CHORDIANT SOFTWARE INC
Form 10-Q
July 31, 2008

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

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2008

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 000-29357

Chordiant Software, Inc.
(Exact name of registrant as specified in its charter)

Delaware	93-1051328
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

20400 Stevens Creek Boulevard, Suite 400
Cupertino, CA 95014
(Address of principal executive offices) (Zip Code)

(408) 517-6100
(Registrant’s telephone number, including area code)

(Former name, former address and former fiscal year if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes x No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer		Accelerated filer x
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No x

As of July 25, 2008, there were 30,063,369 shares of the registrant's common stock outstanding.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

CHORDIANT SOFTWARE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except per share data)
(Unaudited)

	June 30, 2008	September 30, 2007
ASSETS		
Current assets:		
Cash and cash equivalents	$ 64,332	$ 77,987
Marketable securities	—	12,159
Accounts receivable, net	21,346	27,381
Prepaid expenses and other current assets	6,787	5,352
Total current assets	92,465	122,879
Property and equipment, net	3,341	3,638
Goodwill	32,044	32,044
Intangible assets, net	1,817	2,725
Other assets	2,304	3,529
Total assets	$ 131,971	$ 164,815
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 7,848	$ 8,080
Accrued expenses	11,383	13,804
Deferred revenue, including related party balance of nil and $116 at June 30, 2008 and September 30, 2007, respectively	36,850	44,548
Total current liabilities	56,081	66,432
Deferred revenue—long-term	14,998	23,434
Restructuring costs, net of current portion	630	942
Other long-term liabilities	862	646
Total liabilities	72,571	91,454
Commitments and contingencies (Notes 8, 9 and 10)		
Stockholders' equity:		
Preferred stock, $0.001 par value; 51,000 shares authorized; none issued and outstanding at June 30, 2008 and September 30, 2007	—	—
Common stock, $0.001 par value; 300,000 shares authorized; 30,046 and 33,221 shares issued and outstanding at June 30, 2008 and September 30, 2007, respectively	30	33
Additional paid-in capital	281,217	295,650
Accumulated deficit	(227,110)	(226,915)
Accumulated other comprehensive income	5,263	4,593

Total stockholders’ equity		59,400		73,361
Total liabilities and stockholders’ equity	$	131,971	$	164,815

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

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CHORDIANT SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)
(Unaudited)

	Three Months Ended June 30, 2008	Three Months Ended June 30, 2007	Nine Months Ended June 30, 2008	Nine Months Ended June 30, 2007
Revenues:				
License	$ 10,960	$ 14,094	$ 24,574	$ 40,137
Service, including related party items aggregating nil and $64 for the three months ended June 30, 2008 and 2007, respectively and $116 and $268 for the nine months ended June 30, 2008 and 2007, respectively	19,756	22,667	59,992	52,328
Total revenues	30,716	36,761	84,566	92,465
Cost of revenues:				
License	304	419	920	1,456
Service, including related party items aggregating nil and $177 for the nine months ended June 30, 2008 and 2007, respectively	8,711	9,264	25,722	22,353
Amortization of intangible assets	303	303	908	908
Total cost of revenues	9,318	9,986	27,550	24,717
Gross profit	21,398	26,775	57,016	67,748
Operating expenses:				
Sales and marketing	9,595	9,065	25,898	24,643
Research and development	6,704	7,328	19,811	20,919
General and administrative	4,665	4,584	13,687	15,490
Restructuring expense	—	—	—	6,727
Total operating expenses	20,964	20,977	59,396	67,779
Income (loss) from operations	434	5,798	(2,380)	(31)
Interest income, net	385	682	1,833	1,478
Other income, net	86	213	571	377
Income before income taxes	905	6,693	24	1,824
Provision for income taxes	146	240	219	1,146
Net income (loss)	$ 759	$ 6,453	$ (195)	$ 678
Net income (loss) per share:				
Basic	$ 0.03	$ 0.20	$ (0.01)	$ 0.02
Diluted	$ 0.02	$ 0.19	$ (0.01)	$ 0.02
Weighted average shares used in computing net income (loss) per share:				
Basic	30,262	32,743	32,217	32,208
Diluted	30,474	34,384	32,217	33,431

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

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CHORDIANT SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Nine Months Ended June 30, 2008	2007
Cash flows from operating activities:		
Net income (loss)	$ (195)	$ 678
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:		
Depreciation and amortization	1,329	1,065
Amortization of intangibles and capitalized software	1,726	1,584
Non-cash stock-based compensation expense	3,516	2,234
Provision for doubtful accounts and sales returns	210	234
Loss on disposal of assets	—	666
Realized gain on sale of marketable securities	(8)	—
Accretion of discounts on marketable securities	(56)	(51)
Other non-cash charges	—	445
Changes in assets and liabilities:		
Accounts receivable	6,076	(13,960)
Prepaid expenses and other current assets	(1,287)	(930)
Other assets	265	1,771
Accounts payable	(290)	(3,625)
Accrued expenses, other long-term liabilities and restructuring	(2,614)	246
Deferred revenue	(16,634)	45,999
Net cash provided by (used for) operating activities	(7,962)	36,356
Cash flows from investing activities:		
Purchases of property, equipment, and leasehold improvements	(1,004)	(1,751)
Capitalized product development costs	(392)	(202)
Proceeds from release of restricted cash	46	—
Purchases of marketable securities and short-term investments	(5,099)	(11,536)
Proceeds from maturities of marketable securities and short-term investments	17,322	217
Net cash provided by (used for) investing activities	10,873	(13,272)
Cash flows from financing activities:		
Proceeds from exercise of stock options	630	3,798
Payment on capital leases	—	(96)
Excess tax benefits from stock-based compensation	17	—
Repurchase of common stock	(18,599)	—
Net cash provided by (used for) financing activities	(17,952)	3,702
Effect of exchange rate changes	1,386	1,395
Net increase (decrease) in cash and cash equivalents	(13,655)	28,181
Cash and cash equivalents at beginning of period	77,987	45,278
Cash and cash equivalents at end of period	$ 64,332	$ 73,459

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

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CHORDIANT SOFTWARE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1—THE COMPANY

Chordiant Software, Inc., or the Company, or Chordiant is an enterprise software vendor that offers software solutions for global business-to-consumer companies that seek to improve the quality of their customer interactions and to reduce costs through increased employee productivity and process efficiencies. The Company concentrates on serving global customers in banking, insurance, healthcare, communications, retail and other consumer direct industries.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying Condensed Consolidated Financial Statements have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission, or SEC. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles, or GAAP, in the United States have been condensed or omitted pursuant to such rules and regulations. The September 30, 2007 Condensed Consolidated Balance Sheet was derived from audited financial statements, but does not include all disclosures required by GAAP in the United States. However, the Company believes that the disclosures are adequate to make the information presented not misleading. These unaudited Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements and related Notes included in the Company's Annual Report on Form 10-K for the year ended September 30, 2007, or 2007 Form 10-K, filed with the SEC.

All adjustments, consisting of only normal recurring adjustments, which in the opinion of management, are necessary to state fairly the financial position, results of operations and cash flows for the interim periods presented have been made. The results of operations for interim periods are not necessarily indicative of the results expected for the full fiscal year or for any future period.

Reclassifications

Certain reclassifications have been made to prior period balances to conform to the current period's presentation.

Principles of Consolidation

The accompanying unaudited Condensed Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

Use of estimates

The preparation of Condensed Consolidated Financial Statements in conformity with GAAP in the United States requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

On an on-going basis, the Company evaluates the estimates, including those related to the allowance for doubtful accounts, valuation of stock-based compensation, valuation of goodwill and intangible assets, valuation of deferred tax assets, restructuring expenses, contingencies, Vendor Specific Objective Evidence, or VSOE, of fair value in multiple element arrangements and the estimates associated with the percentage-of-completion method of accounting for certain of our revenue contracts. The Company bases these estimates on historical experience and on various other assumptions that are believed to be reasonable. Actual results may differ from these estimates under different assumptions or conditions.

Revenue recognition

The Company derives revenue from licensing software and related services, which include assistance in implementation, customization and integration, post-contract customer support, or PCS, training and consulting. All revenue amounts are presented net of sales taxes in the Company's Condensed Consolidated Statements of Operations. The amount and timing of revenue is difficult to predict and any shortfall in revenue or delay in recognizing revenue could cause operating results to vary significantly from period to period and could result in operating losses. The accounting rules related to revenue recognition are complex and are affected by the interpretation of the rules and an understanding of industry practices, both of which are subject to change. Consequently, the revenue recognition accounting rules require management to make significant estimates based on judgment.

CHORDIANT SOFTWARE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Software license revenue is recognized in accordance with the American Institute of Certified Public Accountant's or AICPA's Statement of Position No. 97-2 "Software Revenue Recognition," as amended by Statement of Position No. 98-9 "Software Revenue Recognition with Respect to Certain Arrangements" or collectively "SOP 97-2".

For arrangements with multiple elements, the Company recognizes revenue for services and PCS based upon the fair value VSOE of the respective elements. The fair value VSOE of the services element is based upon the standard hourly rates charged for the services when such services are sold separately. The fair value VSOE for annual PCS is generally established with the contractual future renewal rates included in the contracts, when the renewal rate is substantive and consistent with the fees when support services are sold separately. When contracts contain multiple elements and fair value VSOE exists for all undelivered elements, the Company accounts for the delivered elements, principally the license portion, based upon the "residual method" as prescribed by SOP 97-2. In multiple element transactions where VSOE is not established for an undelivered element, revenue is recognized upon the establishment of VSOE for that element or when the element is delivered.

At the time a transaction is entered into, the Company assesses whether any services included within the arrangement relate to significant implementation or customization essential to the functionality of our products. For contracts for products that do not involve significant implementation or customization that is essential to the product functionality, the Company recognizes license revenue when there is persuasive evidence of an arrangement, the fee is fixed or determinable, collection of the fee is probable and delivery has occurred as prescribed by SOP 97-2. For contracts that involve significant implementation or customization services essential to the functionality of our products, the license and professional consulting services revenue is recognized using either the percentage-of-completion method or the completed contract method as prescribed by Statement of Position No. 81-1, "Accounting for Performance of Construction-Type and Certain Product-Type Contracts", or SOP 81-1.

The percentage-of-completion method is applied when the Company has the ability to make reasonably dependable estimates of the total effort required for completion using labor hours incurred as the measure of progress towards completion. The progress toward completion is measured based on the "go-live" date. The "go-live" date is defined as the date the essential product functionality has been delivered or the application enters into a production environment or the point at which no significant additional Chordiant supplied professional service resources are required. Estimates are subject to revisions as the contract progresses to completion and these changes are accounted for as changes in accounting estimates when the information becomes known. Information impacting estimates obtained after the balance sheet date but before the issuance of the financial statements is used to update the estimates. Provisions for estimated contract losses, if any, are recognized in the period in which the loss becomes probable and can be reasonably estimated. When additional licenses are sold related to the original licensing agreement, revenue is recognized upon delivery if the project has reached the go-live date, or if the project has not reached the go-live date, revenue is recognized under the percentage-of-completion method. Revenue from these arrangements is classified as license and service revenue based upon the estimated fair value of each element using the residual method.

The completed contract method is applied when the Company is unable to obtain reasonably dependable estimates of the total effort required for completion. Under the completed contract method, all revenue and related costs of revenue are deferred and recognized upon completion.

For product co-development arrangements relating to software products in development prior to the consummation of the individual arrangements, where the Company retains the intellectual property being developed, and intends to sell the resulting products to other customers, license revenue is deferred until the delivery of the final product, provided all other requirements of SOP 97-2 are met. Expenses associated with these co-development arrangements are accounted for under SFAS No. 86, “Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed” and are normally expensed as incurred as they are considered to be research and development costs that do not qualify for capitalization or deferral.

Revenue from subscription or term license agreements, which include software and rights to unspecified future products or maintenance, is recognized ratably over the term of the subscription period. Revenue from subscription or term license agreements, which include software, but exclude rights to unspecified future products and maintenance, is recognized upon delivery of the software if all conditions of recognizing revenue have been met including that the related agreement is non-cancelable, non-refundable and provided on an unsupported basis.

For transactions involving extended payment terms, the Company deems these fees not to be fixed or determinable for revenue recognition purposes and revenue is deferred until the fees become due and payable.

For arrangements with multiple elements accounted for under SOP 97-2 where the Company determines it can account for the elements separately and the fees are not fixed or determinable due to extended payment terms, revenue is recognized in the following manner. If the undelivered element is PCS, or other services, an amount equal to the estimated value of the services to be rendered prior to the next payment becoming due is allocated to the undelivered services. The residual of the payment is allocated to the delivered elements of the arrangement.

CHORDIANT SOFTWARE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

For arrangements with multiple elements accounted for under SOP 81-1 where the Company determines it can account for the elements separately and the fees are not fixed or determinable due to extended payment terms, revenue is recognized in the following manner. Amounts are first allocated to the undelivered elements included in the arrangement, as payments become due or are received, the residual is allocated to the delivered elements.

Revenue for PCS is recognized ratably over the support period which ranges from one to five years.

Training and consulting services revenue is recognized as such services are performed on an hourly or daily basis for time and material contracts. For consulting services arrangements with a fixed fee, revenue is recognized on a percentage-of-completion basis.

For all sales, either a signed license agreement or a binding purchase order with an underlying master license agreement is used as evidence of an arrangement. Sales through third party systems integrators are evidenced by a master agreement governing the relationship together with binding purchase orders or order forms on a transaction-by-transaction basis. Revenues from reseller arrangements are recognized on the “sell-through” method, when the reseller reports to the Company the sale of software products to end-users. The Company’s agreements with customers and resellers do not contain product return rights.

Collectibility is assessed based on a number of factors, including past transaction history with the customer and the credit-worthiness of the customer. Collateral is generally not requested from customers. If it is determined that the collection of a fee is not probable, the revenue is recognized at the time the collection becomes probable, which is generally upon the receipt of cash.

Restricted Cash

At June 30, 2008 and September 30, 2007, restricted cash included interest-bearing certificates of deposit. These restricted cash balances serve as collateral for letters of credit securing certain lease obligations. These restricted cash balances are classified in Prepaid Expenses and Other Current Assets and in Other Assets in the Condensed Consolidated Balance Sheets. See Note 3 for restricted cash balances at each balance sheet date.

Marketable securities

The Company’s marketable securities have been classified as available-for-sale. In accordance with Statement of Financial Accounting Standards (“SFAS”) No. 115, “Accounting for Certain Investments in Debt and Equity Securities,” available-for-sale securities are carried at fair value with unrealized gains and losses included as a separate component of stockholder’s equity, net of any tax effect. Realized gains and losses and declines in value determined by management to be other than temporary on these investments are included in interest income and expense when held. The Company periodically evaluates these investments for other-than-temporary impairment. For the purposes of computing realized gains and losses, cost is identified on a specific identification basis. As of June 30, 2008 and September 30, 2007, there was zero and $12.2 million marketable securities held by the Company, respectively.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash, cash equivalents, restricted cash, and accounts receivable. To date, the Company has invested excess funds in money market accounts, commercial paper, corporate bonds, and certificates-of-deposit. As of the date of the filing of this Form 10-Q, the Company held no marketable securities.

The Company's accounts receivable are derived from sales to customers located in North America, Europe, and elsewhere in the world. The Company performs ongoing credit evaluations of customers' financial condition and, generally, requires no collateral from customers. The Company maintains an allowance for doubtful accounts when deemed necessary. The Company estimates its allowance for doubtful accounts by analyzing accounts receivable for specific risk accounts as well as providing for a general allowance amount based on historical bad debt and billing dispute percentages. The estimate considers historical bad debts, customer concentrations, customer credit-worthiness and current economic trends. To date, bad debts have not been material and have been within management expectations.

Some of our current or prospective customers, especially those in the banking and insurance industries are in businesses that have or could have exposure, directly or indirectly, to the residential mortgage sector or homebuilder sector which has recently been facing financial difficulties. Customers that have accounted for significant revenues in the past may not generate revenues in any future period, causing our failure to obtain new significant customers or additional orders from existing customers to materially affect our operating result. The following table summarizes the revenues from customers and resellers that accounted for 10% or more of total revenues:

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CHORDIANT SOFTWARE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2008	2007	2008	2007
Citicorp Credit Services, Inc.	20%	44%	22%	21%
Wellpoint, Inc.	*	*	10%	*
International Business Machines ("IBM")	*	*	*	20%
Turkiye Is Bankasi, A.S.	*	10%	*	*
Vodafone Group Services Limited	18%	*	10%	*

* Represents less than 10% of total revenues.

As previously announced, the Company agreed to license certain of its software to IBM's customers.

At June 30, 2008, Citicorp Credit Services, Inc., IBM and Vodafone Group Services Limited accounted for 30%, 16% and 14%, of our accounts receivable, respectively. At September 30, 2007, Wellpoint, Inc., IBM and Citicorp Credit Services, Inc. accounted for approximately 28%, 17% and 15% of our accounts receivable, respectively.

Research and Development

Software development costs are expensed as incurred until technological feasibility of the underlying software product is achieved. After technological feasibility is established, software development costs are capitalized until general availability of the product. Capitalized costs are then amortized at the greater of a straight line basis over the estimated product life, or the ratio of current revenue to total projected product revenue.

During fiscal year 2008, technological feasibility to port existing products to new platforms was established through the completion of detailed program designs. Costs aggregating $0.4 million associated with these products have been capitalized and included in Other Assets as of June 30, 2008. As porting of these products are completed, the capitalized costs are being amortized using the straight-line method over the estimated economic life of the product which is 36 months. For the three and nine months ended June 30, 2008, amortization expense, included in cost of revenue for licenses related to these products was less than $0.1 million for both periods. As of June 30, 2008, the unamortized expense was $0.3 million.

During the quarter ended September 30, 2006, technological feasibility to port an existing product to a new platform was established through the completion of a detailed program design. Costs aggregating $0.5 million associated with this product have been capitalized and included in Other Assets as of September 30, 2007. This product was completed and became available for general release in July 2007, accordingly, the capitalized costs are being amortized using the straight-line method over the estimated economic life of the product which is 36 months. For the three and nine months ended June 30, 2008, amortization expense, included in cost of revenue for licenses related to this product was less than $0.1 million and $0.1 million, respectively. As of June 30, 2008, the unamortized expense was $0.4 million.

During the quarter ended September 30, 2004, technological feasibility for an acquired banking product was established through the completion of a detailed program design. Costs aggregating $2.7 million associated with this product have been capitalized and included in Other Assets as of September 30, 2005. During the quarter ended September 30, 2005, the product became available for general release and, accordingly, the costs capitalized commenced to be amortized. The capitalized costs are being amortized using the straight-line method over the estimated economic life of the product which is 36 months. For the three and nine months ended June 30, 2008 and 2007, amortization expense, included in cost of revenue for licenses related to this product was $0.2 million and $0.7 million, respectively. As of June 30, 2008, the unamortized expense was $0.1 million.

Income Taxes

Income taxes are accounted for using an asset and liability approach, which requires the recognition of taxes payable or refundable for the current period and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in our financial statements or tax returns. The measurement of current and deferred tax liabilities and assets is based on provisions of the enacted tax law; the effects of future changes in tax laws or rates are not anticipated. The measurement of deferred tax assets is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realized.

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CHORDIANT SOFTWARE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Effective October 1, 2007, the Company adopted Financial Accounting Standards Interpretation, No. 48 "Accounting for Uncertainty in Income Taxes — an interpretation of Financial Accounting Standards Board or FASB Statement No. 109" or FIN 48. FIN 48 prescribes a recognition threshold and measurement guidance for the financial statement reporting of uncertain tax positions taken or expected to be taken in a company's income tax return. The application of FIN 48 is discussed in Note 11 to the Condensed Consolidated Financial Statements.

Net Income (Loss) Per Share

The Company computes net income (loss) per share in accordance with Statement of Financial Accounting Standard, or SFAS, No. 128, "Earnings per Share", or SFAS 128. Under the provisions of SFAS 128, basic net income (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common and potentially dilutive shares outstanding during the period. Potentially dilutive shares, which consist of incremental shares issuable upon the exercise of stock options and unvested restricted stock (using the treasury stock method), are included in the calculation of diluted net income per share, in periods in which net income is reported, to the extent such shares are dilutive. In accordance with SFAS No. 123 (revised 2004), "Shared-Based Payment," or SFAS 123(R), unvested performance based restricted stock units are not included in the computation of earnings per share as they are considered contingently issuable shares. The calculation of diluted net loss per share excludes potential common shares as their effect is anti-dilutive for the nine months ended June 30, 2008.

The following table sets forth the computation of basic and diluted net income (loss) per share for the periods indicated (in thousands, except for per share data):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2008	2007	2008	2007
Net income (loss) available to common stockholders	$ 759	$ 6,453	$ (195)	$ 678
Denominator:				
Weighted average common stock outstanding	30,333	32,787	32,288	32,464
Common stock subject to repurchase	(71)	(44)	(71)	(256)
Denominator for basic calculation	30,262	32,743	32,217	32,208
Effect of dilutive potential common shares	141	1,641	—*	1,223
Effect of dilutive common stock subject to repurchase	71	—	—*	—
Denominator for diluted calculation	30,474	34,384	32,217	33,431
Net income (loss) per share – basic	$ 0.03	$ 0.20	$ (0.01)	$ 0.02
Net income (loss) per share – diluted	$ 0.02	$ 0.19	$ (0.01)	$ 0.02

(*) – Dilutive potential common shares are excluded from the calculation of diluted net loss per share.

