**ELOYALTY CORP** 

Form 4/A

November 29, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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**OMB APPROVAL** 

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Check this box

**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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **COXE TENCH** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Middle)

ELOYALTY CORP [ELOY]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

\_X\_\_ Director Officer (give title \_X\_\_ 10% Owner \_ Other (specify

755 PAGE MILL ROAD, SUITE

(Street)

A-200

Common

Stock

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

01/28/2002

(Month/Day/Year)

01/19/2002

PALO ALTO, CA 943041005

211,736

I

(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securities A	equired, Disposed	l of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock						152	D	
Common Stock						22	I	By Ltd Partnership (SHAI) (2)
Common Stock						56	I	By Ltd Partnership (SHQP) (3)
Common								By Ltd

Partnership

(SHV) (4)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) o Disposed of (D (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Preferred Stock (5)	\$ 0	01/19/2002		P(6)	322,078	<u>(6)</u>	<u>(7)</u>	Common Stock	322,078 (5)
Series B Preferred Stock (5)	\$ 0	01/19/2002		P(6)	8,854	<u>(6)</u>	<u>(7)</u>	Common Stock	8,854 <u>(5)</u>
Series B Preferred Stock (5)	\$ 0	01/19/2002		P(6)	22,418	(6)	<u>(7)</u>	Common Stock	22,418 (5)
Series B Preferred Stock (5)	\$ 0	01/19/2002		P(6)	895,186	<u>(6)</u>	<u>(7)</u>	Common Stock	895,186 (5)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 8	Director	10% Owner	Officer	Other		
COXE TENCH						
755 PAGE MILL ROAD, SUITE A-200	X	X				
PALO ALTO, CA 943041005						
Signatures						

By: Robert Yin, by power of	11/29/2007		
attorney	11/2/12007		
**Signature of Reporting Person	Date		

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## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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

  (2) 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

  (3) 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

  (4) 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.
- (5) These shares were previously reported on Table I. This amended filing is to correctly report these shares on Table II.
- (6) 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.
- (7) None
- (8) 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.