

GAITHER JAMES C  
Form 4/A  
June 17, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
GAITHER JAMES C

2. Issuer Name and Ticker or Trading Symbol  
ELOYALTY CORP [ELOY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

755 PAGE MILL ROAD, SUITE A-200

09/12/2008

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
09/16/2008

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PALO ALTO, CA 943041005

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/12/2008 <sup>(1)</sup>		J <sup>(1)</sup>		6,709	A	\$ 0 (1) 9,838	I	By Trust (Trustee) <sup>(2)</sup>
Common Stock	09/12/2008 <sup>(1)</sup>		J <sup>(1)</sup>		6,709	D	\$ 0 (1) 1,671	D	
Common Stock	09/12/2008		O <sup>(3)</sup>		1,269,239	A	\$ 5.67 2,183,260	I	By Ltd Partnership (SHV) <sup>(4)</sup>
Common Stock	09/12/2008		O <sup>(3)</sup>		19,574	A	\$ 5.67 29,412	I	By Trust (Trustee) <sup>(2)</sup>
Common Stock	09/12/2008		O <sup>(3)</sup>		3,842	A	\$ 5.67 9,052	I	By Ltd Partnership

Common Stock	5,853	I	(TAL) <sup>(5)</sup> By Ltd Partnership (SHAI) <sup>(6)</sup>
Common Stock	14,847	I	By Ltd Partnership (SHQP) <sup>(7)</sup>

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
					V	(A) (D)	Date Exercisable	Expiration Date	
Subscription Rights (Right to Buy)	\$ 5.67	09/12/2008		O		1,269,239	08/14/2008	09/12/2008	Common Stock
Subscription Rights (Right to Buy)	\$ 5.67	09/12/2008		O		19,574	08/14/2008	09/12/2008	Common Stock
Subscription Rights (Right to Buy)	\$ 5.67	09/12/2008		O		3,842	08/14/2008	09/12/2008	Common Stock

## 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		X		

## Signatures

By: Robert Yin, by power of  
attorney

06/17/2009

\_\_Signature of Reporting Person

Date

## 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).

(1) On 6/10/08, 6,709 shares were transferred from an individual ownership (direct) to the trust (indirect), of which the reporting person is the trustee. The transfer was made without consideration and there was no change in pecuniary interest. This amended filing is to reflect the transfer.

(2) Shares held by a trust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the trust.

(3) Shares purchased pursuant to the exercise of subscription rights offered by the issuer pursuant to a rights offering.

(4) Shares held by Sutter Hill Ventures, A California Limited Partnership. The reporting person is a Managing Director of the General 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) Shares held by a limited partnership of which the reporting person is the General Partner. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.

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

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

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

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