The following table sets forth the potential total common shares that are excluded from the calculation of diluted net loss per share as their effect is anti-dilutive as of the date indicated (in thousands)

	June 30, 2008
Employee stock options	3,943
Restricted stock awards (or RSAs)	71
	4,014

CHORDIANT SOFTWARE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Recent Accounting Pronouncements

In May 2008, the FASB issued SFAS No. 163, "Accounting for Financial Guarantee Insurance Contracts-an interpretation of FASB statement No. 60". SFAS 163 requires recognition of an insurance claim liability prior to an event of default when there is evidence that credit deterioration has occurred in an insured financial obligation. This Statement is effective for financial statements issued for fiscal years beginning after December 15, 2008, and all interim periods within those fiscal years, except for some disclosures about the insurance enterprise's risk-management activities. The Company has evaluated the new standard and has determined that it will not have a significant impact on the determination or reporting of our financial results.

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles." SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (the GAAP hierarchy). SFAS 162 will become effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles." The Company has evaluated the new standard and has determined that it will not have a significant impact on the determination or reporting of our financial results.

In April 2008, the FASB finalized FASB Staff Position (FSP) No. 142-3, "Determination of the Useful Life of Intangible Assets." The position amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FASB SFAS No. 142, "Goodwill and Other Intangible Assets." The position applies to intangible assets that are acquired individually or with a group of other assets and both intangible assets acquired in business combinations and asset acquisitions. FSP142-3 is effective for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. The Company is currently evaluating the effects of implementing this new standard.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities — an amendment of FASB Statement No. 133" or SFAS 161. SFAS 161 requires enhanced disclosures about how and why an entity uses derivative instruments, how derivative instruments and related hedge items are accounted for under Statement 133 and its related interpretations, and how derivative instruments and related hedged items affected an entity's financial position, financial performance, and cash flows. SFAS No. 161 is effective for fiscal years beginning after November 15, 2008, with early application encouraged. The Company has evaluated the new standard and has determined that it will not have a significant impact on the determination or reporting of our financial results.

In February 2008, the FASB issued FSP No. FAS 157-1 and FSP No. FAS 157-2. FSP No. 157-1 amends SFAS No. 157, "Fair Value Measurements," to exclude SFAS No. 13, "Accounting for Leases," and other accounting pronouncements that address fair value measurements for purposes of lease classification or measurement under Statement 13. FSP No. 157-2 delays the effective date of SFAS No. 157 for nonfinancial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis. The Company has evaluated the new FSPs and has determined that they will not have a significant impact on the determination or reporting of our financial results.

In December 2007, the SEC issued Staff Accounting Bulletin, or SAB No. 110, "Share-Based Payment". SAB 110 allows for the continued use of the "simplified method" allowed under SAB 107 in developing an estimate of expected term “plain vanilla” share options in accordance with SFAS 123(R). The guidance is applicable after December 31, 2007. The Company has evaluated the new standard and has determined that it will not have a significant impact on the determination or reporting of our financial results.

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In December 2007, the FASB issued SFAS No.141(R), “Business Combinations”, or SFAS 141(R). SFAS 141(R) replaces SFAS No. 141. SFAS 141(R) establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non controlling interest in the acquiree and the goodwill acquired. The Statement also establishes disclosure requirements which will enable users to evaluate the nature and financial effects of the business combination. SFAS 141(R) is effective for fiscal years beginning after December 15, 2008. The Company has evaluated the new standard and has determined that it will not have a significant impact on the determination or reporting of our prior financial results.

In December 2007, the FASB issued SFAS No. 160, “Noncontrolling Interests in Consolidated Financial Statements — an amendment of Accounting Research Bulletin No. 51”, or SFAS 160. SFAS 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent’s ownership interest and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. The Statement also establishes reporting requirements that provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008. The Company has evaluated the new standard and has determined that it will not have a significant impact on the determination or reporting of our financial results.

In November 2007, the SEC issued SAB No. 109, “Written Loan Commitments Recorded at Fair Value Through Earnings”. SAB 109 provides guidance on written loan commitments that the expected net future cash flows related to the associated servicing of the loan should be included in the measurement of all written loan commitments that are accounted for at fair value through earnings. The guidance is applicable for fiscal years beginning after December 15, 2007. The Company has evaluated the new standard and has determined that it will not have a significant impact on the determination or reporting of our financial results.

NOTE 3—BALANCE SHEET COMPONENTS

Accounts Receivable, Net

Accounts receivable, net consists of the following (in thousands):

	June 30, 2008	September 30, 2007
Accounts receivable, net:		
Accounts receivable	$ 21,592	$ 27,546
Less: allowance for doubtful accounts	(246)	(165)
	$ 21,346	$ 27,381

Prepaid Expenses and Other Current Assets

Prepaid expense and other current assets consist of the following (in thousands):

	June 30, 2008	September 30,

				2007
Prepaid expense and other current assets:				
Prepaid commissions and royalties	$	3,191	$	3,104
Restricted cash		44		46
Other prepaid expenses and current assets		3,552		2,202
	$	6,787	$	5,352

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Property and Equipment, Net

Property and equipment, net consists of the following (in thousands):

	June 30, 2008	September 30, 2007
Property and equipment, net:		
Computer hardware (useful lives of 3 years)	$ 4,747	$ 4,167
Purchased internal-use software (useful lives of 3 years)	3,085	2,685
Furniture and equipment (useful lives of 3 to 7 years)	759	739
Leasehold improvements (shorter of 7 years or the term of the lease)	2,869	2,883
	11,460	10,474
Accumulated depreciation and amortization	(8,119)	(6,836)
	$ 3,341	$ 3,638

Intangible Assets, Net

Intangible assets, net consist of the following (in thousands):

	June 30, 2008			September 30, 2007		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets:						
Developed technologies	$ 6,904	$ (5,541)	$ 1,363	$ 6,904	$ (4,869)	$ 2,035
Customer list and trade-names	2,731	(2,277)	454	2,731	(2,041)	690
	$ 9,635	$ (7,818)	$ 1,817	$ 9,635	$ (6,910)	$ 2,725

All of the Company’s acquired intangible assets are subject to amortization and are carried at cost less accumulated amortization. Amortization is computed on a straight line basis over the estimated useful lives which are as follows: Developed technologies—one and one half to five years; trade-names—three to five years; customer list—three to five years. Aggregate amortization expense for intangible assets totaled $0.3 million and $0.9 million for each of the three and nine month periods ended June 30, 2008 and 2007, respectively. The Company expects amortization expense on acquired intangible assets to be $0.3 million for the remainder of fiscal year 2008, $1.2 million in fiscal year 2009, and $0.3 million in fiscal year 2010.

Other Assets

Other assets consist of the following (in thousands):

June 30,

		2008		September 30, 2007
Other assets:				
Long-term accounts receivable	$	—	$	984
Long-term restricted cash		230		265
Other assets		2,074		2,280
	$	2,304	$	3,529

The long-term accounts receivable balance at September 30, 2007 represented a receivable from a single customer related to a sale transaction that occurred during the quarter ended December 31, 2006. This amount represents the third and final payment which is due in the quarter ending December 2008. All revenue associated with this receivable has been deferred and will not be recognized until the payment becomes due. As of June 30, 2008, this receivable has been recorded as a current accounts receivable.

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Accrued Expenses

Accrued expenses consist of the following (in thousands):

	June 30, 2008	September 30, 2007
Accrued expenses:		
Accrued payroll, payroll taxes and related expenses	$ 6,355	$ 6,781
Accrued restructuring expenses, current portion (Note 5)	553	3,044
Accrued third party consulting fees	1,299	1,264
Accrued income, sales and other taxes	2,094	1,143
Other accrued liabilities	1,082	1,572
	$ 11,383	$ 13,804

Deferred Revenue

Deferred revenue consists of the following (in thousands):

	June 30, 2008	September 30, 2007
Deferred revenue:		
License	$ 16,214	$ 27,409
Support and maintenance	33,334	39,292
Other	2,300	1,281
	51,848	67,982
Less: current portion	(36,850)	(44,548)
Long-term deferred revenue	$ 14,998	$ 23,434

NOTE 4—MARKETABLE SECURITIES

The Company held the following marketable securities (in thousands):

	September 30, 2007			
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
Marketable securities:				
Commercial paper	$ 3,008	$ —	$ (1)	$ 3,007
Corporate bonds	9,153	3	(4)	9,152
Total	$ 12,161	$ 3	$ (5)	$ 12,159

The Company held no marketable securities as of June 30, 2008. As of September 30, 2007, all marketable securities had maturity dates less than one year. For the three months ended June 30, 2008, less than $0.1 million of losses were realized on the sale of marketable securities. For the nine months ended June 30, 2008, less than $0.1 million of gains were realized on the sale of marketable securities. For the three and nine months ended June 30, 2007, no gains or losses were realized on the sale of marketable securities.

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NOTE 5—RESTRUCTURING

Restructuring Costs

Through June 30, 2008, the Company approved certain restructuring plans to, among other things, reduce its workforce and consolidate facilities. Restructuring and asset impairment expenses have been recorded to align the Company's cost structure with changing market conditions and to create a more efficient organization. The Company's restructuring expenses have been comprised primarily of: (i) severance and termination benefit costs related to reductions in our workforce; and (ii) lease termination costs and costs associated with permanently vacating certain facilities. The Company accounted for each of these costs in accordance with SFAS No. 146 or SFAS 146, "Accounting for Costs Associated with Exit or Disposal Activities" or previous guidance under Emerging Issues Task Force 94-3 or EITF 94-3.

Retroactive application of SFAS 146 to periods prior to January 1, 2003, was prohibited; accordingly, the accrual relating to facilities vacated prior to the effective date of SFAS 146 continues to be accounted for in accordance with the guidance of EITF 94-3. Accruals for facilities that were restructured prior to 2003 do not reflect any adjustments relating to the estimated net present value of cash flows associated with the facilities.

For each of the periods presented herein, restructuring expenses consist solely of:

- Severance and Termination Benefits—These costs represent severance and payroll taxes related to restructuring plans.

- Excess Facilities—These costs represent future minimum lease payments related to excess and abandoned office space under leases, the disposal of property and equipment including facility leasehold improvements, net of estimated sublease income.

As of June 30, 2008, the total restructuring accrual consisted of the following (in thousands):

	Current	Non-Current	Total
Severance and termination	$ 135	$ —	$ 135
Excess facilities	418	630	1,048
Total	$ 553	$ 630	$ 1,183

As of June 30, 2008 and September 30, 2007, $0.6 million and $3.0 million, respectively, of the restructuring reserve are included in the Accrued Expenses line item on the Condensed Consolidated Balance Sheets. The allocation between current portion and long term portion is based on the current lease agreements.

The Company expects the remaining severance and termination benefit accrual will be substantially paid by September 30, 2008.

The Company expects to pay the excess facilities amounts related to the restructured or vacated leased office space as follows (in thousands):

Fiscal Year Ended September 30,

		Total Net Future Minimum Lease Payments
2008 (remaining three months)	$	107
2009		412
2010		404
2011		125
Total	$	1,048

Included in the future minimum lease payments schedule above is an offset of $0.7 million of contractually committed sublease rental income.

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Fiscal Year 2007 Restructuring

In October 2006, the Company initiated a restructuring plan intended to align its resources and cost structure with expected future revenues. The restructuring plan included a balancing of service resources worldwide, elimination of duplicative functions internationally, and a shift in the U.S. field organization toward a focus on domain–based sales and pre-sales teams. As a result of the restructuring plan, management undertook a reduction of 33 positions or approximately 10% of the Company’s workforce and consolidation of the European headquarters in the United Kingdom and the closure of the France office or 2007 Restructuring.

As part of the fiscal year 2007 Restructuring, the Company initially incurred a one-time restructuring expense of $6.5 million for severance and termination benefits, and excess facilities expensed to Restructuring Expense in the Condensed Consolidated Statements of Operations. The Company accrued lease costs pertaining to the consolidation of excess facilities relating to lease terminations and non-cancelable lease costs in France and the United Kingdom. During the three months ended March 31, 2007, the Company incurred an additional charge of $0.1 million for employee severance costs associated with the closure of the France office. In March 2007, the Company negotiated an early termination of the France office lease associated with its closure resulting in a $0.2 million reduction in the restructure facility liability. This reduction was recorded as an offset to restructuring expense in the period. The Company was able to terminate the France facility lease during the year ended September 30, 2007. In the quarter ended December 31, 2007, the Company negotiated an early termination option for the United Kingdom lease which terminated the lease in January 2008. All termination payments have now been made.

The following table summarizes the activity related to the 2007 Restructuring (in thousands):

		Excess Facilities
Reserve balance as of September 30, 2007	$	2,526
Charge/adjustment		(36)
Non-cash		(62)
Cash paid		(2,428)
Reserve balance as of June 30, 2008	$	—

Fiscal Year 2005 Restructuring

In May 2005, the Company appointed a task force to improve profitability and control expenses. The goal of the task force was to create a better alignment of functions within the Company, to make full utilization of the Company’s India development center, to develop a closer relationship between the Company’s field operations and customers, to review the sales and implementation models, as well adjust the organization model to flatten management levels, to review the Company’s product line, and to enhance the Company’s business model for profitability and operating leverage. This work resulted in an approximate 10% reduction in the Company’s workforce, or 2005 Restructuring, and in July 2005 affected employees were notified. As part of the 2005 Restructuring, the Company incurred a one-time restructuring charge of $1.1 million in the fourth quarter ended September 30, 2005 for severance and termination benefits.

During the quarter ended March 31, 2007, the Company incurred an additional charge of less than $0.1 million for additional severance expense for an employee located in France.

The following table summarizes the activity related to the 2005 Restructuring (in thousands):

	Severance and Termination Benefits
Reserve balance as of September 30, 2007	$ 100
Charge/adjustment	38
Non-cash	(3)
Cash paid	—
Reserve balance as of June 30, 2008	$ 135

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Prior Restructurings

During fiscal year 2002, based upon the Company's continued evaluation of economic conditions in the information technology industry and our expectations regarding revenue levels, the Company restructured several areas so as to reduce expenses and improve revenue per employee, or 2002 Restructuring. As part of the 2002 Restructuring, the Company recorded a total workforce reduction expense relating to severance and termination benefits of approximately $2.0 million and $3.8 million for years ended December 31, 2003 and 2002, respectively. In addition to these costs, the Company accrued lease costs related to excess facilities of $0.2 million and $2.8 million during the years ended December 31, 2003 and 2002, respectively, pertaining to the consolidation of excess facilities relating to lease terminations and non-cancelable lease costs. This expense was net of estimated sublease income based on current comparable rates for leases in the respective markets.

During the year ended September 30, 2007, the Company entered into a new sublease for the last remaining facility lease associated with the 2002 Restructuring. As a result of this sublease rental income being lower than previously estimated as part of the restructure facility reserve, the Company recorded an additional $0.3 million of restructuring expense during the year ended September 30, 2007. The sublease term is through the entire remaining term of the Company's lease obligation for the facility.

The following table summarizes the activity related to the 2002 Restructuring (in thousands):

		Excess Facilities
Reserve balance as of September 30, 2007	$	1,360
Non-cash		—
Cash paid		(312)
Reserve balance as of June 30, 2008	$	1,048

NOTE 6—COMPREHENSIVE INCOME

The components of comprehensive income are as follows (in thousands):

	Three Months Ended June 30,				Nine Months Ended June 30,			
		2008		2007		2008		2007
Net income (loss)	$	759	$	6,453	$	(195)	$	678
Other comprehensive income :								
Foreign currency translation gain (loss)		(44)		(109)		668		422
Net change in unrealized gain (loss) from investments		5		(2)		2		(2)
Comprehensive income	$	720	$	6,342	$	475	$	1,098

NOTE 7—RELATED PARTY TRANSACTIONS

In August 2005, the Company entered into a service provider agreement with Infogain Corporation ("Infogain"). Samuel T. Spadafora, one of our former directors and executive officers, is a director of Infogain. Mr. Spadafora terminated his relationship with the Company in November 2006. Pursuant to the service provider agreement, the following are transactions between Infogain and Chordiant while Mr. Spadafora was an employee of the Company for the respective period (in thousands):

Revenue		Cost of Revenues		Payments	
For the three months ended June 30, 2007	For nine months ended June 30, 2007	For the three months ended June 30, 2007	For the nine months ended June 30, 2007	For the three months ended June 30, 2007	For the nine months ended June 30, 2007
$ —	$ 81	$ —	$ 177	$ —	$ 117

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Charles E. Hoffman, a director of the Company, is the former President and Chief Executive Officer of Covad Communications Group, Inc. ("Covad"), a customer of ours. Pursuant to software license and services agreements, the following are transactions for Covad (in thousands):

Revenue				Accounts Receivable		Deferred Revenue	
For the three months ended June 30, 2008	For the nine months ended June 30, 2008	For the three months ended June 30, 2007	For the nine months ended June 30, 2007	At June 30, 2008	At September 30, 2007	At June 30, 2008	At September 30, 2007
$ —	$ 116	$ 64	$ 187	$ —	$ —	$ —	$ 116

NOTE 8—BORROWINGS

Revolving line of credit

The Company's revolving line of credit with Comerica Bank expires on June 7, 2010. The terms of the agreement include a $5.0 million line of credit, available on a non-formula basis, and requires the Company to maintain (i) at least a $5.0 million cash balance in Comerica Bank accounts, (ii) a minimum quick ratio of 2 to 1, (iii) a liquidity ratio of at least 1 to 1 at all times, and (iv) subordinate any debt issuances subsequent to the effective date of the agreement, and certain other covenants. All assets of the Company have been pledged as collateral on the credit facility.

The revolving line of credit contains a provision for a sub-limit of up to $5.0 million for issuances of standby commercial letters of credit. As of June 30, 2008, the Company had utilized $0.2 million of the standby commercial letters of credit limit which serves as collateral for computer equipment leases for Ness (see Note 9). The revolving line of credit also contains a provision for a sub-limit of up to $3.0 million for issuances of foreign exchange forward contracts. As of June 30, 2008, the Company had not entered into any foreign exchange forward contracts. Pursuant to the amendment in March 2006, the Company is required to secure the standby commercial letters of credit and foreign exchange forward contracts through June 7, 2010. If these have not been secured to Comerica Bank's satisfaction, the Company's cash and cash equivalent balances held by Comerica Bank automatically secure such obligations to the extent of the then continuing or outstanding and undrawn letters of credit or foreign exchange contracts.

Borrowings under the revolving line of credit bear interest at the lending bank's prime rate. Except for the standby commercial letters of credit, as of June 30, 2008, there were no outstanding balances on the revolving line of credit.

NOTE 9—COMMITMENTS AND CONTINGENCIES

Lease Commitments

The Company leases its facilities and certain equipment under non-cancelable operating leases that expire on various dates through 2013. Rent expense is recognized on a straight line basis over the lease term.

Future minimum lease payments as of June 30, 2008 are as follows (in thousands):

	Operating	Operating	Net

		Leases		Sublease Income		Operating Leases
Fiscal year ended September 30:						
2008 (remaining three months)	$	802	$	(69)	$	733
2009		3,250		(283)		2,967
2010		3,290		(293)		2,997
2011		2,721		(86)		2,635
2012		1,881		—		1,881
Thereafter		1,921		—		1,921
Total minimum payments	$	13,865	$	(731)	$	13,134

Operating lease obligations in the table above include approximately $1.8 million for our Boston, Massachusetts facility operating lease commitment that is included in Restructuring Expense. As of June 30, 2008, the Company has $0.7 million in sublease income contractually committed for future periods relating to this facility. See Note 5 for further discussion.

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The office lease for our Cupertino headquarters was scheduled to expire on December 31, 2008. In July 2008, the Company renewed the lease for a five year period with an option to renew for an additional five years. The table above includes our lease commitment for our Cupertino headquarters.

Asset Retirement Obligations

As required by SFAS No.143 "Accounting for Asset Retirement Obligations", or SFAS 143, and Interpretation No. 47, "Accounting for Conditional Asset Retirement Obligations, an interpretation of FASB Statement No. 143", or FIN 47, the Company recorded an Asset Retirement Obligation (ARO) of approximately $0.3 million and a corresponding increase in leasehold improvements in the fiscal year 2007. SFAS 143 and FIN 47 requires the recognition of a liability for the fair value of a legally required conditional asset retirement obligation when incurred, if the liability's fair value can be reasonability estimated. The fair value of the liability is added to the carrying amount of the associated asset and this additional carrying amount is amortized over the life of the asset.

The Company's asset retirement obligations are associated with commitments to return property subject to operating leases to original condition upon lease termination. As of June 30, 2008, the Company estimated that gross expected cash flows of approximately $0.4 million will be required to fulfill these obligations.

