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FOUNDATION CAPITAL LP
Form SC 13D/A
February 17, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 3) (*)

Chordiant Software, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

170404107

(CUSIP Number)

Theodore R. Meyer
70 Willow Road, Suite 200
Menlo Park, CA 94024
650/614-0500

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed

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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).

(Continued on following pages)

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Foundation Capital, L.P. 94-3233429

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

7 SOLE VOTING POWER

0 shares

8 SHARED VOTING POWER

0 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Foundation Capital Entrepreneurs Fund, L.L.C. 94-3241514

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

7 SOLE VOTING POWER

0 shares

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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CERTAIN SHARES*

|_ |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Foundation Capital Management, L.L.C. 94-3233430

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |_ |

(b) |X |

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

|_ |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

7 SOLE VOTING POWER

0 shares

NUMBER OF SHARES

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

|_ |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1 Security and Issuer

This Amendment No. 3 to Schedule 13D is being filed on behalf of the undersigned to amend the Schedule 13D originally filed on February 14, 2002 (the "Schedule 13D"). Unless otherwise indicated, all capitalized terms used herein but not defined shall have the same meaning as set forth in the Schedule 13D.

- (a) Name of the Issuer: Chordiant Software, Inc. (the "Issuer")
- (b) Title of Security: Common Stock, par value \$0.001 per share (the "Common Stock")
- (c) The Issuer's principal executive office: 20400 Stevens Creek Boulevard,
Suite 400 Cupertino, CA 95014

Item 2 Identity and Background

(a) Name:

Foundation Capital, L.P. ("FC")
Foundation Capital Entrepreneurs Fund, L.L.C. ("FCE")
Foundation Capital Management, L.L.C. ("FCM")

(b) Residence or business address:

c/o Foundation Capital
70 Willow Road, Suite 200
Menlo Park, CA 94025

(c) Principal Business/Principal Occupation:

The principal business of FC and FCE is acting as venture capital investment vehicles. FCM serves as the sole general partner of FC and FCE.

(d) Convictions in criminal proceedings in the last 5 years:

None.

(e) Judgments for violations of Securities Laws in the last 5 years:

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None.

(f) Citizenship:

| | | | |
|-----------|-----|---|----------|
| Entities: | FC | - | Delaware |
| | FCE | - | Delaware |
| | FCM | - | Delaware |

Item 3 Source and Amount of Funds or Other Consideration

Not applicable.

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Item 4 Purpose of Transaction

FC, FCE and FCM acquired the Common Stock for investment purposes.

Subject to applicable legal requirements, Reporting Persons may purchase additional Common Stock from time to time in open market or in private transactions, depending on their evaluation of Issuer's business, prospects and financial condition, the market for the Common Stock, other developments concerning Issuer, the reaction of Issuer to Reporting Person's ownership of Common Stock, other opportunities available to Reporting Persons, and general economic, money market and stock market conditions. In addition, depending upon the factors referred to above, Reporting Persons may dispose of all or a portion of their Common Stock at any time.

Other than as described in this Item 4, Reporting Persons do not have any plan or proposal relating to, or that would result in, any event described in (a)-(j) of this Item 4.

During 2003, the Reporting Persons' sold 3,115,813 shares of the Company's Common Stock at an average price of \$3.46 per share.

Item 5 Interest in Securities of the Issuer

Effective November 5, 2003, the Reporting Persons ceased to beneficially own 5% of the Common Stock and accordingly this Amendment is the Reporting Persons' final amendment to the Schedule 13D. The following information sets forth the beneficial ownership of the Common Stock of the Issuer by each of the Reporting Persons as of December 31, 2003:

| Ownership/Power | FC | FCE | FCM |
|--------------------------|----|-----|-----|
| Beneficial Ownership | 0 | 0 | 0 |
| Percentage of Class | 0 | 0 | 0 |
| Sole Voting Power | 0 | 0 | 0 |
| Shared Voting Power | 0 | 0 | 0 |
| Sole Dispositive Power | 0 | 0 | 0 |
| Shared Dispositive Power | 0 | 0 | 0 |

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Item 6 Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Not applicable.

Item 7 Material to be filed as Exhibits

Exhibit A: Joint Filing Statement

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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.

Dated: February 13, 2004

FOUNDATION CAPITAL MANAGEMENT, L.L.C.

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL, L.P.

By: Foundation Capital Management, L.L.C.
its General Partner

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL ENTREPRENEURS FUND, L.L.C.

By: Foundation Capital Management, L.L.C.
its Manager

By: /s/ William B. Elmore

Member

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EXHIBIT A

We, the undersigned, hereby express our agreement that the attached Amendment to Schedule 13D relating to the Common Stock of Chordiant Software, Inc. is filed on behalf of each of us.

Dated: February 13, 2004

FOUNDATION CAPITAL MANAGEMENT, L.L.C.

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By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL, L.P.

By: Foundation Capital Management, L.L.C.
its General Partner

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL ENTREPRENEURS FUND, L.L.C.

By: Foundation Capital Management, L.L.C.
its Manager

By: /s/ William B. Elmore

Member