005, as amended by that certain Amendment No. 1 filed on July 27, 2005, is being filed to append as Exhibit 16.1 a letter from PricewaterhouseCoopers LLP to the U.S. Securities and Exchange Commission dated as of July 28, 2005.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

16.1 Letter from PricewaterhouseCoopers LLP to the U.S. Securities and Exchange Commission, dated as of July 28, 2005, stating its agreement with the statements made with respect to PricewaterhouseCoopers LLP contained in the amended report.

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.

Chordiant Software, Inc.

Date: July 29, 2005

By: /s/ George de Urioste

George de Urioste

Chief Operating Officer and Chief Financial Officer