Asset retirement obligation payments as of June 30, 2008 are included in Other Long-term Liabilities in the Condensed Consolidated Balance Sheets and are estimated as follows (in thousands):

	Payments
Fiscal year ended September 30:	
2008 (remaining three months)	$ —
2009	—
2010	—
2011	159
2012	206
Total	$ 365

Other Obligations

The Company entered into an agreement with Ness Technologies Inc., Ness USA, Inc. (formerly Ness Global Services, Inc.) and Ness Technologies India, Ltd. (collectively, "Ness"), effective December 15, 2003, pursuant to which Ness provides the Company's customers with technical product support through a worldwide help desk facility, a sustaining engineering function that serves as the interface between technical product support and internal engineering organization, product testing services and product development services (collectively, the "Services"). The agreement had an initial term of three years and was extended for two additional one year terms. Under the terms of the agreement, the Company pays for services rendered on a monthly fee basis, including the requirement to reimburse Ness for approved out-of-pocket expenses. The agreement may be terminated for convenience by the Company, subject to the payment of a termination fee. In 2004, 2005, 2006 and 2007 the Company further expanded its agreement with Ness whereby Ness is providing certain additional technical and consulting services. The additional agreements can be cancelled at the option of the Company without the payment of a termination fee. The remaining minimum purchase commitment under these agreements, if Chordiant was to cancel the contracts, was approximately $0.7 million at June 30, 2008. In addition to service agreements, the Company has also guaranteed certain equipment lease obligations of Ness (see Note 8). Ness may procure equipment to be used in performance of the Services, either through leasing arrangements or direct cash purchases, for which the Company is obligated under the agreement to reimburse them. In connection with the procurement of equipment, Ness has entered into a 36 month equipment lease agreement with IBM India and, in connection with the lease agreement the Company has an outstanding standby letter of credit in the amount of $0.2 million in guarantee of Ness' financial commitments under the lease. Over the term of the lease, the Company's obligation to reimburse Ness is approximately equal to the amount of the guarantee.

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Indemnification

As permitted under Delaware law, the Company has agreements whereby the Company has indemnified our officers, directors and certain employees for certain events or occurrences while the employee, officer or director is, or was serving, at the Company's request in such capacity. The term of the indemnification period is for the officer's or director's lifetime. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company has a Director and Officer insurance policy that limits the Company's exposure and may enable the Company to recover a portion of any future amounts paid. Future payments may be required to defend current and former directors in the derivative class action lawsuit described in Note 10. As a result of insurance policy coverage, the Company believes the estimated fair value of these indemnification agreements is minimal. Accordingly, the Company has no liabilities recorded for these agreements as of June 30, 2008.

The Company enters into standard indemnification agreements in our ordinary course of business. Pursuant to these agreements, the Company agrees to indemnify, defend, hold harmless, and to reimburse the indemnified party for losses suffered or incurred by the indemnified party, generally the Company's business partners or customers, in connection with any patent, copyright or other intellectual property infringement claim by any third party with respect to the Company's products. The term of these indemnification agreements is generally perpetual after execution of the agreement. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited. The Company has not incurred significant costs to defend lawsuits or settle claims related to these indemnification agreements. The Company believes the estimated fair value of these agreements is minimal. Accordingly, the Company has no liabilities recorded for these agreements as of June 30, 2008.

The Company enters into arrangements with our business partners, whereby the business partners agree to provide services as subcontractors for the Company's implementations. The Company may, at its discretion and in the ordinary course of business, subcontract the performance of any of these services. Accordingly, the Company enters into standard indemnification agreements with its customers, whereby the Company indemnifies them for other acts, such as personal property damage by its subcontractors. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company has general and umbrella insurance policies that may enable the Company to recover a portion of any amounts paid. The Company has not incurred significant costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, the Company believes the estimated fair value of these agreements is minimal. Accordingly, the Company has no liabilities recorded for these agreements as of June 30, 2008.

When, as part of an acquisition, the Company acquires all of the stock or all of the assets and liabilities of a company, the Company may assume the liability for certain events or occurrences that took place prior to the date of acquisition. The maximum potential amount of future payments, if any, the Company could be required to make for such obligations is undeterminable at this time. Accordingly, the Company has no amounts recorded for these contingent liabilities as of June 30, 2008.

The Company warrants that software products will perform in all material respects in accordance with standard published specifications and documentation in effect at the time of delivery of the licensed products to the customer for a specified period of time. Additionally, the Company warrants that maintenance and consulting services will be performed consistent with generally accepted industry standards. If necessary, the Company would provide for the estimated cost of product and service warranties based on specific warranty claims and claim history, however, the Company has not incurred significant expense under product or services warranties to date. As a result, the Company believes the estimated fair value on these warranties is minimal. Accordingly, the Company has no amounts recorded for these contingent liabilities as of June 30, 2008.

NOTE 10—LITIGATION

IPO Laddering

Beginning in July 2001, the Company and certain of its officers and directors, or Individuals, were named as defendants in a series of class action stockholder complaints filed in the United States District Court for the Southern District of New York, now consolidated under the caption, “In re Chordiant Software, Inc. Initial Public Offering Securities Litigation, Case No. 01-CV-6222”. In the amended complaint, filed in April 2002, the plaintiffs allege that the Company, the Individuals, and the underwriters of the Company’s initial public offering, or IPO, violated section 11 of the Securities Act of 1933 and section 10(b) of the Exchange Act of 1934 based on allegations that the Company’s registration statement and prospectus failed to disclose material facts regarding the compensation to be received by, and the stock allocation practices of, the Company’s IPO underwriters. The complaint also contains claims against the Individuals for control person liability under Securities Act section 15 and Exchange Act section 20. The plaintiffs seek unspecified monetary damages and other relief. Similar complaints were filed in the same court against hundreds of other public companies, or Issuers, that conducted IPO’s of their common stock in the late 1990’s or in the year 2000 (collectively, the “IPO Lawsuits”).

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In August 2001, all of the IPO Lawsuits were consolidated for pretrial purposes before United States Judge Shira Scheindlin of the Southern District of New York. In July 2002, the Company joined in a global motion to dismiss the IPO Lawsuits filed by all of the Issuers (among others). In October 2002, the Court entered an order dismissing the Individuals from the IPO Lawsuits without prejudice, pursuant to an agreement tolling the statute of limitations with respect to the Individuals. In February 2003, the court issued a decision denying the motion to dismiss against Chordiant and many of the other Issuers.

In June 2003, Issuers and plaintiffs reached a tentative settlement agreement that would, among other things, result in the dismissal with prejudice of all claims against the Issuers and Individuals in the IPO Lawsuits, and the assignment to plaintiffs of certain potential claims that the Issuers may have against the underwriters. The tentative settlement also provides that, in the event that plaintiffs ultimately recover less than a guaranteed sum of $1 billion from the IPO underwriters, plaintiffs would be entitled to payment by each participating Issuer's insurer of a pro rata share of any shortfall in the plaintiffs' guaranteed recovery. In September 2003, in connection with the possible settlement, those Individuals who had entered tolling agreements with plaintiffs (described above) agreed to extend those agreements so that they would not expire prior to any settlement being finalized. In June 2004, Chordiant and almost all of the other Issuers entered into a formal settlement agreement with the plaintiffs. On February 15, 2005, the Court issued a decision certifying a class action for settlement purposes, and granting preliminary approval of the settlement subject to modification of certain bar orders contemplated by the settlement. On August 31, 2005, the Court reaffirmed class certification and preliminary approval of the modified settlement in a comprehensive Order, and directed that Notice of the settlement be published and mailed to class members beginning November 15, 2005. On February 24, 2006, the Court dismissed litigation filed against certain underwriters in connection with the claims to be assigned to the plaintiffs under the settlement. On April 24, 2006, the Court held a Final Fairness Hearing to determine whether to grant final approval of the settlement. On December 5, 2006, the Second Circuit Court of Appeals vacated the lower Court's earlier decision certifying as class actions the six IPO Lawsuits designated as "focus cases." Thereafter, the District Court ordered a stay of all proceedings in all of the IPO Cases pending the outcome of plaintiffs' petition to the Second Circuit for rehearing en banc. On April 6, 2007, the Second Circuit denied plaintiffs' rehearing petition, but clarified that the plaintiffs may seek to certify a more limited class in the district court. Accordingly, the settlement will not be finally approved. Plaintiffs filed amended complaints in six "focus cases" on or about August 14, 2007. The Company is not a focus case. In September 2007, the Company's named officers and directors again extended the tolling agreement with plaintiffs. On or about September 27, 2007, plaintiffs moved to certify the classes alleged in the focus cases and to appoint class representatives and class counsel in those cases. The focus case issuers filed motions to dismiss the claims against them on or about November 9, 2007 and an opposition to plaintiffs' motion for class certification on December 21, 2007. On March 16, 2008, the court denied the motions to dismiss in the focus cases. The focus case defendants have until August 31, 2008 to answer the amended complaints. This action may divert the efforts and attention of our management and, if determined adversely to us, could have a material impact on our business, results of operations, financial condition or cash flows.

Derivative Class Action

On August 1, 2006, a stockholder derivative complaint was filed in the United States District Court for the Northern District of California by Jesse Brown under the caption Brown v. Kelly, et al. Case No. C06-04671 JW (N.D. Cal.). On September 13, 2006, a second stockholder derivative complaint was filed in the United States District Court for the Northern District of California by Louis Suba under the caption Suba v. Kelly et al., Case No. C06-05603 JW (N.D. Cal.). Both complaints were brought purportedly on behalf of the Company against certain current and former officers and directors. On November 27, 2006, the court entered an order consolidating these actions and requiring the plaintiffs to file a consolidated complaint. The consolidated complaint was filed on January 11, 2007. The consolidated complaint alleges, among other things, that the named officers and directors: (a) breached their fiduciary duties as they colluded with each other to backdate stock options, (b) violated section 10(b), 14(a) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder through their alleged actions, and (c) were unjustly enriched by their receipt and retention of such stock options. On May 21, 2007, the Company filed a motion to dismiss the entire action on the grounds that the plaintiffs failed to take the steps necessary to bring a derivative action. Instead of opposing the motion to dismiss on November 14, 2007, the plaintiffs filed an Amended Complaint adding new allegations against five more current and former officer and directors. The substantive allegations in the Amended Complaint are similar to those in the previous complaint. On May 29, 2008, the parties signed a Memorandum of Understanding regarding the compromise and settlement of the action. On June 30, 2008, the parties signed a Stipulation of Compromise and Settlement (“the Settlement”). The Settlement is subject to court approval. On July 2, 2008, plaintiffs filed the Settlement and a motion for preliminary approval with the Court. On July 7, 2008, the Court preliminarily approved the Settlement and set a final approval hearing for October 20, 2008. The Company’s cash contribution toward the Settlement is not material to the financial statements

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Patent Claim

In September 2006, the Company received a letter from Acacia Technologies Group, a patent holding company, suggesting that the Company may be infringing on two patents, designated by United States Patent Numbers 5,537,590 and 5,701,400, which are held by one of their patent licensing and enforcement subsidiaries. The Company is currently reviewing the validity of these patents and whether the Company's products may infringe upon them. The Company has not formed a view of whether the Company may have liability for infringement of these patents. Any related claims, whether or not they have merit, could be costly and time-consuming to defend, divert management's attention or cause product delays. If any of the Company's products were found to infringe such patents, the patent holder could seek an injunction to enjoin use of the infringing product and we could be found liable for monetary damages. If the Company was required to settle such a claim, it could have a material impact on our business, results of operations, financial condition or cash flows.

Yue vs. Chordiant Software, Inc.

On January 2, 2008, the Company and certain of our officers and one other employee were named in a complaint filed in the United States District Court for the Northern District of California by Dongxiao Yue under the caption Dongxiao Yue v. Chordiant Software, Inc. et al. Case No. CV 08-0019 BZ (N.D. Cal.). The complaint alleges that the Company's Marketing Director software product infringed copyrights in certain software referred to as the "PowerRPC software," copyrights which had been owned by Netbula LLC and assigned to Mr. Yue, the sole employee and owner of Netbula. The alleged infringement includes (a) distributing more copies of the PowerRPC software than had originally been authorized in a run time license Netbula granted to Chordiant Software, Intl., (b) infringement of a software developer kit ("SDK") by making copies of the SDK in excess of those that had been licensed by Netbula, (c) making unauthorized derivative works of the SDK, (d) unauthorized distribution of PowerRPC for products operating on the Windows Vista platform, (e) unauthorized distribution of PowerRPC for server based products. Plaintiff also claims that the license Netbula granted to Chordiant Software, Int'l Ltd. should not be construed to authorize uses by its parent company, Chordiant Software, Inc. The plaintiff seeks monetary damages, disgorgement of profits, and injunctive relief according to proof. On February 5, 2008, the Company and its officers and employees have filed a motion to dismiss the complaint for failure to state a claim upon which relief could be granted, and as to lack of personal jurisdiction as to one employee. On July 23, 2008 the Court issued an order that (1) denied Plaintiff's motion to disqualify counsel; (2) granted Oliver Wilson's motion to dismiss for lack of personal jurisdiction, with prejudice, and (3) granted the Company's motion to dismiss, ruling that Plaintiff's company, Netbula LLC, is the real party in interest and must appear through counsel. The Court ruled that Netbula LLC may file an amended complaint within 45 days, and that Plaintiff may also join as an individual Plaintiff at that time.

The Company, from time to time, is also subject to various other claims and legal actions arising in the ordinary course of business. The ultimate disposition of these various other claims and legal actions is not expected to have a material effect on our business, financial condition, results of operations or cash flows. However, litigation is subject to inherent uncertainties.

NOTE 11—INCOME TAXES

Effective October 1, 2007, the Company adopted FIN No. 48 "Accounting for Uncertainty in Income Taxes — an interpretation of FASB Statement No. 109". FIN 48 prescribes a recognition threshold and measurement guidance for the financial statement reporting of uncertain tax positions taken or expected to be taken in a company's income tax return. FIN 48 also provides guidance related to recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition matters related to uncertain tax positions. FIN 48 utilizes a two-step approach for evaluating uncertain tax positions accounted for in accordance with SFAS 109. Step one, recognition, requires a company to determine if the weight of available evidence indicates that a tax position is more likely than not to be sustained upon audit, including the resolution of related appeals or litigation processes, if any. Step two, measurement, is based on the largest amount of benefit, which is more likely than not to be realized on ultimate settlement. The cumulative effect of adopting FIN 48, if any, is recorded as an adjustment to the opening balance of retained earnings as of the adoption date.

The net income tax liabilities recognized under FIN 48 did not materially differ from the net assets recognized before adoption, and, therefore, the Company did not record an adjustment to retained earnings related to the adoption of FIN 48. At the adoption date of October 1, 2007, the Company had $0.8 million of unrecognized tax benefits related to tax positions taken in prior periods, $0.2 million of which would affect our effective tax rate if recognized. From October 1, 2007 through June 30, 2008, unrecognized tax benefits increased by less than $0.1 million due to additional accrued interest and penalties. As of June 30, 2008, we had gross unrecognized tax benefits of $0.9 million.

The Company recognized accrued interest and penalties related to unrecognized tax benefits in the Provision for Income Taxes. The Company had less than $0.1 million accrued for interest and penalties as of June 30, 2008.

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The Company files income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. With few exceptions, all U.S. federal, state and United Kingdom tax years between 1995 and 2007 remain open to examination due to net operating loss carryforwards and credit carryforwards. Tax years 2002 and later remain open to examination in the Netherlands, tax years 2003 and later remain open to examination in Canada and years 2004 and later remain open to examination in Germany.

An audit of the 2005 tax year is currently in process in the Netherlands. The Company does not expect resolution of this audit to have a material impact on our financial statements and the Company does not expect a significant increase or decrease in unrecognized tax benefits over the next 12 months.

The Company provides a valuation allowance for deferred tax assets when it is more likely than not that the net deferred tax assets will not be realized. Based on a number of factors, including the lack of a history of profits prior to 2007 and the fact that the market in which we compete is intensely competitive and characterized by rapidly changing technology, the Company believes that there is sufficient uncertainty regarding the realization of deferred tax assets such that a full valuation allowance has been provided. At June 30, 2008, the Company had approximately $127.3 million and $18.4 million of net operating loss carryforwards for federal and state purposes, respectively, and net operating loss carryforwards of approximately $34.5 million in the United Kingdom. As a result of an IRC Section 382 study completed during fiscal 2008, it was determined that $19.6 million of net operating loss carryforwards resulting from the acquisition of Prime Response will expire unutilized. The $127.3 million in total federal net operating loss carryforwards is presented net of these Section 382 limitations. Upon being realized, the remaining $13.8 million of the Prime Response federal net operating loss carryforwards would reduce goodwill and intangibles recorded at the date of acquisition before reducing the tax provision. Approximately $3.5 million of additional net operating loss carryforwards are related to stock option deductions which, if utilized, would be accounted for as an addition to equity rather than as a reduction of the provision for income taxes. The net operating loss carryforwards are available to offset future federal and state taxable income and expire in years from 2008 through 2026. At June 30, 2008, there are approximately $3.4 million of federal research and development credits and alternative minimum tax credits that expire in years 2011 through 2027. At June 30, 2008, there were also California state credits of approximately $3.4 million that do not expire.

NOTE 12—EMPLOYEE BENEFIT PLANS

2005 Equity Incentive Plan

As of June 30, 2008, there were approximately 2.6 million shares available for future grant and approximately 3.4 million options that were outstanding under the 2005 Equity Incentive Plan or 2005 Plan.

In the quarter ended December 31, 2007, the Company granted 0.2 million performance-based Restricted Stock Units or RSUs to selected executives of the Company pursuant to the 2005 Plan. The performance-based RSUs cliff vest at the end of a two year requisite service period, constituting the Company’s fiscal years 2008 and 2009, upon achievement of specified performance criteria established by the Compensation Committee of our Board of Directors. The award agreements for RSUs generally provide that vesting will be accelerated in certain events related to changes in control of the Company. Total compensation cost for these awards is based on the fair market value of the shares at the date of grant. The portion of the total compensation cost related to the performance-based awards is subject to adjustment each quarter based on management’s assessment of the likelihood of achieving the two year performance criteria.

2000 Nonstatutory Equity Incentive Plan

As of June 30, 2008, there were approximately 0.4 million options outstanding under the 2000 Nonstatutory Equity Incentive Plan.

1999 Non-Employee Directors' Option Plan

As of June 30, 2008, there were approximately 0.2 million shares of common stock available for future grant and 0.2 million options that were outstanding under the 1999 Non-Employee Directors' Option Plan or Directors' Plan.

On February 1, 2008, the Company's Board members were granted 71,088 RSAs for their annual service award under the Directors' Plan. The RSAs cliff vest at the earlier of the date of the first anniversary of the most recent Annual Meeting or on the date of the next Annual meeting.

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Stock Option Activity

The following table summarizes stock option, RSA, and RSU activity under our stock option plans (in thousands, except per share data):

		Options Outstanding			
	Shares Available for Grant	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value Closing Price at 6/30/2008 of $5.00
Balance at September 30, 2007	3,058	3,178	$ 7.96		
Authorized	700	—	—		
Options granted	(1,112)	1,112	9.04		
Restricted stock awards granted	(71)	—	—		
Restricted stock units granted *	(73)				
Options exercised	—	(105)	5.99		
Cancellation of unvested restricted stock	—	—	—		
Options and awards cancelled/forfeited	242	(242)	9.59		
Authorized reduction in shares from existing plans	(11)	—	—		
Balance at June 30, 2008	2,733	3,943	$ 8.22	7.5	$ 629
Vested and expected to vest at June 30, 2008		3,110	$ 8.08	7.2	$ 620
Exercisable at June 30, 2008		1,976	$ 7.68	6.2	$ 606

* The number of RSUs granted is an estimate based upon management's assessment of the likelihood of achieving the two year performance criteria.

The following table summarizes information about stock options outstanding and exercisable at June 30, 2008 (in thousands, except exercise prices and contractual life data):

	Options Outstanding				Options Exercisable		
Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Aggregate Intrinsic Value Closing Price at 6/30/2008 of $5.00	Number Exercisable	Weighted Average Exercise Price	Aggregate Intrinsic Value Closing Price at 6/30/08 of $5.00
$0.35 – 4.90	458	5.50	$ 3.63	$ 629	380	$ 3.40	$ 606
4.95 – 7.25	439	5.42	6.15	—	317	6.27	—

7.30 – 7.88	302	7.20	7.50	—	176	7.51	—
7.98 – 8.15	437	7.43	7.98	—	261	7.98	—
8.25 – 8.25	772	8.46	8.25	—	292	8.25	—
8.28 – 9.13	197	7.67	8.51	—	98	8.55	—
9.25 – 9.25	779	9.35	9.25	—	121	9.25	—
9.26 – 12.62	287	6.64	10.48	—	222	10.74	—
13.04 – 45.00	272	7.54	14.78	—	109	15.99	—
$0.35 – 45.00	3,943	7.50	$ 8.22	$ 629	1,976	$ 7.68	$ 606

The aggregate intrinsic value in the preceding table represents the total intrinsic value, based on the Company's closing stock price of $5.00 as of June 30, 2008, which would have been received by the option holders had all option holders exercised their options as of that date. The total intrinsic value of options exercised during the three and nine months ended June 30, 2008 was less than $0.1 million and $0.7 million, respectively, and $0.9 million and $5.2 million for the three and nine months ended June 30, 2007, respectively. As of June 30, 2008, total unrecognized compensation costs related to non-vested stock options was $5.7 million, which is expected to be recognized as expense over a weighted-average period of approximately 2.6 years. As of June 30, 2007, total unrecognized compensation costs related to non-vested stock options was $5.5 million, which was expected to be recognized as expense over a weighted-average period of approximately 1.5 years.

