

ELOYALTY CORP

Form 3/A

January 24, 2005

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *

Â ANDERSON DAVID L

(Last)

(First)

(Middle)

755 PAGE MILL ROAD, SUITE
A-200

(Street)

PALO ALTO,Â CAÂ 943041005

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/19/2002

3. Issuer Name **and** Ticker or Trading Symbol
ELOYALTY CORP [ELOY]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

01/28/2002

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 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 ⁽¹⁾

322,078

I

By Shares Held By Ltd
Partnership (SHA) ⁽²⁾Common ⁽³⁾

8,876

I

By Shares Held By Ltd
Partnership (SHAI) ⁽⁴⁾Common ⁽⁵⁾

22,474

I

By Shares Held By Ltd
Partnership (SHQP) ⁽⁶⁾Common ⁽⁷⁾

1,106,922

I

By Shares Held By Ltd
Partnership (SHV) ⁽⁸⁾

Common

10

I

By Spouse

Common

111

I

By Trust (Trustee) ⁽⁹⁾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)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Â Â X Â Â

Signatures

By: Robert Yin, by power of
attorney

01/24/2005

 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).

(1) Includes 322,078 shares of Series B Preferred Stock which are initially convertible on a one-for-one basis into shares of Common Stock on or after 3/20/02.

Shares held by Sutter Hill Associates, L.P. Mr. Anderson is one of seven General Partners of Sutter Hill Associates, L.P. The seven

(2) General Partners share voting and investment powers of the Sutter Hill shares. Mr. Anderson disclaims beneficial interest in these shares except to the extent of his pecuniary interest in the partnership.

(3) Includes 8,854 shares of Series B Preferred Stock which are initially convertible on a one-for-one basis into shares of Common Stock on or after 3/20/02.

Shares held by Sutter Hill Entrepreneurs Fund, (AI), L.P. Mr. Anderson is one of seven Managing Directors of the General Partner of

(4) Sutter Hill Entrepreneurs Fund (AI), L.P. The seven Managing Directors share voting and investment powers of the Sutter Hill shares. Mr. Anderson disclaims beneficial interest in these shares except to the extent of his pecuniary interest in the partnership.

(5) Includes 22,418 shares of Series B Preferred Stock which are initially convertible on a one-for-one basis into shares of Common Stock on or after 3/20/02.

Shares held by Sutter Hill Entrepreneurs Fund, (QP), L.P. Mr. Anderson is one of seven Managing Directors of the General Partner of

(6) Sutter Hill Entrepreneurs Fund (QP), L.P. The seven Managing Directors share voting and investment powers of the Sutter Hill shares. Mr. Anderson disclaims beneficial interest in these shares except to the extent of his pecuniary interest in the partnership.

(7) Includes 895,186 shares of Series B Preferred Stock which are initially convertible on a one-for-one basis into shares of Common Stock on or after 3/20/02.

Edgar Filing: ELOYALTY CORP - Form 3/A

- Shares held by Sutter Hill Ventures, A California Limited Partnership. Mr. Anderson is one of seven Managing Directors of the General
- (8) Partner of Sutter Hill Ventures. The seven Managing Directors share voting and investment powers of the Sutter Hill shares. Mr. Anderson disclaims beneficial interest in these shares except to the extent of his pecuniary interest in the partnership.
 - (9) 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.

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.