

ELOYALTY CORP  
Form 3/A  
November 29, 2007

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â GAITHER JAMES C                         |         | (Month/Day/Year)                     | ELOYALTY CORP [ELOY]                               |  |
| (Last)                                    | (First) | (Middle)                             | 01/19/2002   |  |
| 755 PAGE MILL ROAD, SUITE A-200           |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)                             | 01/28/2002   |
| PALO ALTO,Â CAÂ 943041005                 |         |                                      | <input type="checkbox"/> Director                  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> 10% Owner      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | <input type="checkbox"/> Officer                   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | (give title below)                                 | (specify below)  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 10  | D  | Â   |
| Common Stock                    | 22  | I  | By Ltd Partnership (SHAI) <sup>(1)</sup>              |
| Common Stock                    | 56  | I  | By Ltd Partnership (SHQP) <sup>(2)</sup>              |
| Common Stock                    | 211,736   | I  | By Ltd Partnership (SHV) <sup>(3)</sup>               |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: ELOYALTY CORP - Form 3/A

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |
| Series B Preferred Stock<br>(4)               | Â (5)  | Â (6)              | Common<br>Stock  | 322,078<br>(4)                   | \$ 0   | I  | By Ltd Partnership<br>(SHA) (7)                             |
| Series B Preferred Stock<br>(4)               | Â (5)  | Â (6)              | Common<br>Stock  | 8,854 (4)                        | \$ 0   | I  | By Ltd Partnership<br>(SHAI) (1)                            |
| Series B Preferred Stock<br>(4)               | Â (5)  | Â (6)              | Common<br>Stock  | 22,418 (4)                       | \$ 0   | I  | By Ltd Partnership<br>(SHQP) (2)                            |
| Series B Preferred Stock<br>(4)               | Â (5)  | Â (6)              | Common<br>Stock  | 895,186<br>(4)                   | \$ 0   | I  | By Ltd Partnership<br>(SHV) (3)                             |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GAITHER JAMES C  
755 PAGE MILL ROAD, SUITE A-200  
PALO ALTO, CA 943041005

Â Â X Â Â

## Signatures

By: Robert Yin, by power of  
attorney

11/29/2007

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Shares held by Sutter Hill Entrepreneurs Fund (AI), L.P. The reporting person is a Managing Director of the General Partner of Sutter

(1) Hill Entrepreneurs Fund (AI), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.

Shares held by Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person is a Managing Director of the General Partner of Sutter

(2) Hill Entrepreneurs Fund (QP), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.

Shares held by Sutter Hill Ventures, A California Limited Partnership. The reporting person is a Managing Director of the General

(3) Partner of Sutter Hill Ventures, A California Limited Partnership. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.

(4) These shares were previously reported on Table I. This amended filing is to correctly report these shares on Table II.

(5) Shares of Series B Convertible Preferred that were purchased on December 20, 2001 and are convertible on a one-for-one basis into shares of Common Stock on or after March 20, 2002.

(6) None

Edgar Filing: ELOYALTY CORP - Form 3/A

- (7) Shares held by Sutter Hill Associates, L.P. The reporting person is a General Partner of Sutter Hill Associates, L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.