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On February 1, 2008, the Company's Board members were granted 71,088 RSAs for their annual service award under the Directors' Plan. The Company had 0.1 million unvested RSAs as of June 30, 2008, which were excluded from the preceding table. The total fair value of the unvested RSAs at grant date was $0.6 million. The aggregate intrinsic value of the unvested RSAs at June 30, 2008 was $0.4 million. During the three and nine months ended June 30, 2008, zero shares vested related to the RSAs. The weighted average fair value at grant date of the unvested RSAs was $8.44 per share as of June 30, 2008. As of June 30, 2008, total unrecognized compensation costs related to unvested RSAs was $0.4 million which is expected to be recognized as expense over a weighted average period of approximately 0.6 year.

The Company had zero unvested RSAs as of June 30, 2007. Approximately 0.1 million and 0.3 million shares of restricted stock vested during the three and nine months ended June 30, 2007, respectively. There were no shares of restricted stock awarded during the three and nine months ended June 30, 2007.

As of June 30, 2008, the total fair value and number of vested RSUs was zero. Based upon management's assessment of the likelihood of achieving the two year performance criteria, the Company has estimated that less than 0.1 million out of a maximum of 0.2 million of unvested RSUs with an average fair value of $15.38 per unit will be awarded at the end of the measurement period. During the nine months ended June 30, 2008, $0.4 million of stock compensation expense related to the performance-based RSUs has been recognized. The total unrecognized compensation costs related to unvested RSUs was $0.7 million which is expected to be recognized as expense over a weighted average period of approximately 15 months. If the maximum target of RSUs outstanding were assumed to be earned, total unrecognized compensation costs would be approximately $2.9 million which would be expected to be recognized as expense over a weighted average period of approximately 15 months.

The Company settles stock option exercises, RSAs and RSUs with newly issued common shares.

Valuation and Expense Information under SFAS 123(R)

On October 1, 2005, the Company adopted SFAS 123(R), which requires the measurement and recognition of compensation expense for all share-based payment awards made to the Company's employees and directors including employee stock options, RSAs, RSUs and employee stock purchases related to the Employee Stock Purchase Plan based on estimated fair values. The following table summarizes stock-based compensation expense related to employee stock options, RSA and RSUs for the three and nine months ended June 30, 2008 and 2007, respectively, which was allocated as follows (in thousands):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2008	2007	2008	2007
Stock-based compensation expense:				
Cost of revenues, service	$ 148	$ 63	$ 411	$ 224
Sales and marketing	240	(1)	711	565
Research and development	183	134	527	396
General and administrative	787	169	1,867	1,049
Total stock-based compensation expense	$ 1,358	$ 365	$ 3,516	$ 2,234

The weighted-average estimated fair value of stock options granted during the three months ended June 30, 2008 and 2007 was $2.16 and $5.96 per share, respectively, and for the nine months ended June 30, 2008 and 2007 was $4.12 and $4.29, respectively, using the Black-Scholes model with the following weighted-average assumptions:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2008	2007	2008	2007
Expected lives in years	3.4	3.3	3.5	3.5
Risk free interest rates	2.6%	4.7%	3.2%	4.7%
Volatility	55%	59%	59%	63%
Dividend yield	0%	0%	0%	0%

The fair value of each option award is estimated on the date of grant using the Black-Scholes option valuation model with the weighted-average assumptions for volatility, expected term, and risk free interest rate. With the adoption of SFAS 123(R) on October 1, 2005, the Company used the trinomial lattice valuation technique to determine the assumptions used in the Black-Scholes model. The trinomial lattice valuation technique was used to provide a better estimate of fair values and meet the fair value objectives of SFAS 123(R). The expected term of options granted is derived from historical data on employee exercises and post-vesting employment termination behavior. The risk-free rate is based on the U.S. Treasury rates in effect during the corresponding period of grant. The expected volatility rate is based on the historical volatility of our stock price.

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As stock-based compensation expense recognized in the Condensed Consolidated Statements of Operations for the three and nine months ended June 30, 2008 and 2007 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Our estimated forfeiture rate for the three and nine months ended June 30, 2008 and 2007 was based on our historical forfeiture experience.

On May 1, 2008, Chordiant implemented a reduction of approximately 10% of its workforce. As part of the reduction in workforce, an executive left the Company which resulted in the modification of his stock options as the right to exercise the stock options was extended by the Board of Directors. The net charge to stock compensation expense for the modification was less than $0.1 million.

Accuracy of Fair Value Estimates

The Company uses third-party analyses to assist in developing the assumptions based on a trinomial lattice valuation technique used in the Black-Scholes model. The Company is responsible for determining the assumptions used in estimating the fair value of share-based payment awards.

Our determination of fair value of share-based payment awards on the date of grant using an option-pricing model is affected by the Company's stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to the Company's expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. Because the Company's employee stock options have certain characteristics that are significantly different from traded options, and because changes in the subjective assumptions can materially affect the estimated value, in management's opinion, the existing valuation models may not provide an accurate measure of the fair value of the Company's employee stock options and RSAs. Although the fair value of employee stock options and RSAs is determined in accordance with SFAS 123(R) and SAB 107 using an option-pricing model, that value may not be indicative of the fair value observed in a willing buyer/willing seller market transaction.

NOTE 13—SEGMENT INFORMATION

Our chief operating decision maker reviews financial information presented on a consolidated basis, accompanied by desegregated information about revenues by geographic regions for purposes of making operating decisions and assessing financial performance. Accordingly, the Company has concluded that the Company has one reportable segment.

The following table summarizes license revenue by product emphasis (in thousands):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2008	2007	2008	2007
License Revenue:				
Enterprise solutions	$ 5,550	$ 10,442	$ 15,635	$ 26,607
Marketing solutions	2,991	2,119	4,284	4,375
Decision management solutions	2,419	1,533	4,655	9,155
Total	$ 10,960	$ 14,094	$ 24,574	$ 40,137

The following table summarizes service revenue consisting of consulting implementation and integration, consulting customization, training, PCS and certain reimbursable out-of-pocket expenses by product emphasis (in thousands):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2008	2007	2008	2007
Service Revenue:				
Enterprise solutions	$ 13,446	$ 16,109	$ 42,095	$ 38,455
Marketing solutions	3,199	3,953	9,387	9,462
Decision management solutions	3,111	2,605	8,510	4,411
Total	$ 19,756	$ 22,667	$ 59,992	$ 52,328

Foreign revenues are based on the country in which the customer order is generated. The following is a summary of total revenues by geographic area (in thousands):

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	Three Months Ended June 30, 2008	Three Months Ended June 30, 2007	Nine Months Ended June 30, 2008	Nine Months Ended June 30, 2007
North America	$ 15,073	$ 23,101	$ 45,335	$ 45,796
Europe	15,643	13,660	39,231	46,669
Total	$ 30,716	$ 36,761	$ 84,566	$ 92,465

Included in foreign revenue results for Europe is revenue from the United Kingdom of $6.2 million and $18.2 million for the three and nine months ended June 30, 2008 and $6.3 and $22.1 million for the three and nine months ended June 30, 2007, respectively.

Net property and equipment information is based on the physical location of the assets. The following is a summary of net property and equipment by geographic area (in thousands):

	June 30, 2008	September 30, 2007
North America	$ 2,259	$ 2,346
Europe	1,082	1,292
Total	$ 3,341	$ 3,638

NOTE 14—STOCK REPURCHASE

On February 28, 2008, the Company's Board of Directors authorized a program to repurchase up to $25 million of the Company's common stock over a one year period, or 2008 Repurchase Plan, which started on March 4, 2008. In conjunction with the 2008 Repurchase Plan, the Company entered into a written trading plan with a broker under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, to effect the repurchases. On April 30, 2008, the Company terminated the 2008 Repurchase Plan after repurchasing a total of 3.4 million shares of common stock for $18.6 million at an average price of $5.55 per share. Repurchased shares were immediately retired and will resume the status of authorized but unissued shares.

NOTE 15—SUBSEQUENT EVENT

Shareholder Rights Plan

On July 7, 2008, the Board of Directors declared a dividend of one preferred share purchase right (a "Right") for each outstanding share of common stock, par value $0.001 per share (the "Common Shares"), of the Company. The dividend is effective as of July 21, 2008 (the "Record Date") with respect to the stockholders of record on that date. The Rights will also attach to new Common Shares issued after the Record Date. Each Right entitles the registered holder to purchase from the Company one one-hundredth of a share of Series A Junior Participating Preferred Stock, par value $0.001 per share (the "Preferred Shares"), of the Company at a price of $20.00 per one one-hundredth of a Preferred Share (the "Purchase Price"), subject to adjustment. Each Preferred Share is designed to be the economic equivalent of one hundred (100) Common Shares.

The Rights are exercisable only if a person or group acquires beneficial ownership of, or makes a tender for, 20 percent or more of our outstanding common stock.

If any person becomes the beneficial owner of 20 percent or more of our outstanding common stock, each Right not owned by such person or certain related parties will entitle its holder to purchase at the Right's then current exercise price shares of our common stock having a market value equal to twice the then current exercise price

Our Board of Directors will be entitled to redeem the Rights at $0.001 per Right at any time prior to a person or group acquiring 20 percent or more of our common stock. Otherwise, the Rights will expire on July 21, 2011.

In conjunction with the Right's Plan 500,000 shares of Preferred Stock, $0.001 par value per share, have been designated as Series A Junior Participating Preferred Stock. Preferred Shares purchasable upon exercise of the Rights will not be redeemable. Each Preferred Share will be entitled to a minimum preferential quarterly dividend payment of one dollar ($l.00) per share but will be entitled to an aggregate dividend of one hundred times (100x) the dividend declared per Common Share. In the event of liquidation, the holders of the Preferred Shares will be entitled to a minimum preferential liquidation payment of one hundred dollars ($100) per share but will be entitled to an aggregate payment of one hundred (100x) times the payment made per Common Share. Each Preferred Share will have one hundred (100) votes, voting together with the Common Shares. Finally, in the event of any merger, consolidation or other transaction in which Common Shares are exchanged, each Preferred Share will be entitled to receive one hundred times (100x) the amount received per Common Share.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This discussion and analysis should be read in conjunction with our Condensed Consolidated Financial Statements and accompanying Notes included in this report and the 2007 Audited Financial Statements and Notes thereto included in our Annual Report on Form 10-K for the year ended September 30, 2007 filed with the SEC. Operating results are not necessarily indicative of results that may occur in future periods.

The following discussion and analysis contains forward-looking statements. These statements are based on our current expectations, assumptions, estimates and projections about our business and our industry, and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's results, levels of activity, performance or achievement to be materially different from any future results, levels of activity, performance or achievements expressed or implied in or contemplated by the forward-looking statements. Words such as "believe," "anticipate," "expect," "intend," "plan," "will," "may," "should," "estimate," "predict," "guidance," "potential," "continue" or such terms or other similar expressions, identify forward-looking statements. Our actual results and the timing of events may differ significantly from those discussed in the forward-looking statements as a result of various factors, including but not limited to, those discussed under the subheading "Risk Factors" and those discussed elsewhere in this report, in our other SEC filings and under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2007 Form 10-K. Chordiant undertakes no obligation to update any forward-looking statement to reflect events after the date of this report.

Overview

As an enterprise software vendor, we generate substantially all of our revenues from the banking, insurance, healthcare, telecommunications, and retail industries. Our customers typically fund purchases of our software and services out of their lines of business and information technology budgets. As a result, our revenues are heavily influenced by our customers' long-term business outlook and willingness to invest in new enterprise information systems and business applications.

For the three months ended June 30, 2008, total revenues decreased 16% and backlog increased 2% as compared to the same period of the prior year. For the three months ended June 30, 2008, backlog decreased $4.0 million or 4% compared to the balance at March 31, 2008. This decrease in backlog is primarily related to a reduction of deferred license revenue balances at the end of the quarter.

Software Industry Consolidation and Possible Increased Competition

The enterprise software industry continues to undergo consolidation in sectors of the software industry in which we operate. In 2007 and 2008 IBM acquired Cognos, DataMirror and Watchfire Corporation; Oracle completed its acquisitions of Hyperion, Moniforce and BEA Systems; Sun Microsystems acquired MySQL and SAP acquired BusinessObjects, YASU Technologies and Pilot Software. While we do not believe that Cognos, DataMirror, Watchfire Corporation, Hyperion, Moniforce, BEA Systems, MySQL, BusinessObjects, YASU Technologies, or Pilot Software have been significant competitors of Chordiant in the past, the acquisition of these companies by IBM, Oracle, Sun Microsystems and SAP may indicate that we will face increased competition from larger and more established entities in the future.

Financial Trends

Backlog. Our revenues have primarily been derived from large customer transactions. For some of these transactions, the associated professional services provided to the customer can span over a period greater than one year. If the services delivery period is over multiple quarters, it will cause the associated backlog to be recognized as revenue over a similar period of time. As of June 30, 2008 and 2007, we had approximately $89.6 million and $87.6 million in backlog, respectively, which we define as contractual commitments by our customers through purchase orders or contracts. Backlog at June 30, 2008 includes approximately $21.3 million relating to a large telecommunications customer commitment. For the period ended June 30, 2008 as compared to the previous period ended March 31, 2008, aggregate deferred revenue balances decreased $3.3 million due to decreases of $1.9 million in long-term deferred revenue and $1.4 million in short-term deferred revenue. Backlog is comprised of:

- software license orders for which the delivered products have not been accepted by customers or have not otherwise met all of the required criteria for revenue recognition. This component includes billed amounts classified as deferred revenue;

- deferred revenue from customer support contracts; and,

- consulting service orders representing the unbilled remaining balances of consulting contracts not yet completed or delivered, plus deferred consulting revenue where we have not otherwise met all of the required criteria for revenue recognition.

Backlog is not necessarily indicative of revenues to be recognized in a specified future period. There are many factors that would impact Chordiant's conversion of backlog as recognizable revenue, such as Chordiant's progress in completing projects for its customers, Chordiant's customers' meeting anticipated schedules for customer-dependent deliverables and customers increasing the scope or duration of a contract causing license revenue to be deferred for a longer period of time.

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Chordiant provides no assurances that any portion of its backlog will be recognized as revenue during any fiscal year or at all, or that its backlog will be recognized as revenues in any given period. In addition, it is possible that customers from whom we expect to derive revenue from backlog will default and as a result we may not be able to recognize expected revenue from backlog.

Implementation by Third Parties. Over time as our products mature and system integrators become more familiar with our products, our involvement with implementations has diminished on some projects. If this trend continues, certain agreements with customers may transition from a contract accounting model (SOP 81-1) to a more traditional revenue model whereby revenues are recorded upon delivery (SOP 97-2).

Service Revenue. Service revenue as a percentage of total revenues were 64% and 62% for the three months ended June 30, 2008 and 2007, respectively, and 71% and 57% for the nine months ended June 30, 2008 and 2007, respectively. While the composition of revenue will continue to fluctuate on a quarterly basis, we expect that service revenue will represent between 50% and 60% of our total revenues in the near future.

Revenues from International Customers versus North America Revenues. For all periods presented, revenues were principally derived from customer accounts in North America and Europe. For the three months ended June 30, 2008 and 2007, international revenues were $15.6 million and $13.7 million, or approximately 51% and 37% of our total revenues, respectively. For the nine months ended June 30, 2008 and 2007, international revenues were $39.2 million and $46.7 million, or approximately 46% and 50% of our total revenues, respectively. The decrease in international revenue for the nine months ended June 30, 2008 was primarily due to a decrease in license revenue. International revenues were favorably impacted for the nine months ended June 30, 2008, as compared to the nine months ended June 30, 2007, as both the British Pound and the Euro increased in average value by approximately 2% and 14%, respectively, as compared to the U.S. Dollar.

For the three months ended June 30, 2008 and 2007, North America revenues were $15.1 million and $23.1 million, or approximately 49% and 63% of our total revenues, respectively. For the nine months ended June 30, 2008 and 2007, North America revenues were $45.3 million and $45.8 million, or approximately 54% and 50% of total revenues, respectively. We believe international revenues will represent a larger portion of our total revenues as we expand into emerging markets.

Gross Margins. Management focuses on license and service gross margin in evaluating our financial condition and operating performance. Gross margins on license revenues were 97% for both the three months ended June 30, 2008 and 2007, respectively, and 96% for both the nine months ended June 30, 2008 and 2007. We expect license gross margin on current products to range from 95% to 97% in the foreseeable future. The margin will fluctuate with the mix of products sold. Historically, the enterprise solution products have higher associated third party royalty expense than the marketing solution products and decision management products.

Gross margins on service revenue were 56% and 59% for the three months ended June 30, 2008 and 2007, respectively and 57% for both the nine months ended June 30, 2008 and 2007, respectively. We expect that gross margins on service revenue to range between 55% and 60% in the foreseeable future. The margin will fluctuate primarily due to the mix of consulting revenue versus support revenue.

Costs Related to Stock Option Investigation. For the nine months ended June 30, 2007, significant professional service costs are included in general and administrative expense associated with the Company's stock option investigation which began in July 2006 and was completed during the quarter ended March 2007. This issue is more fully described in the Note 2 of the Consolidated Financial Statements in our 2006 Form 10-K. For the nine months ended June 30, 2007, these costs were $1.8 million. We have not incurred any additional costs since the quarter ended March 31, 2007 and do not expect to incur such costs in the future periods.

Cost to Amend Eligible Options. In July 2006, our Board of Directors, or the Board, initiated a review of our historical stock option grant practices and appointed the Audit Committee to oversee the investigation. The Audit Committee determined that the correct measurement dates for a number of stock option grants made by us during the period 2000 to 2006, or Review Period, differed from the measurement dates previously used to account for such option grants. The Audit Committee identified errors related to the determination of the measurement dates for grants of options where the price of our common stock on the selected grant date was lower than the price on the actual grant date which would permit recipients to exercise these options at a lower exercise price. As such, these affected stock options are deemed, for accounting purposes, to have been granted at a discount. Based on the determination made for accounting purposes, the discounted options (for accounting purposes) may now be deemed to have been granted at a discount for tax purposes, which may expose the holders of these impacted stock option grants to potentially adverse tax treatment under Section 409A of the Internal Revenue Code and state law equivalents. As more fully described on Form SC TO-I filed with the SEC on March 29, 2007, Chordiant offered certain optionees the opportunity to increase the exercise price of the discounted options to limit the potential adverse personal tax consequences that may apply to those stock options under Section 409A of the Internal Revenue Code and state law equivalents. On April 26, 2007, eligible optionees finalized their elections under the offer and were awarded a future cash payment equal to the price differential of the Amended Options. These payments were treated as bonus payments. These cash payments were approximately $0.3 million and were paid out in January 2008.

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Reduction in Workforce. On May 1, 2008, Chordiant implemented a reduction of approximately 10% of its workforce. The Company reduced its headcount across all functions of the organization. Chordiant plans to reallocate resources in support of growth opportunities in emerging markets as well as adding headcount in revenue generating areas such as sales and alliances. Chordiant incurred approximately $0.5 million in expenses in the third fiscal quarter in connection with this reduction of force. As these costs did not meet the criteria of SFAS 146 to qualify as restructuring expenses, the expenses were charged as operating expenses to the respective functional areas.

In October 2006, we initiated a restructuring plan intended to align our resources and cost structure with expected future revenues. The restructuring plan included a balancing of services resources worldwide, an elimination of duplicative functions internationally, and a shift in the U.S. field organization toward a focus on domain-based sales and pre-sales teams.

The restructuring plan included an immediate reduction in positions of slightly more than ten percent of our workforce, the consolidation of our European facilities, and the closure of our France office. A majority of the positions eliminated were in Europe. The plan was committed to on October 24, 2006, and we began notifying employees on October 25, 2006.

We initially recorded a pre-tax cash restructuring expense of $6.5 million as calculated using the net present value of the related costs as required by SFAS 146. The expense was composed of costs for severance and exiting excess facilities. During the three months ended March 31, 2007, we incurred an additional charge of $0.1 million for employee severance costs associated with the closure of our France office. Also during the three months ended June 30, 2007, we negotiated an early termination of the France office lease associated with its closure, resulting in a $0.2 million reduction in the excess facility liability. This reduction was recorded as an offset to restructuring expense in the period. In quarter ended December 31, 2007, we negotiated a break clause in the lease allowing for an early termination of the United Kingdom facility which released us from any future rent liabilities subsequent to January 2008. All termination payments have now been made.

In July 2005, we undertook an approximate 10% reduction in our workforce. In connection with this action, we incurred a one-time cash expense of approximately $1.1 million in the fourth quarter ended September 30, 2005 for severance benefits. During the three months ended March 31, 2007, the Company incurred an additional charge of less than $0.1 million for additional severance expense for an employee located in France.

