

CHORDIANT SOFTWARE INC  
Form SC 13G/A  
March 22, 2005

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| <p style="text-align: center;">UNITED STATES</p> <p style="text-align: center;">SECURITIES AND EXCHANGE COMMISSION</p> <p style="text-align: center;">Washington, D.C. 20549</p> | <p style="text-align: center;">OMB APPROVAL</p> <p>OMB Number: 3235-0145</p> <p>Expires: December 31,<br/>2005</p> <p>Estimated average burden<br/>hours per response 11</p> |
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SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

Chordiant Software, Inc.

—

(Name of Issuer)

Common Stock

—

(Title of Class of Securities)

170404107

—

(CUSIP Number)

March 15, 2005

—

(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).

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 control number.

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

**Palo Alto Investors, LLC**

—

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only \_\_\_\_\_

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

|           |                               |
|-----------|-------------------------------|
| Number of | 5. Sole Voting Power <b>0</b> |
|-----------|-------------------------------|

|  |  |
|--|--|
| Shares                                     | 6. Shared Voting Power <b>6,378,800</b>      |
| Beneficially                               | 7. Sole Dispositive Power <b>0</b>           |
| Owned by<br>Each Reporting<br>Person With: | 8. Shared Dispositive Power <b>6,378,800</b> |

9. Aggregate Amount Beneficially Owned by Each Reporting Person **6,378,800**

—

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) \_\_\_\_\_

—

11. Percent of Class Represented by Amount in Row (9) **8.8%**

—

12. Type of Reporting Person (See Instructions) **OO, IA**

—

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

**Palo Alto Investors**

—

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) **X**

(b)     

3. SEC Use Only \_\_\_\_\_

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

|                |  |
|----------------|--|
| Number of      | 5. Sole Voting Power <b>0</b>                |
| Shares         | 6. Shared Voting Power <b>6,378,800</b>      |
| Beneficially   | 7. Sole Dispositive Power <b>0</b>           |
| Owned by       | 8. Shared Dispositive Power <b>6,378,800</b> |
| Each Reporting |  |
| Person With:   |  |

9. Aggregate Amount Beneficially Owned by Each Reporting Person **6,378,800**

—

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) \_\_\_\_\_

—

11. Percent of Class Represented by Amount in Row (9) **8.8%**

—

12. Type of Reporting Person (See Instructions) **CO, HC**

—

—

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

**William Leland Edwards**

—

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b) —

3. SEC Use Only \_\_\_\_\_

4. Citizenship or Place of Organization **U.S.A.**

|   |  |
|---|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each Reporting<br>Person With: | 5. Sole Voting Power <b>34,200</b>           |
|   | 6. Shared Voting Power <b>6,378,800</b>      |
|   | 7. Sole Dispositive Power <b>34,200</b>      |
|   | 8. Shared Dispositive Power <b>6,378,800</b> |

9. Aggregate Amount Beneficially Owned by Each Reporting Person **6,413,000**

—

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) \_\_\_\_\_

—

11. Percent of Class Represented by Amount in Row (9) **8.8%**

—

12. Type of Reporting Person (See Instructions) **IN, HC**

—

—

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

**Micro Cap Partners, L.P.**

—

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only \_\_\_\_\_

4. Citizenship or Place of Organization **Delaware**

|   |  |
|---|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each Reporting<br>Person With: | 5. Sole Voting Power <b>0</b>                |
|   | 6. Shared Voting Power <b>4,840,600</b>      |
|   | 7. Sole Dispositive Power <b>0</b>           |
|   | 8. Shared Dispositive Power <b>4,840,600</b> |

9. Aggregate Amount Beneficially Owned by Each Reporting Person **4,840,600**

—

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) \_\_\_\_\_

—

11. Percent of Class Represented by Amount in Row (9) **6.7%**

—

12. Type of Reporting Person (See Instructions) **PN**

—

Item 1.

(a) Name of Issuer

**Chordiant Software, Inc.**

—

(b) Address of Issuer's Principal Executive Offices

**20400 Stevens Creek Boulevard, Suite 400, Cupertino, CA 95014**

—

Item 2.

(a) The names of the persons filing this statement are:

**Palo Alto Investors, LLC ("PAI")**

—

**Palo Alto Investors**

—

**William Leland Edwards**

—

**Micro Cap Partners, L.P. ("Micro Cap")**

—

(collectively, the "Filers").

(b) The principal business office of the Filers is located at:

**470 University Avenue, Palo Alto, CA 94301**

—

(c) For citizenship of Filers, see Item 4 of the cover sheet for each Filer.

(d) This statement relates to shares of common stock of the Issuer (the "Stock").

(e) The CUSIP number of the Issuer is: **170404107**

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

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

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- (e)  An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E) (as to PAI).
- (f)  An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G) (as to Palo Alto Investors and Mr. Edwards).
- (h)  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  Group, in accordance with section 240.13d-1(b)(1)(ii)(J) (as to PAI, Palo Alto Investors and Mr. Edwards).

Item 4. Ownership.

See Items 5-9 and 11 of the cover page for each Filer.

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 .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

PAI is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. As of the date on the cover page, no client, other than Micro Cap, separately held more than five percent of the outstanding Stock.

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

Not applicable.

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

PAI is the manager of PAI LLC. Mr. Edwards is the controlling shareholder and president of PAI. PAI, PAI LLC and Mr. Edwards constitute a group as defined in Rule 13d-5(b)(1), but are not part of a group with any other person. PAI LLC is a registered investment adviser. PAI LLC is the general partner of Micro Cap. Micro Cap is filing this Schedule 13G jointly with the other Filers, but not as a member of a group, and expressly disclaims membership in a group. In addition, the filing of this Schedule 13G on behalf of Micro Cap should not be construed as an admission that it is, and Micro Cap disclaims that it is, the beneficial owner, as defined in Rule 13d-3 under the Securities Exchange Act of 1934, of any of the Stock covered by this Schedule 13G.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification.

Certification of Palo Alto Investors, PAI and Mr. Edwards:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

Certification of Micro Cap:

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.

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: March 22, 2005

PALO ALTO INVESTORS

By: /s/ William L. Edwards, President

PALO ALTO INVESTORS, LLC

By: Palo Alto Investors, Manager

By: /s/ William L. Edwards,  
President

MICRO CAP PARTNERS, L.P.

By: Palo Alto Investors, LLC  
General Partner

/s/ William L. Edwards

By: Palo Alto Investors, Manager

By: /s/ William L. Edwards, President