

GAITHER JAMES C
Form 4
March 07, 2008

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

755 PAGE MILL ROAD, SUITE A-200

(Street)

PALO ALTO, CA 943041005

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/07/2008 | | J ⁽¹⁾ | | 82,799 | D | Ⓣ | 673,068 | I | By Ltd Partnership (SHV) ⁽²⁾ |
| Common Stock | 03/07/2008 | | J ⁽¹⁾ | | 3,129 | A | Ⓣ | 3,129 | I | By Trust (Trustee) ⁽³⁾ |
| Common Stock | | | | | | | | 8,380 | D | |
| Common Stock | | | | | | | | 5,853 | I | By Ltd Partnership (SHAI) ⁽⁴⁾ |
| | | | | | | | | 14,847 | I | |

| | | | | | | |
|--------------|-------|--|--|---|--|--|
| Common Stock | | | | | | By Ltd Partnership (SHQP) ⁽⁵⁾ |
| Common Stock | 2,049 | | | I | | By Ltd Partnership (TAL) ⁽⁶⁾ |

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Series B Preferred Stock | \$ 0 | 03/07/2008 | | J ⁽¹⁾ | 132,112 | <u>(7)</u> <u>(8)</u> | Common Stock 132,112 |
| Series B Preferred Stock | \$ 0 | 03/07/2008 | | J ⁽¹⁾ | 4,960 | <u>(7)</u> <u>(8)</u> | Common Stock 4,960 |
| Series B Preferred Stock | \$ 0 | | | | | <u>(7)</u> <u>(8)</u> | Common Stock 10,092 |
| Series B Preferred Stock | \$ 0 | | | | | <u>(7)</u> <u>(8)</u> | Common Stock 8,854 |
| Series B Preferred Stock | \$ 0 | | | | | <u>(7)</u> <u>(8)</u> | Common Stock 22,418 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GAITHER JAMES C | | X | | |

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

Signatures

By: Robert Yin, by power of
attorney

03/07/2008

__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) Distribution of shares without consideration to Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership, in accordance with the partnership agreement.

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

- (2) 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.

- (3) 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.

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

- (4) 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

- (5) 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.

- (6) 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.

- (7) Shares of Series B Convertible Preferred were purchased on December, 20 2001, and the Series B Convertible Preferred Stock are convertible into shares of Common Stock on or after March 20, 2002.

- (8) None

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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