During fiscal year 2002, we restructured several areas of the Company to reduce expenses and improve revenues. As part of this restructuring, we closed an office facility in Boston, Massachusetts and recorded an expense associated with the long-term lease which expires in January 2011. During the three months ended March 31, 2007, we completed a new sublease with a sub-lessee for the remaining term of our lease at a rate lower than that which was forecasted when the original restructuring expense was recorded in 2002. This change in estimate resulted in a $0.3 million restructuring expense for the year ended September 30, 2007.

Past Results may not be Indicative of Future Performance. We believe that period-to-period comparisons of our operating results should not be relied upon as indicative of future performance. Our prospects must be considered given the risks, expenses and difficulties frequently encountered by companies in early stages of development, particularly companies in rapidly evolving businesses. There can be no assurance we will be successful in addressing these risks and difficulties. Moreover, we may not achieve or maintain profitability in the future.

Critical Accounting Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our Condensed Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities.

On an on-going basis, we evaluate the estimates, including those related to our allowance for doubtful accounts, valuation of stock-based compensation, valuation of goodwill and intangible assets, valuation of deferred tax assets, restructuring expenses, contingencies, vendor specific objective evidence, or VSOE, of fair value in multiple element arrangements and the estimates associated with the percentage-of-completion method of accounting for certain of our revenue contracts. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recognition of revenue and expenses that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting judgments and estimates are used in the preparation of our Condensed Consolidated Financial Statements:

- Revenue recognition, including estimating the total estimated time required to complete sales arrangements involving significant implementation or customization essential to the functionality of our products;

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- Estimating valuation allowances and accrued liabilities, specifically the allowance for doubtful accounts, and assessment of the probability of the outcome of our current litigation;
- Stock-based compensation expense;
- Accounting for income taxes;
- Valuation of long-lived and intangible assets and goodwill;
- Restructuring expenses; and
- Determining functional currencies for the purposes of consolidating our international operations.

Revenue Recognition. We derive revenues from licenses of our software and related services, which include assistance in implementation, customization and integration, PCS, training and consulting. The amount and timing of our revenue is difficult to predict and any shortfall in revenue or delay in recognizing revenue could cause our operating results to vary significantly from quarter to quarter and could result in operating losses. The accounting rules related to revenue recognition are complex and are affected by interpretation of the rules and an understanding of industry practices, both of which are subject to change. Consequently, the revenue recognition accounting rules require management to make significant estimates based on judgment.

Software license revenue is recognized in accordance with the AICPA's Statement of Position No. 97-2 "Software Revenue Recognition," as amended by Statement of Position No. 98-9 "Software Revenue Recognition with Respect to Certain Arrangements", or collectively SOP 97-2.

For arrangements with multiple elements, we recognize revenue for services and PCS based upon the fair value VSOE of the respective elements. The fair value VSOE of the services element is based upon the standard hourly rates we charge for the services when such services are sold separately. The fair value VSOE for annual PCS is generally established with the contractual future renewal rates included in the contracts, when the renewal rate is substantive and consistent with the fees when support services are sold separately. When contracts contain multiple elements and fair value VSOE exists for all undelivered elements, we account for the delivered elements, principally the license portion, based upon the "residual method" as prescribed by SOP 97-2. In multiple element transactions where VSOE is not established for an undelivered element, we recognize revenue upon the establishment of VSOE for that element or when the element is delivered.

At the time we enter into a transaction, we assess whether any services included within the arrangement related to significant implementation or customization essential to the functionality of our products. For contracts for products that do not involve significant implementation or customization that is essential to the product functionality, we recognize license revenues when there is persuasive evidence of an arrangement, the fee is fixed or determinable, collection of the fee is probable and delivery has occurred as prescribed by SOP 97-2. For contracts that involve significant implementation or customization essential to the functionality of our products, we recognize the license and professional consulting services revenue using either the percentage-of-completion method or the completed contract method as prescribed by Statement of Position No. 81-1, "Accounting for Performance of Construction-Type and Certain Product-Type Contracts", or SOP 81-1.

The percentage-of-completion method is applied when we have the ability to make reasonably dependable estimates of the total effort required for completion using labor hours incurred as the measure of progress towards completion. The progress toward completion is measured based on the "go-live" date. We define the "go-live" date as the date the essential product functionality has been delivered or the application enters into a production environment or the point at which no significant additional Chordiant supplied professional service resources are required. Estimates are subject to revisions as the contract progresses to completion. We account for the changes as changes in accounting estimates when the information becomes known. Information impacting estimates obtained after the balance sheet date but before the issuance of the financial statements is used to update the estimates. Provisions for estimated contract losses, if any, are recognized in the period in which the loss becomes probable and can be reasonably estimated. When we sell additional licenses related to the original licensing agreement, revenue is recognized upon delivery if the project has reached the go-live date, or if the project has not reached the go-live date, revenue is recognized under the percentage-of-completion method. We classify revenues from these arrangements as license and service revenue based upon the estimated fair value of each element using the residual method.

The completed contract method is applied when we are unable to obtain reasonably dependable estimates of the total effort required for completion. Under the completed contract method, all revenue and related costs of revenue are deferred and recognized upon completion.

For product co-development arrangements relating to software products in development prior to the consummation of the individual arrangements where we retain the intellectual property being developed and intend to sell the resulting products to other customers, license revenue is deferred until the delivery of the final product, provided all other requirements of SOP 97-2 are met. Expenses associated with these co-development arrangements are accounted for under SFAS 86 and are normally expensed as incurred as they are considered to be research and development costs that do not qualify for capitalization or deferral.

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Revenue from subscription or term license agreements, which include software and rights to unspecified future products or maintenance, is recognized ratably over the term of the subscription period. Revenue from subscription or term license agreements, which include software, but exclude rights to unspecified future products and maintenance, is recognized upon delivery of the software if all conditions of recognizing revenue have been met including that the related agreement is non-cancelable, non-refundable and provided on an unsupported basis.

For transactions involving extended payment terms, we deem these fees not to be fixed or determinable for revenue recognition purposes and revenue is deferred until the fees become payable and due.

For arrangements with multiple elements accounted for under SOP 97-2 where we determine we can account for the elements separately and the fees are not fixed or determinable due to extended payment terms, revenue is recognized in the following manner. If the undelivered element is PCS, or other services, an amount equal to the estimated value of the services to be rendered prior to the next payment becoming due is allocated to the undelivered services. The residual of the payment is allocated to the delivered elements of the arrangement.

For arrangements with multiple elements accounted for under SOP 81-1 where we determine we can account for the elements separately and the fees are not fixed or determinable due to extended payment terms, revenue is recognized in the following manner. Amounts are first allocated to the undelivered elements included in the arrangement, as payments become due or are received, the residual is allocated to the delivered elements.

We recognize revenue for PCS ratably over the support period which ranges from one to five years.

Our training and consulting services revenues are recognized as such services are performed on an hourly or daily basis for time and material contracts. For consulting services arrangements with a fixed fee, we recognize revenue on a percentage-of-completion method.

For all sales we use either a signed license agreement or a binding purchase order where we have a master license agreement as evidence of an arrangement. Sales through our third party systems integrators are evidenced by a master agreement governing the relationship together with binding purchase orders or order forms on a transaction-by-transaction basis. Revenues from reseller arrangements are recognized on the “sell-through” method, when the reseller reports to us the sale of our software products to end-users. Our agreements with customers and resellers do not contain product return rights.

We assess collectibility based on a number of factors, including past transaction history with the customer and the credit-worthiness of the customer. We generally do not request collateral from our customers. If we determine that the collection of a fee is not probable, we recognize revenue at the time collection becomes probable, which is generally upon the receipt of cash.

Allowance for Doubtful Accounts. We must make estimates of the uncollectability of our accounts receivables. We specifically analyze accounts receivable and analyze historical bad debts, customer concentrations, customer credit-worthiness and current economic trends when evaluating the adequacy of the allowance for doubtful accounts. Generally, we require no collateral from our customers. Our gross accounts receivable balance was $21.6 million with an allowance for doubtful accounts of $0.2 million as of June 30, 2008. Our gross accounts receivable balance was $28.5 million (including long-term accounts receivable of $1.0 million) with an allowance for doubtful accounts of $0.2 million as of September 30, 2007. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances would be required. To date, bad debts have not been material and have been within management’s expectations.

Stock-based Compensation Expense. Upon adoption of SFAS 123(R) on October 1, 2005, we began estimating the value of employee stock awards on the date of grant using the Black-Scholes model. Prior to the adoption of SFAS 123(R), the value of each employee stock award was estimated on the date of grant using the Black-Scholes model for the purpose of the pro forma financial disclosure in accordance with SFAS 123. The determination of fair value of share-based payment awards on the date of grant using an option-pricing model is affected by our stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to the expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors.

With the adoption of SFAS 123(R) on October 1, 2005, we used the trinomial lattice valuation technique to determine the assumptions used in the Black-Scholes model. The trinomial lattice valuation technique was used to provide better estimates of fair values and meet the fair value objectives of SFAS 123(R). The expected term of options granted is derived from historical data on employee exercises and post-vesting employment termination behavior. The expected volatility is based on the historical volatility of our stock.

As stock-based compensation expense recognized in the Condensed Consolidated Statement of Operations is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures were estimated based on historical experience.

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If factors change and we employ different assumptions in the application of SFAS 123(R) in future periods, the compensation expense that we record under SFAS 123(R) may differ significantly from what we have recorded in the current period. The estimated value of a stock option is most sensitive to the volatility assumption. Based on the June 30, 2008 variables, it is estimated that a change of 10% in either the volatility, expected life or interest rate assumption would result in a corresponding 8%, 5% or 1% change, respectively, in the estimated value of the option being valued using the Black-Scholes model.

As stock-based compensation expense attributable to performance restricted stock units, or RSUs, is based on management's assessment of the likelihood of achieving certain criteria, the amount of expense that is recorded in a period is dependent on the accuracy of management's estimates. It is estimated that a 5% change in management's achievement estimates would result in a corresponding 44% change in the stock compensation expense recorded for the period. The RSUs granted vest at the end of fiscal year 2009 if certain specified performance criteria are achieved. It is expected that estimates will become more accurate leading up to September 30, 2009.

Accounting for Income Taxes. As part of the process of preparing our Condensed Consolidated Financial Statements we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual current tax exposure together with assessing temporary differences resulting from differing treatment of items, such as deferred revenue, for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our Condensed Consolidated Balance Sheets. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income and to the extent we believe that recovery is not likely, we must establish a valuation allowance. To the extent we establish a valuation allowance or increase this allowance in a period, we must include an expense within the tax provision in the Condensed Consolidated Statement of Operations.

We have recorded a valuation allowance equal to 100% of the deferred tax assets as of June 30, 2008, due to uncertainties related to our ability to utilize our net deferred tax assets, primarily consisting of certain net operating loss carryforwards, research and development credits and temporary differences relating to deferred revenue. Deferred tax assets have been fully reserved for in all periods presented.

Effective October 1, 2007, the Company adopted Financial Accounting Standards Interpretation, No. 48 "Accounting for Uncertainty in Income Taxes — an interpretation of FASB Statement No. 109" or FIN 48. FIN 48 prescribes a recognition threshold and measurement guidance for the financial statement reporting of uncertain tax positions taken or expected to be taken in a company's income tax return. The application of FIN 48 is discussed in Note 11 to the Condensed Consolidated Financial Statements.

Valuation of Long-lived and Intangible Assets and Goodwill. We assess the impairment of identifiable intangibles and long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Furthermore, we assess the impairment of goodwill annually. Factors we consider important which could trigger an impairment review include the following:

- Significant underperformance relative to expected historical or projected future operating results;
- Significant changes in the manner of our use of the acquired assets or the strategy for our overall business;
- Significant negative industry or economic trends;
- Significant decline in our stock price for a sustained period;

- Market capitalization declines relative to net book value; and
- A current expectation that, more likely than not, a long-lived asset will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.

When one or more of the above indicators of impairment occurs we estimate the value of long-lived assets and intangible assets to determine whether there is impairment. We measure any impairment based on the projected discounted cash flow method, which requires us to make several estimates including the estimated cash flows associated with the asset, the period over which these cash flows will be generated and a discount rate commensurate with the risk inherent in our current business model. These estimates are subjective and if we made different estimates, it could materially impact the estimated fair value of these assets and the conclusions we reached regarding impairment. To date, we have not identified any triggering events noted above. While the recent decline in our stock price and negative economic trends have lowered our market capitalization at June 30, 2008, our market capitalization is still at the levels significantly higher than our book value.

We are required to perform an impairment review of our goodwill balance on at least an annual basis. This impairment review involves a two-step process as follows:

Step 1—We compare the fair value of our reporting units to the carrying value, including goodwill, of each of those units. For each reporting unit where the carrying value, including goodwill, exceeds the unit's fair value, we proceed on to Step 2. If a unit's fair value exceeds the carrying value, no further work is performed and no impairment charge is necessary.

Step 2—We perform an allocation of the fair value of the reporting unit to our identifiable tangible and non-goodwill intangible assets and liabilities. This derives an implied fair value for the reporting unit's goodwill. We then compare the implied fair value of the reporting unit's goodwill with the carrying amount of the reporting unit's goodwill. If the carrying amount of the reporting unit's goodwill is greater than the implied fair value of its goodwill, an impairment charge would be recognized for the excess.

We determined that we have one reporting unit. We completed a goodwill impairment review for the period ending September 30, 2007 and performed Step 1 of the goodwill impairment analysis required by SFAS 142, "Goodwill and Other Intangible Assets," and concluded that goodwill was not impaired as of September 30, 2007 using the methodology described above. Accordingly, Step 2 was not performed. We will continue to test for impairment on an annual basis and on an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value of our reporting units below their carrying amount.

Restructuring Expenses. In the past five years, we have implemented cost-reduction plans as part of our continued effort to streamline our operations to reduce ongoing operating expenses. These plans resulted in restructuring expenses related to, among others, the consolidation of excess facilities. These charges relate to facilities and portions of facilities we no longer utilize and either seek to terminate early or sublease. Lease termination costs and brokerage fees for the abandoned facilities were estimated for the remaining lease obligations and were offset by estimated sublease income. Estimates related to sublease costs and income are based on assumptions regarding the period required to locate and contract with suitable sub-lessees and sublease rates which can be achieved using market trend information analyses provided by a commercial real estate brokerage retained by us. Each reporting period we review these estimates and to the extent that these assumptions change due to new agreements with landlords, new subleases with tenants, or changes in the market, the ultimate restructuring expenses for these abandoned facilities could vary by material amounts.

Determining Functional Currencies for the Purpose of Consolidation. We have several foreign subsidiaries that together account for a significant portion of our revenues, expenses, assets and liabilities.

In preparing our Condensed Consolidated Financial Statements, we are required to translate the financial statements of the foreign subsidiaries from the currency in which they keep their accounting records, generally the local currency, into United States dollars. This process results in exchange gains and losses which, under the relevant accounting guidance are either included within the Condensed Consolidated Statement of Operations or as a separate part of our net equity under the caption "Accumulated Other Comprehensive Income." Under the relevant accounting guidance, the treatment of these translation gains or losses is dependent upon our management's determination of the functional currency of each subsidiary. The functional currency is determined based on management's judgment and involves consideration of all relevant economic facts and circumstances affecting the subsidiary. Generally, the currency in which the subsidiary conducts a majority of its transactions, including billings, financing, payroll and other expenditures would be considered the functional currency but any dependency upon the parent and the nature of the subsidiary's operations must also be considered.

If any subsidiary's functional currency were deemed to be the local currency, then any gain or loss associated with the translation of that subsidiary's financial statements would be included in cumulative translation adjustments. However, if the functional currency were deemed to be the United States dollar then any gain or loss associated with the translation of these financial statements would be included within our Condensed Consolidated Statement of Operations. If we dispose of any of our subsidiaries, any cumulative translation gains or losses would be recognized in our Condensed Consolidated Statement of Operations. If we determine that there has been a change in the functional currency of a subsidiary to the United States dollar, any translation gains or losses arising after the date of change would be included within our Condensed Consolidated Statement of Operations.

Based on our assessment of the factors discussed above, we consider the relevant subsidiary's local currency to be the functional currency for each of our international subsidiaries. Accordingly, foreign currency translation gains and loses are included as part of Accumulated Other Comprehensive Income within our Condensed Consolidated Balance Sheets for all periods presented.

The magnitude of these gains or losses is dependent upon movements in the exchange rates of the foreign currencies in which we transact business against the United States dollar. These currencies include the United Kingdom Pound Sterling, the Euro and the Canadian Dollar. Any future translation gains or losses could be significantly larger or smaller than those reported in previous periods. At June 30, 2008, approximately $48.3 million of our cash and cash equivalents were held by our subsidiaries outside of the United States.

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Recent Accounting Pronouncements

See Note 2 to the Condensed Consolidated Financial Statements under section “Recent Accounting Pronouncements” for detailed information regarding status of new accounting standards that are not yet effective for us.

Results of Operations

The following table sets forth, in dollars and as a percentage of total revenues, unaudited Condensed Consolidated Statements of Operations data for the periods indicated. This information has been derived from the Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report (in thousands, except percentages):

	Three Months Ended June 30,				Nine Months Ended June 30,			
	2008		2007		2008		2007	
Statements of Operations Data:								
Revenues:								
License	$ 10,960	36%	$ 14,094	38%	$ 24,574	29%	$ 40,137	43%
Service	19,756	64	22,667	62	59,992	71	52,328	57
Total revenues	30,716	100	36,761	100	84,566	100	92,465	100
Cost of revenues:								
License	304	1	419	1	920	1	1,456	2
Service	8,711	28	9,264	25	25,722	31	22,353	24
Amortization of intangible assets	303	1	303	1	908	1	908	1
Total cost of revenues	9,318	30	9,986	27	27,550	33	24,717	27
Gross profit	21,398	70	26,775	73	57,016	67	67,748	73
Operating expenses:								
Sales and marketing	9,595	31	9,065	25	25,898	31	24,643	26
Research and development	6,704	22	7,328	20	19,811	23	20,919	23
General and administrative	4,665	15	4,584	12	13,687	16	15,490	17
Restructuring expense	—	—	—	—	—	—	6,727	7
Total operating expenses	20,964	68	20,977	57	59,396	70	67,779	73
Income (loss) from operations	434	2	5,798	16	(2,380)	(3)	(31)	—
Interest income, net	385	1	682	2	1,833	2	1,478	2
Other income, net	86	—	213	1	571	1	377	—
Income before income taxes	905	3	6,693	19	24	—	1,824	2
Provision for income taxes	146	1	240	1	219	—	1,146	1
Net income (loss)	$ 759	2%	$ 6,453	18%	$ (195)	—%	$ 678	1%

Comparison of the Three and Nine Months Ended June 30, 2008 and 2007 (Unaudited)

Revenues

Total revenues decreased $6.0 million, or 16%, to $30.7 million for the three months ended June 30, 2008 compared to $36.8 million for the three months ended June 30, 2007. This decrease was primarily due to a $3.1 million or 22% decrease in license revenue and a $2.9 million decrease or 13% in service revenue. Total revenues decreased $7.9 million, or 9%, to $84.6 million for the nine months ended June 30, 2008 compared to $92.5 million for the nine months ended June 30, 2007. This decrease was primarily due to a $15.6 million or 39% decrease in license revenue offset by an increase of $7.6 million or 15% in service revenue.

The following summarizes the components of our total revenues:

License Revenue

The increase or decrease of license revenue occurring within the three different product emphases is dependent on the timing of when a sales transaction is completed and whether a license transaction was sold with essential consulting services. License revenue sold with essential consulting services is recognized under percentage-of-completion method of accounting. The timing and amount of revenue for those transactions being recognized under the percentage-of-completion is influenced by progress of work performed relative to the project length of customer contracts and the dollar value of such contracts. These orders typically involve consulting services that are essential to functionality of the respective licenses. The following table sets forth our license revenue by product emphasis for the three and nine months ended June 30, 2008 and 2007 (in thousands, except percentages):

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	Three Months Ended June 30,				Nine Months Ended June 30,			
	2008	2007	Change	%	2008	2007	Change	%
License Revenue:								
Enterprise solutions	$ 5,550	$ 10,442	$ (4,892)	(47)%	$ 15,635	$ 26,607	$ (10,972)	(41)%
Marketing solutions	2,991	2,119	872	41	4,284	4,375	(91)	(2)
Decision management solutions	2,419	1,533	886	58	4,655	9,155	(4,500)	(49)
Total license revenue	$ 10,960	$ 14,094	$ (3,134)	(22)%	$ 24,574	$ 40,137	$ (15,563)	(39)%

Total license revenue decreased by $3.1 million or 22% and $15.6 million or 39% for the three and nine months ended June 30, 2008, respectively, as compared to the same comparable periods in the prior year. The decrease in license revenue is the result of fewer sales transactions and transactions of smaller magnitude being executed in the comparative periods. In the quarter ended June 30, 2007, we recognized service revenue that was deferred in the previous quarters. These revenues were deferred as they were related to an undelivered license element that was subsequently delivered in the June 2007 quarter.

