

Mail Stop 4561

June 23, 2009

Ronald J. Fior  
Chief Financial Officer and  
Senior Vice President  
Callidus Software Inc.  
160 West Santa Clara Street, Suite 1500  
San Jose, CA 95113

**Re: Callidus Software Inc.  
Form 10-K for the fiscal year ended December 31, 2008  
Filed on March 12, 2009  
File No. 000-50463**

Dear Mr. Fior:

We have completed our review of your Form 10-K and related filings and have no further comments at this time.

Sincerely,

Mark P. Shuman  
Legal Branch Chief

cc: Via facsimile (650) 752-3618  
Martin A. Wellington  
Davis Polk & Wardwell