Service Revenue

Service revenue is primarily composed of consulting implementation and integration, consulting customization, training, PCS, and certain reimbursable out-of-pocket expenses. The increase or decrease of service revenue within the three different product emphases is primarily due to the timing of when license transactions are completed, whether or not the license was sold with essential consulting services, the sophistication of the customer's application, and the expertise of the customer's internal development team. For non-essential service transactions, service revenue will lag in timing compared to the period of when the license revenue is recognized. The following table sets forth our service revenue by product emphasis for the three and nine months ended June 30, 2008 and 2007 (in thousands, except percentages):

	Three Months Ended June 30,				Nine Months Ended June 30,			
	2008	2007	Change	%	2008	2007	Change	%
Service Revenue:								
Enterprise solutions	$ 13,446	$ 16,109	$ (2,663)	(17)%	$ 42,095	$ 38,455	$ 3,640	9%
Marketing solutions	3,199	3,953	(754)	(19)	9,387	9,462	(75)	(1)
Decision management solutions	3,111	2,605	506	19	8,510	4,411	4,099	93
Total service revenue	$ 19,756	$ 22,667	$ (2,911)	(13)%	$ 59,992	$ 52,328	$ 7,664	15%

Total service revenue decreased $2.9 million or 13% from the three months ended June 30, 2007 as compared to the three months ended June 30, 2008. This change is primarily related to decreases of $3.1 million in consulting revenue and $0.1 million in reimbursement of out-of-pocket expense offset by an increase of $0.4 million in support and maintenance revenue.

Total service revenue increased $7.7 million or 15% from the nine months ended June 30, 2007 to the nine months ended June 30, 2008. This change is primarily related to increases of $5.5 million in support and maintenance revenue, $0.9 million in training revenue, $0.7 million of reimbursement of out-of-pocket expense and $0.6 million in consulting revenue.

Cost of Revenue

License

Cost of license revenue includes third-party software royalties and amortization of capitalized software development costs. Royalty expenses can vary depending upon the mix of products sold within the period. In addition, not all license products have associated royalty expense. Capitalized software development costs pertain to a banking product that was completed and available for general release in August 2005 and third party costs associated with porting of existing products to new platforms. The following table sets forth our cost of license revenues for the three and nine months ended June 30, 2008 and 2007 (in thousands, except percentages):

	Three Months Ended June 30,				Nine Months Ended June 30,			
	2008	2007	Change	%	2008	2007	Change	%
Cost of license revenue	$ 304	$ 419	$ (115)	(27)%	$ 920	$ 1,456	$ (536)	(37)%
Percentage of total revenue	1%	1%			1%	2%		

The cost of license revenue decreased by $0.1 million or 27% from the three months ended June 30, 2007 to the three months ended June 30, 2008. This change is primarily due to the reduction in royalty expense resulting from a 22% decrease in license revenue.

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The cost of license revenue decreased $0.5 million or 37% from the nine months ended June 30, 2007 to the nine months ended June 30, 2008. This change is primarily due to the reduction in royalty expense resulting from a 39% decrease in license revenue.

Service

Cost of service revenue consists primarily of personnel costs, third-party consulting costs, facility and travel costs incurred to provide consulting implementation and integration, consulting customization, training, and PCS support services. The following table sets forth our cost of service revenue for the three and nine months ended June 30, 2008 and 2007 (in thousands, except percentages):

	Three Months Ended June 30,				Nine Months Ended June 30,			
	2008	2007	Change	%	2008	2007	Change	%
Cost of service revenue	$ 8,711	$ 9,264	$ (553)	(6)%	$ 25,722	$ 22,353	$ 3,369	15%
Percentage of total revenue	28%	25%			31%	24%		

Cost of service revenue decreased by $0.5 million or 6% from the three months ended June 30, 2007 to the three months ended June 30, 2008. This change is primarily due to decreases of $0.8 million in consultant costs and $0.2 million in travel expenses offset by an increase of $0.5 in employee costs. In the quarter ended June 30, 2007, service costs were inflated due to the recognition of deferred consulting costs associated with previous quarters. These costs were deferred as they were related to an undelivered license element that was subsequently delivered in the June 2007 quarter.

Cost of service revenue increased by $3.4 million or 15% from the nine months ended June 30, 2007 to the nine months ended June 30, 2008. This change is primarily due to increases of $2.8 million in consultant costs, $0.3 million in employee costs and $0.3 million in travel expenses. These cost increases are consistent with the 15% increase in service revenue.

Amortization of Intangible Assets

Amortization of intangible assets cost consists primarily of the amortization of amounts paid for developed technologies, customer lists and trade-names resulting from business acquisitions. The following table sets forth our costs associated with amortization of intangible assets for the three and nine months ended June 30, 2008 and 2007 (in thousands, except percentages):

	Three Months Ended June 30,				Nine Months Ended June 30,			
	2008	2007	Change	%	2008	2007	Change	%
Amortization of intangible assets	$ 303	$ 303	$ —	—%	$ 908	$ 908	$ —	—%
Percentage of total revenue	1%	1%			1%	1%		

We expect amortization expense for intangible assets to be $0.3 million for the remaining quarter of fiscal year 2008, $1.2 million in fiscal year 2009 and $0.3 million in fiscal year 2010.

Operating Expenses

Sales and Marketing

Sales and marketing expense is composed primarily of costs associated with selling, promoting and advertising our products, product demonstrations and customer sales calls. These costs consist primarily of employee salaries, commissions and bonuses, benefits, facilities, travel expenses and promotional and advertising expenses. The following table sets forth our sales and marketing expenses for the three and nine months ended June 30, 2008 and 2007 (in thousands, except percentages):

	Three Months Ended June 30,				Nine Months Ended June 30,			
	2008	2007	Change	%	2008	2007	Change	%
Sales and marketing expense	$ 9,595	$ 9,065	$ 530	6%	$ 25,898	$ 24,643	$ 1,255	5%
Percentage of total revenue	31%	25%			31%	26%		

Sales and marketing expense increased by $0.5 million or 6% from the three months ended June 30, 2007 to the three months ended June 30, 2008. This change is primarily due to increases of $0.3 million in employee costs, $0.3 million in consultant costs, $0.1 million in recruiting expenses and $0.1 million in facility costs offset by a decrease in sales and marketing events of $0.3 million.

Sales and marketing expense increased by $1.2 million or 5% from the nine months ended June 30, 2007 to the nine months ended June 30, 2008. This change is primarily due to increases of $0.3 million in recruiting expenses, $1.1 million in consultant costs and $0.1 million in facility costs offset by a decrease of $0.2 million in employee costs driven mainly by a decrease in commission expense.

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Research and Development

Research and development expense is composed primarily of costs associated with the development of new products, enhancements of existing products and quality assurance activities. These costs consist primarily of employee compensation, benefits, facilities, the cost of software and development tools, equipment and consulting costs, including costs for offshore consultants. The following table sets forth our research and development expenses for the three and nine months ended June 30, 2008 and 2007 (in thousands, except percentages):

	Three Months Ended June 30,				Nine Months Ended June 30,			
	2008	2007	Change	%	2008	2007	Change	%
Research and development expense	$ 6,704	$ 7,328	$ (624)	(9)%	$ 19,811	$ 20,919	$ (1,108)	(5)%
Percentage of total revenue	22%	20%			23%	23%		

Research and development expense decreased by $0.6 million or 9% from the three months ended June 30, 2007 to the three months ended June 30, 2008. This change is primarily due to decreases of $0.4 million in employee costs, $0.1 million in consultant costs, and $0.1 million in travel and entertainment expenses. Employee costs decreased primarily due to decreases in employee bonuses paid.

Research and development expense decreased by $1.1 million or 5% from the nine months ended June 30, 2007 to the nine months ended June 30, 2008. This change is primarily due to decreases of $0.8 million in employee costs, $0.1 million in facility costs, and $0.3 million in travel and entertainment expenses. Employee costs decreased primarily due to decreases in employee bonuses paid.

General and Administrative

General and administrative expense is composed primarily of costs associated with our executive and administrative personnel (e.g. the CEO, legal, human resources and finance personnel). These costs consist primarily of employee compensation, bonuses, stock compensation expense, benefits, facilities, consulting, legal and audit costs, including costs for Sarbanes-Oxley Act of 2002 (SOX) compliance. The following table sets forth our general and administrative expenses for the three and nine months ended June 30, 2007 and 2008 (in thousands, except percentages):

	Three Months Ended June 30,				Nine Months Ended June 30,			
	2008	2007	Change	%	2008	2007	Change	%
General and administrative expense	$ 4,665	$ 4,584	$ 81	2%	$ 13,687	$ 15,490	$ (1,803)	(12)%
Percentage of total revenue	15%	12%			16%	17%		

General and administrative expense increased by $0.1 million or 2% from the three months ended June 30, 2007 to the three months ended June 30, 2008. This change is primarily due to an increase of $0.4 million in employee costs related to stock compensation expense and $0.1 in professional services offset by decreases of $0.1 million in consultant costs, $0.1 million in facility costs, and $0.1 in miscellaneous expenses. The stock compensation expense increase relates primarily to RSAs, RSUs and a credit from stock modification of 409A cures which occurred in the same period of the prior year.

General and administrative expense decreased by $1.8 million or 12% from the nine months ended June 30, 2007 to the nine months ended June 30, 2008. This change is primarily due to decreases of $0.2 million in employee costs, $0.2 million in consultant costs, $0.3 million in facility costs and $1.2 million in professional services associated with the stock option investigation in prior year, offset by an increase of $0.1 million in recruiting expenses. Employee costs decreased primarily due to decreases in employee bonuses paid.

Restructuring Expense

In October 2006, we initiated a restructuring plan that included an immediate reduction in positions of slightly more than ten percent of the Company's workforce, consolidation of our European facilities, and the closure of our French office. A majority of the positions eliminated were in Europe.

At December 31, 2006, we recorded a pre-tax cash restructuring charge of $6.5 million as calculated using the net present value of the related costs as required by SFAS 146. The charge was composed of $1.7 million for severance costs and $4.8 million for exiting excess facilities. During the quarter ended March 31, 2007, the Company incurred an additional charge of $0.1 million for employee severance costs associated with the closure of the France office. Also during March 2007, the Company negotiated an early termination of the France office lease associated with its closure resulting in a $0.2 million reduction in the restructure facility liability. This reduction was recorded as an offset to restructuring expense in the period. In quarter ended December 31, 2007, we negotiated a break clause in the lease allowing for an early termination of the United Kingdom facility which released us from any future rent liabilities subsequent to January 2008. All termination payments have now been made.

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In July 2005, we undertook an approximate 10% reduction in our workforce. In connection with this action, we incurred a one-time cash expense of approximately $1.1 million in the fourth quarter ended September 30, 2005 for severance benefits. During the three months ended March 31, 2007, the Company incurred an additional charge of less than $0.1 million for additional severance expense for an employee located in France.

During fiscal year 2002, we restructured several areas of the Company to reduce expenses and improve revenues. As part of this restructuring, we closed an office facility in Boston, Massachusetts and recorded a charge associated with the long term lease which expires in January 2011. In the March 2007 quarter, we completed a new sublease with a sub-lessee for the remaining term of our lease at a rate lower than that which was forecasted when the original restructure charge was recorded in 2002. This change in estimate resulted in a $0.3 million charge to restructuring in the quarter ended March 31, 2007.

Stock-Based Compensation (Included in Individual Operating Expense and Cost of Revenue Categories)

The following table sets forth our stock-based compensation expense and functional breakdown for the three and nine months ended June 30, 2008 and 2007 (in thousands):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2008	2007	2008	2007
Cost of revenues – service	$ 148	$ 63	$ 411	$ 224
Operating expenses:				
Sales and marketing	240	(1)	711	565
Research and development	183	134	527	396
General and administrative	787	169	1,867	1,049
Total operating expense	1,210	302	3,105	2,010
Total stock-based compensation expense	$ 1,358	$ 365	$ 3,516	$ 2,234

For the three months ended June 30, 2008, the aggregate stock-based compensation cost included in cost of revenues and in operating expenses was $1.4 million that is primarily related to $1.0 million associated with employee stock options, $0.2 million associated with RSAs and $0.2 million for RSUs. For the three months ended June 30, 2007, the aggregate stock-based compensation cost included in cost of revenues and in operating expenses was $0.4 million that is primarily related to $0.5 million associated with employee stock options offset by forfeiture of $0.1 million associated for RSAs.

For the nine months ended June 30, 2008, the aggregate stock-based compensation cost included in cost of revenues and in operating expenses was $3.5 million that is primarily related to $2.9 million associated with employee stock options, $0.2 million associated with RSAs and $0.4 million for RSUs. For the nine months ended June 30, 2007, the aggregate stock-based compensation cost included in cost of revenues and in operating expenses was $2.2 million that is primarily related to $2.0 million associated with employee stock options and $0.2 million associated with RSAs.

Interest Income, Net

Interest income, net, consists primarily of interest income generated from our cash, cash equivalents, and marketable securities offset by interest expense incurred in connection with capital equipment leases and imputed under SFAS 146 restructuring accruals. The following table sets forth our interest income, net for the three and nine months ended June 30, 2008 and 2007 (in thousands, except percentages):

	Three Months Ended June 30,				Nine Months Ended June 30,			
	2008	2007	Change	%	2008	2007	Change	%
Interest income, net	$ 385	$ 682	$ (297)	(44)%	$ 1,833	$ 1,478	$ 355	24%
Percentage of total revenue	1%	2%			2%	2%		

Interest income, net decreased by 44% from three months ended June 30, 2007 to the three months ended June 30, 2008. This change is primarily due to decreased cash balances in the current quarter compared to the same period in the prior year. In addition, the Company held marketable securities which earned a higher return of interest income in the prior year.

Interest income, net increased by 24% from the nine months ended June 30, 2007 to the nine months ended June 30, 2008. This change is primarily due to the Company's average cash balance was higher in 2008 versus 2007 for the comparative periods.

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Other Income, Net

Other income is primarily associated with foreign currency transaction gains or losses and the re-measurement of our short-term intercompany balances between the U.S. and our foreign currency denominated subsidiaries. The following table sets forth our other income (expense), net for the three and nine months ended June 30, 2008 and 2007 (in thousands, except percentages):

	Three Months Ended June 30,				Nine Months Ended June 30,			
	2008	2007	Change	%	2008	2007	Change	%
Other income, net	$ 86	$ 213	$ (127)	(60)%	$ 571	$ 377	$ 194	51%
Percentage of total revenue	—%	1%			1%	—%		

Other income, net decreased by 60% from three months ended June 30, 2007 to the three months ended June 30, 2008 and increased by 51% for the nine months ended June 30, 207 to the nine months ended June 30, 2008. This decrease and increase is primarily due to transaction gains and losses associated with our foreign intercompany balances.

Provision for Income Taxes

These provisions are primarily attributable to taxes on earnings from our foreign subsidiaries, certain foreign withholding taxes, and the alternate minimum tax for federal taxes. The following table sets forth our provision for income taxes for the three and nine months ended June 30, 2008 and 2007 (in thousands, except percentages):

	Three Months Ended June 30,				Nine Months Ended June 30,			
	2008	2007	Change	%	2008	2007	Change	%
Provision (benefit) for income taxes	$ 146	$ 240	$ (94)	(39)%	$ 219	$ 1,146	$ (927)	(81)%
Percentage of total revenue	1%	1%			—%	1%		

The provision for income taxes decreased 39% and 81% for the three and nine months ended June 30, 2008, respectively, as compared to the same periods of the prior year. This decrease quarter-to-quarter is primarily due to the Company generating less taxable income in the current quarter than in the prior year's quarter. This decrease year-to-year is primarily due to the Company generating less taxable income and a $0.5 million withholding tax payment related to a sales transaction that occurred in Turkey during the quarter ended March 31, 2007.

Our deferred tax assets primarily consist of net operating loss carryforwards, nondeductible allowances and research and development tax credits. We have recorded a valuation allowance for the full amount of our net deferred tax assets, as the future realization of the tax benefit is not considered by management to be more-likely-than-not.

Liquidity and Capital Resources

For the nine months ended June 30, 2008, we were not profitable and did not generate a net increase in cash and cash equivalents. We used cash from operations and financing activities, but generated cash from investing activities. We expect our current cash and cash equivalent balances to be in excess of cash requirements for the next twelve months.

Operating Activities

Cash used for operating activities was $8.0 million during the nine months ended June 30, 2008, which consisted primarily of our net loss of $0.2 million adjusted for non-cash items (primarily depreciation and amortization, non-cash stock-based compensation expense, provision for doubtful accounts and other non-cash charges) aggregating approximately $6.7 million and the net cash outflow effect from changes in assets and liabilities of approximately $14.5 million. This net cash outflow was primarily related to changes in deferred revenue of $16.6 million, accrued expenses of $2.6 million, prepaid expenses and other current assets of $1.3 million and accounts payable of $0.3 million offset by changes in accounts receivable of $6.1 million and other assets of $0.3 million.

Cash provided by operating activities was $36.4 million during the nine months ended June 30, 2007, which consisted primarily of our net income of $0.7 million adjusted for non-cash items (primarily depreciation and amortization, non-cash stock-based compensation expense, provision for doubtful accounts, loss on disposal of assets and other non-cash charges) aggregating approximately $6.2 million and the net cash inflow effect from changes in assets and liabilities of approximately $29.5 million. This net cash inflow was primarily related to changes in deferred revenue of $46.0 million and other assets of $1.8 million offset by changes in accounts receivable of $14.0 million, accounts payable of $3.6 million, and prepaid expenses and other current assets of $1.0 million. The increase in deferred revenue is the result of sales transactions that were completed during the nine month period ended June 30, 2007 for which revenue was not recognized until subsequent periods.

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Investing Activities

Cash provided by investing activities was $10.9 million during the nine months ended June 30, 2008. This cash provided was primarily from $12.2 million of net proceeds from marketable securities offset by the use of cash for the purchase of $1.0 million of property and equipment and the capitalization of $0.4 million of software development costs associated with the porting of existing products to a new platform.

Cash used for investing activities was $13.3 million during the nine months ended June 30, 2007. This use of cash was primarily for the net purchase of $11.3 million of marketable securities, the purchase of $1.8 million of property and equipment and $0.2 million associated with capitalized software development costs paid to a third party. The majority of the property and equipment purchased was associated with the closure of the old European headquarters office and the opening of the new smaller European headquarters office during the period. The remainder of the property and equipment purchases was for day-to-day operations. The capitalization of development costs was to port one of our existing products to a new architecture platform.

Financing Activities

Cash used by financing activities was $18.0 million during the nine months ended June 30, 2008. This use of cash was primarily related to the repurchase of $18.6 million of common stock under our stock repurchase program offset by proceeds from stock option exercises of $0.6 million.

Cash provided by financing activities was $3.7 million during the nine months ended June 30, 2007 which was primarily related to proceeds from stock option exercises of $3.8 million offset by use of cash for payment of capital leases of $0.1 million.

Revolving Line of Credit

See Note 8 to the Condensed Consolidated Financial Statements for detailed information regarding our revolving line of credit.

Contractual Obligations

Ness

We entered into an agreement with Ness Technologies Inc., Ness Global Services, Inc. and Ness Technologies India, Ltd. (collectively, “Ness”), effective December 15, 2003, pursuant to which Ness provides our customers with technical product support through a worldwide help desk facility, a sustaining engineering function that serves as the interface between technical product support and our internal engineering organization, product testing services and product development services (collectively, the “Services”). The agreement had an initial term of three years and was extended for two additional one year terms. Under the terms of the agreement, we pay for services rendered on a monthly fee basis, including the requirement to reimburse Ness for approved out-of-pocket expenses. The agreement may be terminated for convenience by us, subject to the payment of a termination fee. In 2004, 2005, 2006 and 2007 we further expanded our agreement with Ness whereby Ness is providing certain additional technical and consulting services. The additional agreements can be cancelled at the option of us without the payment of a termination fee. The remaining minimum purchase commitment under these agreements, if Chordiant was to cancel the contracts, was approximately $0.7 million at June 30, 2008. In addition to service agreements, we also guaranteed certain equipment lease obligations of Ness (see Note 9 to the Condensed Consolidated Financial Statements). Ness may procure equipment to be used in performance of the Services, either through leasing arrangements or direct cash purchases, for which we are obligated under the agreement to reimburse them. In connection with the procurement of equipment, Ness has entered into a 36 month equipment lease agreement with IBM India and, in connection with the lease agreement we have an outstanding standby letter of credit in the amount of $0.2 million in guarantee of Ness' financial commitments under the lease. Over the term of the lease, our obligation to reimburse Ness is approximately equal to the amount of the guarantee.

Leases

Operating lease obligations in the table below include approximately $1.8 million for our Boston, Massachusetts facility operating lease commitments that are included in Restructuring expenses. As of June 30, 2008, the Company has $0.7 million in sublease income contractually committed for future periods relating to this facility. See Notes 5 and 9 to the Condensed Consolidated Financial Statements for further discussion.

The office lease for our Cupertino headquarters was scheduled to expire on December 31, 2008. In July 2008, the Company renewed the lease for a five year period with an option to renew for an additional five years. The table below includes our lease commitment for our Cupertino headquarters.

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We have asset retirement obligations, associated with commitments to return property subject to operating leases to original condition upon lease termination. As of June 30, 2008, we estimate that gross expected cash flows of approximately $0.4 million will be required to fulfill these obligations

We have no material commitments for capital expenditures and do not anticipate capital expenditures to fluctuate significantly from historic levels.

The following table presents certain payments due under contractual obligations as of June 30, 2008 based on fiscal years (in thousands):

	Payments Due By Period				
	Total	Due in 2008	Due in 2009-2010	Due in 2011-2012	Thereafter
Operating lease obligations	$ 13,865	$ 802	$ 6,540	$ 4,602	$ 1,921
Asset retirement obligations	365	—	—	365	—
Total	$ 14,230	$ 802	$ 6,540	$ 4,967	$ 1,921

Effective October 1, 2007, the Company adopted FIN No. 48 and reclassified $0.2 million of gross unrecognized tax benefits to Other Long-Term Liabilities in our Condensed Consolidated Balance Sheets. From October 1, 2007 through June 30, 2008, unrecognized tax benefits increased by less than $0.1 million due to additional accrued interest and penalties. As of June 30, 2008, we had gross unrecognized tax benefits of $0.9 million. As of June 30, 2008, the Company cannot make a reasonably reliable estimate of the period in which these liabilities may be settled with the respective tax authorities. See Note 11 to the Condensed Consolidated Financial Statements for additional information.

We believe that the effects of our strategic actions implemented to improve revenue as well as to control costs will be adequate to generate sufficient cash flows from operations, which, when combined with existing cash balances, we anticipate will be sufficient to meet our working capital and operating resource expenditure requirements for the near term. If the global economy weakens, additional declines in cash balances could occur.

We anticipate that operating expenses will continue to be a material use of our cash resources. We may continue to utilize cash resources to fund acquisitions or investments in other businesses, technologies or product lines. In the long-term, we may require additional funds to support our working capital and operating expense requirements or for other purposes, and may seek to raise these additional funds through public or private debt or equity financings. There can be no assurance that this additional financing will be available, or if available, will be on reasonable terms. Failure to generate sufficient revenues or to control spending could adversely affect our ability to achieve our business objectives.

Indemnification

See Note 9 to the Condensed Consolidated Financial Statements for detailed information regarding our indemnifications.

Off Balance Sheet Arrangements

None.

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Item 3. Quantitative and Qualitative Disclosures about Market Risk.

We are exposed to the impact of interest rate changes and foreign currency fluctuations.

The following table presents the amounts of restricted cash that are subject to interest rate risk and average interest rates as of June 30, 2008 (in thousands):

	June 30, 2008	Fair Value	Average Interest Rates
Restricted cash invested in short-term investments	$ 274	$ 274	1.5%

The following table presents the amounts of restricted cash and marketable securities that are subject to interest rate risk by year of expected maturity and average interest rates as of June 30, 2007 (in thousands):

	June 30, 2007	Fair Value	Average Interest Rates
Restricted cash invested in short-term investments	$ 304	$ 304	3.5%
Marketable securities	11,587	11,587	5.3%
Total restricted cash and marketable securities	$ 11,891	$ 11,891	5.3%

Interest Rate Risk. Our exposure to market rate risk for changes in interest rates relates primarily to money market accounts, commercial paper and short-term certificates of deposit. We invest our excess cash in money market accounts, commercial paper, and certificates-of-deposit. We do not invest in auction rate securities. Fixed rate securities may have their fair market value adversely impacted due to a rise in interest rates. Due in part to these factors, our future investment income may fall short of expectations due to changes in interest rates or we may suffer losses in principal if forced to sell our fixed rate securities which have declined in market value due to changes in interest rates.

To provide a meaningful assessment of the interest rate risk associated with the Company's total restricted cash and marketable securities, we performed a sensitivity analysis to determine the hypothetical impact of a decrease in interest rate of 100 basis points. Assuming consistent investment levels as of June 30, 2008, interest income would decline by less than $0.1 million. Assuming consistent investment levels as of June 30, 2007, interest income would have declined by $0.1 million.

Foreign Currency Risk. International revenues accounted for approximately 46% and 50% of total revenues for nine months ended June 30, 2008 and 2007, respectively. International revenues decreased $7.4 million or 16% compared to the same period of the prior year. Our international operations have increased our exposure to foreign currency fluctuations. Revenues and related expense generated from our international subsidiaries are generally denominated in the functional currencies of the local countries. Primary currencies include the United Kingdom Pound Sterling, the Euro and the Canadian Dollar. The Condensed Consolidated Statement of Operations is translated into United States Dollars at the average exchange rates in each applicable period. To the extent the United States Dollar strengthens against foreign currencies, the translation of these foreign currencies denominated transactions results in reduced revenues, operating expense, and net income for our international operations. Similarly, our revenues, operating expenses, and net income will increase for our international operations if the United States Dollar weakens against foreign currencies. Using the average foreign currency exchange rates for the nine months ended June 30, 2008, our international revenues for the nine months ended June 30, 2008 would have been higher than we reported by less than $0.1 million and our international loss from operations would have been lower than we reported by less than $0.1 million. Using the average foreign currency exchange rates for the nine months ended June 30, 2007, our international revenues for the nine months ended June 30, 2008 would have been lower than we reported by approximately $2.1 million and our international loss from operations would have been greater than we reported by approximately $0.5 million.

We are also exposed to foreign exchange rate fluctuations as we convert the financial statements of our foreign subsidiaries and our investments in equity interests into United States dollars in consolidation. If there is a change in foreign currency exchange rates, the conversion of the foreign subsidiaries' financial statements into United States dollars will lead to a translation gain or loss which is recorded as a component of accumulated other comprehensive income which is a component of Stockholders' Equity. In addition, we have certain assets and liabilities that are denominated in currencies other than the relevant entity's functional currency. Changes in the functional currency value of these assets and liabilities create fluctuations that will lead to a transaction gain or loss. For the nine months ended June 30, 2008 and 2007, we recorded a net foreign currency transaction gain of $0.5 million and $0.4 million, respectively, which was recorded in "Other income, net," in the Condensed Consolidated Statements of Operations.

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Item 4. Controls and Procedures.

Under the supervision and with the participation of our management, including the President and Chief Executive Officer and the Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act of 1934, as amended, Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that these disclosure controls and procedures are effective. There were no changes in our internal control over financial reporting during the quarter ended June 30, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings

See Note 10 to the Condensed Consolidated Financial Statements in Part 1, Item 1 of this Form 10-Q for a description of our legal proceedings.

Item 1A. Risk Factors

The Company has marked with an asterisk (*) those risk factors that reflect substantive changes from the risk factors included in the Company's Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended September 30, 2007.

*Anti-takeover provisions could make it more difficult for a third-party to acquire us.

We have adopted a stockholder rights plan and initially declared a dividend distribution of one right for each outstanding share of common stock to stockholders of record as of July 21, 2008. Each right entitles the holder to purchase one one-hundredth of a share of our Series A Junior Participating Preferred Stock for $20. Under certain circumstances, if a person or group acquires 20 percent or more of our outstanding common stock, holders of the rights (other than the person or group triggering their exercise) will be able to purchase, in exchange for the $20 exercise price, shares of our common stock or of any company into which we are merged having a value of $40. The rights expire on July 21, 2011, unless extended by our Board of Directors. Because the rights may substantially dilute the stock ownership of a person or group attempting to take us over without the approval of our Board of Directors, our rights plan could make it more difficult for a third-party to acquire us (or a significant percentage of our outstanding capital stock) without first negotiating with our Board of Directors regarding that acquisition.

In addition, our Board of Directors has the authority to issue up to 51 million shares of Preferred Stock (of which 500,000 shares have been designated as Series A Junior Participating Preferred Stock) and to fix the designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof.

The rights of the holders of our common stock may be subject to, and may be adversely affected by, the rights of the holders of any Preferred Stock that may be issued in the future. The issuance of Preferred Stock may have the effect of delaying, deterring or preventing a change of control of Chordiant without further action by the stockholders and may adversely affect the voting and other rights of the holders of our common stock. Further, certain provisions of our charter documents, including limiting the ability of stockholders to raise matters at a meeting of stockholders without giving advance notice, may have the effect of delaying or preventing changes in control or management of Chordiant, which could have an adverse effect on the market price of our stock. In addition, our charter documents do not permit cumulative voting, which may make it more difficult for a third-party to gain control of our Board of Directors. Further, we are subject to the anti-takeover provisions of Section 203 of the Delaware General Corporation Law, which will prohibit us from engaging in a “business combination” with an “interested stockholder” for a period of three years after the date of the transaction in which the person became an interested stockholder, even if such combination is favored by a majority of stockholders, unless the business combination is approved in a prescribed manner. The application of Section 203 also could have the effect of delaying or preventing a change of control or management.

*To date, our sales have been concentrated in the financial services, insurance, healthcare, telecommunications and retail markets, and if we are unable to continue sales in these markets or successfully penetrate new markets, our revenues may decline.

Sales of our products and services in five large markets—banking, insurance, healthcare, telecommunications and retail markets accounted for approximately 98% and 99% of our total revenues for the nine months ended June 30, 2008 and 2007, respectively. We expect that revenues from these five markets will continue to account for a substantial portion of our total revenues for the foreseeable future. However, we are seeking to expand in other markets. If we are unable to successfully increase penetration of our existing markets or achieve sales in additional markets, or if the overall economic climate of our target markets further deteriorates, our revenues may decline. Some of our current or prospective customers, especially those in the banking and insurance industries are in businesses that have or could have exposure, directly or indirectly, to the residential mortgage sector or homebuilder sector which has recently been facing financial difficulties. This may cause our current or prospective customers to reduce their spending on technology, which in turn would have an adverse impact on our sales and revenues.

*Our primary products have a long sales and implementation cycle, which makes it difficult to predict our quarterly results and may cause our operating results to vary significantly.

The period between initial contact with a prospective customer and the implementation of our products is unpredictable and often lengthy, ranging from three to twenty-four months. Thus, revenue and cash receipts could vary significantly from quarter to quarter. Any delays in the implementation of our products could cause reductions in our revenues. The licensing of our products is often an enterprise-wide decision that generally requires us to provide a significant level of education to prospective customers

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about the use and benefits of our products. The implementation of our products involves significant commitment of technical and financial resources and is commonly associated with substantial implementation efforts that may be performed by us, by the customer or by third-party systems integrators. If we underestimate the resources required to meet the expectations we have set with a customer when we set prices, then we may experience a net loss on that customer engagement. If this happens with a large customer engagement, then this could have a material adverse effect on our financial results. Customers generally consider a wide range of issues before committing to purchase our products, including product benefits, ability to operate with existing and future computer systems, vendor financial stability and longevity, ability to accommodate increased transaction volume and product reliability. Certain of our customers have become more cautious regarding their IT purchases given the overall economy and specifically the issues that continue to impact the financial markets. The result of this attitude is that our sales cycles have lengthened in some instances, requiring more time to finalize transactions. In particular, several transactions we expected to close before the end of the quarters ended March 31, 2008 and June 30, 2008 were delayed.

* We were not profitable for the nine months ended June 30, 2008 and we may continue to incur losses in the future, which may raise vendor viability concerns thereby making it more difficult to close license transactions with new and existing customers.

We incurred losses of $0.2 million for the nine months ended June 30, 2008. As of June 30, 2008, we had an accumulated deficit of $227.1 million. We may continue to incur losses and cannot be certain that we can generate sufficient revenues to achieve profitability. Continued losses may leave many customers reluctant to enter into new large value license transactions without some assurance that we will operate profitably. If we fail to enter into new large value license transactions due to vendor profitability and/or viability concerns, our revenues will decline, which could further adversely affect our operating results.

* Because a small number of customers account for a substantial portion of our revenues, the loss of a significant customer could cause a substantial decline in our revenues.

We derive a significant portion of our license and service revenue from a limited number of customers. The loss of a major customer could cause a decrease in revenues and net income. For the three months ended June 30, 2008, Citicorp Credit Services, Inc. and Vodafone Group Services Limited accounted for 20% and 18% of our total revenue. For the nine months ended June 30, 2008, Citicorp Credit Services, Inc., Wellpoint, Inc. and Vodafone Group Services Limited accounted for 22%, 10% and 10% of our total revenue, respectively. While our customer concentration has fluctuated, we expect that a limited number of customers will continue to account for a substantial portion of our revenues in any given period. As a result, if we lose a major customer, or if a contract is delayed or cancelled or we do not contract with new major customers, our revenues and net loss would be adversely affected. In addition, customers that have accounted for significant revenues in the past may not generate revenues in any future period, causing our failure to obtain new significant customers or additional orders from existing customers to materially affect our operating results.

* If we fail to adequately address the difficulties of managing our international operations, our revenues and operating expenses will be adversely affected.

For the nine months ended June 30, 2008, international revenues were $39.2 million or approximately 46% of our total revenues. For the nine months ended June 30, 2007, international revenues were $46.7 million or approximately 50% of our total revenues. International revenues will continue to represent a significant portion of our total revenues in future periods. We have faced, and will continue to face, difficulties in managing international operations which include:

- Difficulties in hiring qualified local personnel;
- Seasonal fluctuations in customer orders;
- Longer accounts receivable collection cycles;
- Expenses associated with licensing products and servicing customers in foreign markets;
- Economic downturns and political uncertainty in international economies;
- Income tax withholding issues in countries in which we do not have a physical presence, resulting in non-recoverable tax payments;
- Complex transfer pricing arrangements between legal entities;
- Doing business and licensing our software to customers in countries with weaker intellectual property protection laws and enforcement capabilities;

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- Difficulties in commencing new operations in countries where the Company has not previously conducted business, including those associated with tax laws, employment laws, government regulation, product warranty laws and adopting to local customs and culture; and

Any of these factors could have a significant impact on our ability to license products on a competitive and timely basis and could adversely affect our operating expenses and net income. Additionally we closed our only French office in the first fiscal quarter of 2007. The absence of a business office in France may harm our ability to attract and retain customers in that country.

Our known backlog of business may not result in revenue.

An increasingly material portion of our revenues has been derived from large orders, as major customers deployed our products. We define backlog as contractual commitments by our customers through purchase orders or contracts. Backlog is comprised of software license orders which have not been accepted by customers or have not otherwise met all of the required criteria for revenue recognition, deferred revenue from customer support contracts, and deferred consulting and education orders for services not yet completed or delivered. Backlog is not necessarily indicative of revenues to be recognized in a specified future period. There are many factors that would impact the Company's filling of backlog, such as the Company's progress in completing projects for its customers and Chordiant's customers' meeting anticipated schedules for customer-dependent deliverables. The Company provides no assurances that any portion of its backlog will be filled during any fiscal year or at all or that its backlog will be recognized as revenues in any given period. In addition, it is possible that customers from whom we expect to derive revenue from backlog will default and as a result we may not be able to recognize expected revenue from backlog.

* Fluctuations in the value of the U.S. dollar relative to foreign currencies could make our products less competitive in international markets and could negatively affect our operating results and cash flows.

A significant portion of our sales and operating expenses result from transactions outside of the U.S., often denominated in foreign currencies. These currencies include the United Kingdom Pound Sterling, the Euro and the Canadian Dollar. Our international sales comprised 46% of our total sales for the nine months ended June 30, 2008. Our international sales comprised 50% of our total sales for the nine months ended June 30, 2007. Our future operating results will continue to be subject to fluctuations in foreign currency rates, especially if international sales increase as a percentage of our total sales, and we may be negatively impacted by fluctuations in foreign currency rates in the future. For the nine months ended June 30, 2008, we had a foreign currency transaction gain of $0.5 million. See Item 3 Quantitative and Qualitative Disclosures about Market Risk for further discussions.

Geopolitical concerns could make the closing of license transactions with new and existing customers difficult.

Our revenues will decrease in fiscal year 2008 or beyond if we are unable to enter into new large-scale license transactions with new and existing customers. The current state of world affairs and geopolitical concerns have left many customers reluctant to enter into new large value license transactions without some assurance that the economy both in the customer's home country and worldwide will have some economic and political stability. Geopolitical instability will continue to make closing large license transactions difficult. In addition, we cannot predict what effect the U.S. military presence overseas or potential or actual political or military conflict have had or are continuing to have on our existing and prospective customers' decision-making process with respect to licensing or implementing enterprise-level products such as ours. Our ability to enter into new large license transactions also directly affects our ability to create additional consulting services and maintenance revenues, on which we also depend.

Competition in our markets is intense and could reduce our sales and prevent us from achieving profitability.

Increased competition in our markets could result in price reductions for our products and services, reduced gross margins and loss of market share, any one of which could reduce our future revenues. The market for our products is intensely competitive, evolving and subject to rapid technological change. Historically, our primary competition has been from internal development, custom systems integration projects and application software competitors. In particular, we compete with:

- Internal information technology departments: in-house information technology departments of potential customers have developed or may develop systems that provide some or all of the functionality of our products. We expect that internally developed application integration and process automation efforts will continue to be a significant source of competition.

- Custom systems integration projects: we compete with large systems integrators who may develop custom solutions for specific companies which may reduce the likelihood that they would purchase our products and services.

- Point application vendors: we compete with providers of stand-alone point solutions for web-based customer relationship management and traditional client/server-based, call-center service customer and sales-force automation solution providers.

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The enterprise software industry continues to undergo consolidation in sectors of the software industry in which we operate. Within 2007 and 2008, IBM acquired Cognos, DataMirror and Watchfire Corporation, Oracle completed its acquisitions of Hyperion, Moniforce and BEA Systems, Sun Microsystems acquired MySQL and SAP acquired BusinessObjects, YASU Technologies and Pilot Software. While we do not believe that Cognos, DataMirror, Watchfire Corporation, Hyperion, Moniforce, BEA Systems, MySQL, BusinessObjects, YASU Technologies, or Pilot Software have been significant competitors of Chordiant in the past, the acquisition of these companies by IBM, Oracle, Sun Microsystems and SAP may indicate that we will face increased competition from larger and more established entities in the future.

Many of our competitors have greater resources and broader customer relationships than we do. In addition, many of these competitors have extensive knowledge of our industry. Current and potential competitors have established, or may establish, cooperative relationships among themselves or with third parties to offer a single solution and to increase the ability of their products to address customer needs.

*The company's common stock price has historically been and may continue be volatile, which could result in substantial losses for stockholders.

The market price of shares of the Company’s common stock has been, and is likely to continue to be, highly volatile and may be significantly affected by factors such as the following:

- Actual or anticipated fluctuations in its operating results;
- Changes in economic and political conditions in the United States and abroad;
- Terrorist attacks, war or the threat of terrorist attacks and war;
- The announcement of mergers or acquisitions by the Company or its competitors;
- Financial difficulties or poor operating results announced by significant customers;
- Developments in ongoing or threatened litigation;
- Announcements of technological innovations;
- Failure to comply with the requirements of Section 404 of the Sarbanes-Oxley Act;
- New products or new contracts announced by it or its competitors;
- Developments with respect to intellectual property laws;
- Price and volume fluctuations in the stock market;
- Changes in corporate purchasing of software by companies in the industry verticals supported by the Company;
- Adoption of new accounting standards affecting the software industry; and
- Changes in financial estimates by securities analysts.

In addition, following periods of volatility in the market price of a particular company's securities, securities class action litigation has often been brought against such companies. If the Company is involved in such litigation, it could result in substantial costs and a diversion of management's attention and resources and could materially harm the Company's business, operating results and financial condition.

We may experience a shortfall in bookings, revenue, earnings, cash flow or otherwise fail to meet public market expectations, which could materially and adversely affect our business and the market price of our common stock.

Our revenues and operating results may fluctuate significantly because of a number of factors, many of which are outside of our control. Some of these factors include:

- Size and timing of individual license transactions;
- Delay or deferral of customer implementations of our products and subsequent impact on revenues;

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- Lengthening of our sales cycle;
- Potential additional deterioration and changes in domestic and foreign markets and economies including those impacted by the difficulties in the sub-prime lending markets;
- Success in expanding our global services organization, direct sales force and indirect distribution channels;
- Timing of new product introductions and product enhancements;
- Appropriate mix of products licensed and services sold;
- Levels of international transactions;
- Activities of and acquisitions by competitors;
- Product and price competition; and
- Our ability to develop and market new products and control costs.

One or more of the foregoing factors may cause our operating expenses to be disproportionately high during any given period or may cause our revenues and operating results to fluctuate significantly. Based upon the preceding factors, we may experience a shortfall in revenues and earnings or otherwise fail to meet public market expectations, which could materially and adversely affect our business, financial condition, results of operations and the market price of our common stock.

*Our operating results and cash flows fluctuate significantly and delays in delivery or implementation of our products or changes in the payment terms with customers may cause unanticipated declines in revenues or cash flow, which could disappoint investors and result in a decline in our stock price.

A portion of our quarterly revenues depend primarily upon product implementation by our customers. We have historically recognized a significant portion of our license and services revenue through the percentage-of-completion method, using labor hours incurred as the measure of progress towards completion of implementation of our products and we expect this practice to continue. The percentage of completion accounting method requires ongoing estimates of progress of complicated and frequently changing technology projects. Documenting the measure of progress towards completion of implementation is subject to potential errors and changes in estimates. As a result, even minor errors or minor changes in estimates may lead to significant changes in accounting results which may be revised in later quarters due to subsequent information and events. Thus, delays or changes in customer business goals or direction when implementing our software may adversely impact our quarterly revenue. Additionally, we may increasingly enter into term, subscription or transaction based licensing transactions that would cause us to recognize license revenue for such transactions over a longer period of time than we have historically experienced for our perpetual licenses. In addition, a significant portion of new customer orders have been booked in the third month of each calendar quarter, with many of these bookings occurring in the last two weeks of the third month. We expect this trend to continue and, therefore, any failure or delay in bookings would decrease our quarterly revenue and cash flows. The terms and conditions of individual license agreements with customers vary from transaction to transaction. Historically, the Company has been able to obtain prepayments for product in some cases, but more recently we have entered into large transactions with payments from customers due over one or more years. Other transactions link payment to the delivery or acceptance of products. If we are unable to negotiate prepayments of fees our cash flows and financial ratios with respect to accounts receivable would be adversely impacted. If our revenues, operating margins or cash flows are below the expectations of the investment community, our stock price is likely to decline.

*If we fail to maintain and expand our relationships with systems integrators and other business partners, our ability to develop, market, sell, and support our products may be adversely affected.

Our development, marketing and distribution strategies rely on our ability to form and maintain long-term strategic relationships with systems integrators, in particular, our existing business alliance partners, IBM, Accenture and HCL Technologies. These business relationships often consist of joint marketing programs, technology partnerships and resale and distribution arrangements. Although most aspects of these relationships are contractual in nature, many important aspects of these relationships depend on the continued cooperation between the parties. Divergence in strategy, change in focus, competitive product offerings or potential contract defaults may interfere with our ability to develop, market, sell, or support our products, which in turn could harm our business. If either IBM, Accenture, or HCL Technologies were to terminate their agreements with us or our relationship were to deteriorate, it could have a material adverse effect on our business, financial condition and results of operations. In many cases, these parties have extensive relationships with our existing and potential customers and influence the decisions of these customers. A number of our competitors have stronger relationships with IBM, Accenture and HCL Technologies and, as a result, these systems integrators may be more likely to recommend competitors' products and services. In

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2007 and 2008, IBM acquired Cognos, DataMirror and Watchfire Corporation. While we do not believe that either Cognos, DataMirror or Watchfire Corporation had been a direct competitor of Chordiant in the past, IBM's acquisition of these companies may indicate that IBM will become a competitor of ours in the future. While the Company currently has good relationship with IBM, this relationship and the Company's strategic relationship agreement with IBM may be harmed if the Company increasingly finds itself competing with IBM. Our relationships with systems integrators and their willingness to recommend our products to their customers could be harmed if the Company were to be subject to a take over attempt from a competitor of such systems integrators.

If systems integrators fail to properly implement our software, our business, reputation and financial results may be harmed.

We are increasingly relying on systems integrators to implement our products, and this trend may continue. As a result, we have less quality control over the implementation of our software with respect to these transactions and are more reliant on the ability of our systems integrators to correctly implement our software. If these systems integrators fail to properly implement our software, our business, reputation and financial results may be harmed.

If we do not maintain effective internal controls over financial reporting, investors could lose confidence in our financial reporting and customers may delay purchasing decisions, which would harm our business and the market price of our common stock.

Effective internal controls are necessary for us to provide reliable financial reports. If we cannot provide reliable financial reports, our business could be harmed. We are a complex company with complex accounting issues and thus subject to related risks of errors in financial reporting which may cause problems in corporate governance, the costs of which may outweigh the costs of the underlying errors themselves. For example, the Audit Committee of the Company's Board of Directors, with the assistance of outside legal counsel, conducted a review of our stock option practices covering the time from the Company's initial public offering in 2000 through September 2006. The Audit Committee reached a conclusion that incorrect measurement dates were used for financial accounting purposes for stock option grants in certain prior periods. As a result, the Company recorded an additional non-cash stock-based compensation expense, and related tax effects, related to stock option grants and concluded that a material weakness surrounding the control activities relating to the stock option grants existed at September 30, 2006. To correct these accounting errors, we restated the Consolidated Financial Statements contained in our Annual Report on Form 10-K for the year ended September 30, 2006 and our Quarterly Report on Form 10-Q for the three months ended June 30, 2006. As a result of this need to restate financial statements, management and the Audit Committee determined that material weaknesses in our internal control over financial reporting existed as of September 30, 2006. These material weaknesses were remediated during fiscal year 2007 and management concluded internal controls over financial reporting were effective for the reporting period.

If we are not successful in maintaining effective internal controls over financial reporting, customers may delay purchasing decisions or we may lose customers, create investor uncertainty, face litigation and the market price of our common stock may decline. For more information, please refer to the discussion under the heading "Item 9A. Controls and Procedures" in the 2006 Annual Report on Form 10-K.

*If we are not able to successfully manage our partner operations in India, our operations and financial results may be adversely affected.

In 2003, we entered into an agreement with Ness Technologies Inc., Ness Global Services, Inc. and Ness Technologies India, Ltd. (collectively, "Ness"), an independent contracting company with global technical resources and an operations center in Bangalore, India and operations in other locations. The agreement provides for Ness, at our direction, to attract, train, assimilate and retain sufficient highly qualified personnel to perform staffing for consulting projects, technical support, product test and certain sustaining engineering functions. As of June 30, 2008, we use the services of approximately 143 consultants through Ness. In addition, as a result of the reductions in our workforce that took place in July 2005, October 2006 and May 2008, by approximately 10% in each instance, we continue to have a significant dependence on Ness. This agreement is an important component of our strategy to address the business needs of our customers and manage our expenses. The success of this operation will depend on our ability and Ness's ability to attract, train, assimilate and retain highly qualified personnel in the required periods. A disruption or termination of our relationship with Ness could adversely affect our operations. Failure to effectively manage the organization and operations will harm our business and financial results.

If our products do not operate effectively in a company-wide environment, we may lose sales and suffer decreased revenues.

If existing customers have difficulty deploying our products or choose not to fully deploy our products, it could damage our reputation and reduce revenues. Our success requires that our products be highly scalable, and able to accommodate substantial increases in the number of users. Our products are expected to be deployed on a variety of computer software and hardware platforms and to be used in connection with a number of third-party software applications by personnel who may not have previously used application software systems or our products. These deployments present very significant technical challenges,

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which are difficult or impossible to predict. If these deployments do not succeed, we may lose future sales opportunities and suffer decreased revenues. If we underestimate the resources required to meet the expectations we have set with a customer when we set prices, then we may experience a net loss on that customer engagement. If this happens with a large customer engagement then this could have a material adverse effect on our financial results.

Defects in our products could diminish demand for our products and result in decreased revenues, decreased market acceptance and injury to our reputation.

Errors may be found from time-to-time in our new, acquired or enhanced products. Any significant software errors in our products may result in decreased revenues, decreased sales, and injury to our reputation and/or increased warranty and repair costs. Although we conduct extensive product testing during product development, we have in the past discovered software errors in our products as well as in third-party products, and as a result have experienced delays in the shipment of our new products.

*Because competition for qualified personnel is intense, we may not be able to retain or recruit personnel, which could impact the development and sales of our products.

If we are unable to hire or retain qualified personnel, or if newly hired personnel fail to develop the necessary skills or fail to reach expected levels of productivity, our ability to develop and market our products will be weakened. Our success depends largely on the continued contributions of our key management, finance, engineering, sales and marketing and professional services personnel. In particular in prior years, we have had significant turnover of our executives as well as in our sales, marketing and finance organizations and many key positions are held by people who have less than two years of experience in their roles with the Company. If these people are not well suited to their new roles, then this could result in the Company having problems in executing its strategy or in reporting its financial results. Because of the dependency on a small number of large deals, we are uniquely dependent upon the talents and relationships of a few executives and have no guarantee of their retention. Changes in key sales management could affect our ability to maintain existing customer relationships or to close pending transactions. We have been targeted by recruitment agencies seeking to hire our key management, finance, engineering, sales and marketing and professional services personnel. In addition, in July 2005, October 2006, and May 2008, we reduced the size of our workforce by approximately 10% in each instance, which may have a negative effect on our ability to attract and retain qualified personnel.

* Low gross margin in services revenues could adversely impact our overall gross margin and income.

Our services revenues have had lower gross margins than our license revenues. Service revenue comprised 71% and 57% of our total revenues for the nine months ended June 30, 2008 and 2007, respectively. Gross margin on service revenue was 57% for both the nine months ended June 30, 2008 and 2007, respectively. License revenues comprised 29% and 43% of our total revenues for the nine months ended June 30, 2008 and 2007, respectively. Gross margins on license revenues were 96% for both the nine months ended June 30, 2008 and 2007, respectively.

As a result, an increase in the percentage of total revenues represented by services revenues, or an unexpected decrease in license revenues, could have a detrimental impact on our overall gross margins. To increase services revenues, we may expand our services organization, successfully recruit and train a sufficient number of qualified services personnel, enter into new implementation projects and obtain renewals of current maintenance contracts by our customers. This expansion could further reduce gross margins in our services revenues.

We may not have the workforce necessary to support our platform of products if demand for our products substantially increased, and, if we need to rebuild our workforce in the future, we may not be able to recruit personnel in a timely manner, which could negatively impact the development, sales and support of our products.

In July 2005, October 2006 and May 2008, we reduced the size of our workforce by approximately 10% in each instance. In the event that demand for our products increases, we may need to rebuild our workforce or increase outsourced functions to companies based in foreign jurisdictions and we may be unable to hire, train or retain qualified personnel in a timely manner, which may weaken our ability to market our products in a timely manner, negatively impacting our operations. Our success depends largely on ensuring that we have adequate personnel to support our platform of products as well as the continued contributions of our key management, finance, engineering, sales and marketing and professional services personnel.

If we fail to introduce new versions and releases of functional and scalable products in a timely manner, customers may license competing products and our revenues may decline.

If we are unable to ship or implement enhancements to our products when planned, or fail to achieve timely market acceptance of these enhancements, we may suffer lost sales and could fail to achieve anticipated revenues. We have in the past, and expect in the future, to derive a significant portion of our total revenues from the license of our primary product suite. Our future operating results will depend on the demand for the product suite by future customers, including new and enhanced releases

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that are subsequently introduced. If our competitors release new products that are superior to our products in performance or price, or if we fail to enhance our products or introduce new features and functionality in a timely manner, demand for our products may decline. We have in the past experienced delays in the planned release dates of new versions of our software products and upgrades. New versions of our products may not be released on schedule or may contain defects when released.

We depend on technology licensed to us by third parties, and the loss or inability to maintain these licenses could prevent or delay sales of our products.

We license from several software providers technologies that are incorporated into our products. We anticipate that we will continue to license technology from third parties in the future. This software may not continue to be available on commercially reasonable terms, if at all. While currently we are not materially dependent on any single third party for such licenses, the loss of the technology licenses could result in delays in the license of our products until equivalent technology is developed or identified, licensed and integrated into our products. Even if substitute technologies are available, there can be no guarantee that we will be able to license these technologies on commercially reasonable terms, if at all.

Defects in third party products associated with our products could impair our products' functionality and injure our reputation.

The effective implementation of our products depends upon the successful operation of third-party products in conjunction with our products. Any undetected defects in these third-party products could prevent the implementation or impair the functionality of our products, delay new product introductions or injure our reputation. In the past, while our business has not been materially harmed, product releases have been delayed as a result of errors in third-party software and we have incurred significant expenses fixing and investigating the cause of these errors.

Our customers and systems integration partners may have the ability to alter our source code and resulting inappropriate alterations could adversely affect the performance of our products, cause injury to our reputation and increase operating expenses.

Customers and systems integration partners may have access to the computer source code for certain elements of our products and may alter the source code. Alteration of our source code may lead to implementation, operation, technical support and upgrade problems for our customers. This could adversely affect the market acceptance of our products, and any necessary investigative work and repairs could cause us to incur significant expenses and delays in implementation.

If our products do not operate with the hardware and software platforms used by our customers, our customers may license competing products and our revenues will decline.

If our products fail to satisfy advancing technological requirements of our customers and potential customers, the market acceptance of these products could be reduced. We currently serve a customer base with a wide variety of constantly changing hardware, software applications and networking platforms. Customer acceptance of our products depends on many factors such as:

- Our ability to integrate our products with multiple platforms and existing or legacy systems; and,
- Our ability to anticipate and support new standards, especially Internet and enterprise Java standards.

*Our failure to successfully integrate with future acquired or merged companies and technologies could prevent us from operating efficiently.

Our business strategy includes pursuing opportunities to grow our business, both through internal growth and through merger, acquisition and technology and other asset transactions. To implement this strategy, we may be involved in merger and acquisition activity and additional technology and asset purchase transactions. Merger and acquisition transactions are motivated by many factors, including, among others, our desire to grow our business, acquire skilled personnel, obtain new technologies and expand and enhance our product offerings. Mergers and acquisitions of high-technology companies are inherently risky, and the Company cannot be certain that any acquisition will be successful and will not materially harm the Company's business, operating results or financial condition. Generally, acquisitions involve numerous risks, including the following: (i) the benefits of the acquisition (such as cost savings and synergies) not materializing as planned or not materializing within the time periods or to the extent anticipated (ii) the Company's ability to manage acquired entities' people and processes that are headquartered in separate geographical locations from the Company's headquarters, (iii) the possibility that the Company will pay more than the value it derives from the acquisition, (iv) difficulties in integration of the operations, technologies, content and products of the acquired companies, (v) the assumption of certain known and unknown liabilities of the acquired companies, (vi) difficulties in retaining key relationships with customers, partners and suppliers of the acquired company, (vi) the risk of diverting management's attention from normal daily operations of the business, (vii) the Company's ability to issue new releases of the acquired company's products on existing or other platforms, (viii) negative impact to the Company's financial condition and results of

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operations and the potential write down of impaired goodwill and intangible assets resulting from combining the acquired company's financial condition and results of operations with its financial statements, (ix) risks of entering markets in which the Company has no or limited direct prior experience; and (x) the potential loss of key employees of the acquired company. Realization of any of these risks in connection with any technology transaction or asset purchase we have entered into, or may enter into, could have a material adverse effect on our business, operating results and financial condition.

*If we become subject to intellectual property infringement claims, including copyright or patent infringement claims, these claims could be costly and time-consuming to defend, divert management's attention, cause product delays and have an adverse effect on our revenues and net income.

We expect that software product developers and providers of software in markets similar to our target markets will increasingly be subject to infringement claims as the number of products and competitors in our industry grows and the functionality of products overlap. Additionally, we are seeing copyright infringement claims being asserted by certain third party software developers. Any claims, with or without merit, could be costly and time-consuming to defend, divert our management's attention or cause product delays. If any of our products were found to infringe a third party's proprietary rights, we could be required to enter into royalty or licensing agreements to be able to sell our products. Royalty and licensing agreements, if required, may not be available on terms acceptable to us or at all.

In particular, if we are sued for patent infringement by a patent holding company, one which has acquired large numbers of patents solely for the purpose of bringing suit against alleged infringers rather than practicing the patents, it may be costly to defend such suit. We have received a letter from one such patent holding company alleging that our products may infringe one or more of their patents. We are also the subject of a suit by a person claiming that certain of our products infringe his copyrights. If any of our products were found to infringe such patent or copyrights, the patent or copyright holder could seek an injunction to enjoin our use of the infringing product. If we were not able to remove or replace the infringing portions of software with non-infringing software, and were no longer able to license some or all of our software products, such an injunction would have an extremely detrimental effect on our business. If we were required to settle such claim, it could be costly. A patent or copyright infringement claim could have a material adverse effect on our business, operating results and financial condition.

The application of percentage-of-completion and completed contract accounting to our business is complex and may result in delays in the reporting of our financial results and revenue not being recognized as we expect.

Although we attempt to use standardized license agreements designed to meet current revenue recognition criteria under generally accepted accounting principles, we must often negotiate and revise terms and conditions of these standardized agreements, particularly in multi-product transactions. At the time of entering into a transaction, we assess whether any services included within the arrangement require us to perform significant implementation or customization essential to the functionality of our products. For contracts involving significant implementation or customization essential to the functionality of our products, we recognize the license and professional consulting services revenues using the percentage-of-completion method using labor hours incurred as the measure of progress towards completion. The application of the percentage-of-completion method of accounting is complex and involves judgments and estimates, which may change significantly based on customer requirements. This complexity combined with changing customer requirements could result in delays in the proper determination of our percentage-of-completion estimates and revenue not being recognized as we expect.

In the past we have also entered into co-development projects with our customers to jointly develop new vertical applications, often over the course of a year or longer. In such cases we may only be able to recognize revenue upon delivery of the new application. The accounting treatment for these co-development projects could result in delays in the recognition of revenue. The failure to successfully complete these projects to the satisfaction of the customer could have a material adverse effect on our business, operating results and financial condition.

Changes in our revenue recognition model could result in short term declines to revenue.

Historically, a high percentage of license revenues have been accounted for on the percentage-of-completion method of accounting or recognized as revenue upon the delivery of product. If we were to enter into new types of transactions accounted for on a subscription or term basis, revenues might be recognized over a longer period of time. The impact of this change would make revenue recognition more predictable over the long term, but it might also result in a short term reduction of revenue as the new transactions took effect.

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*We may encounter unexpected delays in maintaining the requisite internal controls over financial reporting and we expect to incur additional expenses and diversion of management's time as a result of performing future system and process evaluation, testing and remediation required to comply with future management assessment and auditor attestation requirements.

In future periods, management must report on, and our independent registered public accounting firm to attest to, our internal control, over financial reporting as required by Section 404 of SOX, within the time frame required by Section 404. We may encounter unexpected delays in implementing those requirements, therefore, we cannot be certain about the timely completion of our evaluation, testing and remediation actions or the impact that these activities will have on our operations. We also expect to incur additional expenses and diversion of management's time as a result of performing the system and process evaluation, testing and remediation required to comply with management's assessment and auditor attestation requirements. If we are not able to timely comply with the requirements set forth in Section 404 in future periods, we might be subject to sanctions or investigation by the regulatory authorities. Any such action could adversely affect our business or financial results.

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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On February 28, 2008, the Company's Board of Directors authorized the 2008 Repurchase Plan, a program to repurchase up to $25 million of the Company's common stock over a one year period. Repurchases under the plan began on March 4, 2008 and continued through April 30, 2008 at which time the Company terminated the 2008 Repurchase Plan. At the Plan's termination, the Company had repurchased a total of 3.4 million shares of common stock for $18.6 million at an average price of $5.55 per share. In conjunction with the 2008 Repurchase Plan, the Company entered into a written trading plan with a broker under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, to effect the repurchases. The timing and amount of the shares repurchased under the 2008 Repurchase Plan were determined by the Company's management based on its evaluation of market conditions and other factors. Repurchased shares were immediately retired and resumed the status of authorized but unissued shares. The following table sets forth information with respect to repurchases of our common stock during the three months ended June 30, 2008 (in thousands, except shares and average price per share):

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
April 1, 2008 - April 30, 2008	1,826,559	5.09	3,350,637	*
May 1, 2008 - May 31, 2008	—	—	—	—
June 1, 2008 - June 30, 2008	—	—	—	—
Total	1,826,559	5.09	3,350,637	—

* The Company terminated the 2008 Stock Repurchase Plan as of April 30, 2008.

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Item 6. Exhibits

The exhibits listed on the accompanying index to exhibits are filed or incorporated by reference (as stated therein) as part of this Quarterly Report on Form 10-Q.

SIGNATURES

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 thereunto duly authorized.

CHORDIANT SOFTWARE, INC

By: /s/ PETER S. NORMAN
Peter S. Norman
Chief Financial Officer and
Principal Accounting Officer

Dated: July 31, 2008

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EXHIBIT INDEX

Exhibit Number	Description of Document	Incorporated by Reference Form	Incorporated by Reference Date	Filed Herewith
3.1	Amended and Restated Certificate of Incorporation of Chordiant Software, Inc.	Form S-1 (No. 333-92187)	2/6/1999	
3.2	Amended and Restated Bylaws of Chordiant Software, Inc.	Form 8-K	6/3/2008	
10.70	Memorandum of Understanding re Compromise and Settlement, dated May 29, 2008	Form 8-K	6/3/2008	
10.71	Separation Agreement dated May 1, 2008 by and between Chordiant Software Inc. and Derek P. Witte			X
10.72	Modification to Second Amended and Restated Loan and Security Agreement dated June 30, 2008, by and between Chordiant Software, Inc., and Comerica Bank-California.			X
10.73	Third Amendment to Cupertino City Center Net Office Lease dated July 11, 2008, by and between Cupertino City Center Buildings, as Lessor, and Chordiant Software, Inc., as Lessee.			X
31.1	Certification required by Rule 13a-14(a) or Rule 15d-14(a).			X
31.2	Certification required by Rule 13a-14(a) or Rule 15d-14(a).			X
32.1#	Certification required by Rule 13a-14(a) or Rule 15d-14(a) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350).			X

#The certification attached as Exhibit 32.1 is not deemed filed with the Securities and Exchange Commission and is not incorporated by reference into any filing of Chordiant Software, Inc., whether made before or after the date of this Form 10-Q irrespective of any general incorporation language contained in such filing.