

ELOYALTY CORP  
Form 4  
December 19, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HOAG JAY C**

(Last) (First) (Middle)

**C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET**

(Street)

**PALO ALTO, CA 94301**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/15/2006**

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)

May be part of a 13 (g) group

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 12/15/2006                           |  | X                              | 185,231 A   | \$ 17.97 719,076  | I  | TCV IV, L.P. (1)                                      |
| Common Stock                    | 12/15/2006                           |  | X                              | 6,964 A   | \$ 17.97 26,992   | I  | TCV IV Strategic Partners, L.P. (2)                   |
| Common Stock                    |                                      |  |                                |   | 6,524   | I  | TCV III, L.P. (3)                                     |
| Common Stock                    |                                      |  |                                |   | 173,418   | I  | TCV III (Q), L.P.                                     |

|              |       |   |   |
|--------------|-------|---|---|
| Common Stock | 7,851 | I | (4)<br>TCV III Strategic Partners, L.P. (5) |
| Common Stock | 1,372 | I | TCV III (GP) (6)                            |

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. 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) |              |         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount  |
| Subscription Rights (right to buy)         | \$ 17.97   | 12/15/2006                           |  | X                              | 185,231   | 11/20/2006   | 12/15/2006  | Common Stock | 185,231 |
| Subscription Rights (right to buy)         | \$ 17.97   | 12/15/2006                           |  | X                              | 6,964   | 11/20/2006   | 12/15/2006  | Common Stock | 6,964   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                               |
|---|---------------|-----------|---------|-------------------------------|
|   | Director      | 10% Owner | Officer | Other                         |
| HOAG JAY C<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301   | X             | X         |         | May be part of a 13 (g) group |
| KIMBALL RICK<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301 |               | X         |         | May be part of a 13 (g) group |

|   |   |                                  |
|---|---|----------------------------------|
| TECHNOLOGY CROSSOVER MANAGEMENT IV<br>LLC<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301  | X | May be part of a 13 (g)<br>group |
| TCV IV LP<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301                                  | X | May be part of a 13 (g)<br>group |
| TCV IV STRATEGIC PARTNERS LP<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301               |   | May be part of a 13 (g)<br>group |
| TECHNOLOGY CROSSOVER MANAGEMENT III<br>LLC<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301 |   | May be part of a 13 (g)<br>group |
| TCV III LP<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301                                 |   | May be part of a 13 (g)<br>group |
| TCV III Q LP<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301                               |   | May be part of a 13 (g)<br>group |
| TCV III STRATEGIC PARTNERS LP<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301              |   | May be part of a 13 (g)<br>group |
| TCV III GP<br>C/O TECHNOLOG Y CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301                                |   | May be part of a 13 (g)<br>group |

## Signatures

|   |            |
|---|------------|
| Carla S. Newell, authorized signatory for Jay C. Hoag                                   | 12/19/2006 |
| **Signature of Reporting Person   | Date       |
| Carla S. Newell, authorized signatory for Richard H. Kimball                            | 12/19/2006 |
| **Signature of Reporting Person   | Date       |
| Carla S. Newell, authorized signatory for Technology Crossover Management IV,<br>L.L.C. | 12/19/2006 |
| **Signature of Reporting Person   | Date       |
| Carla S. Newell, authorized signatory for TCV IV, L.P.                                  | 12/19/2006 |
| **Signature of Reporting Person   | Date       |

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|   |            |
|---|------------|
| Carla S. Newell, authorized signatory for TCV IV Strategic Partners, L.P.             | 12/19/2006 |
| **Signature of Reporting Person   | Date       |
| Carla S. Newell, authorized signatory for Technology Crossover Management III, L.L.C. | 12/19/2006 |
| **Signature of Reporting Person   | Date       |
| Carla S. Newell, authorized signatory for TCV III, L.P.                               | 12/19/2006 |
| **Signature of Reporting Person   | Date       |
| Carla S. Newell, authorized signatory for TCV III (Q), L.P.                           | 12/19/2006 |
| **Signature of Reporting Person   | Date       |
| Carla S. Newell, authorized signatory for TCV III Strategic Partners, L.P.            | 12/19/2006 |
| **Signature of Reporting Person   | Date       |
| Carla S. Newell, authorized signatory for TCV III (GP)                                | 12/19/2006 |
| **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) Jay C. Hoag ("Hoag") and Richard H. Kimball ("Kimball") are managing members of Technology Crossover Management IV, L.L.C. ("TCM IV") which is the general partner of TCV IV, L.P. These shares are directly held by TCV IV, L.P. and indirectly held by Hoag, Kimball and TCM IV. Hoag, Kimball and TCM IV may be deemed to own the shares held by TCV IV, L.P. but Hoag, Kimball and TCM IV disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(2) Hoag and Kimball are managing members of TCM IV which is the general partner of TCV IV Strategic Partners, L.P. These shares are directly held by TCV IV Strategic Partners, L.P. and indirectly held by Hoag, Kimball and TCM IV. Hoag, Kimball and TCM IV may be deemed to own the shares held by TCV IV Strategic Partners, L.P. but Hoag, Kimball and TCM IV disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(3) Hoag and Kimball are managing members of Technology Crossover Management III, L.L.C. ("TCM III") which is the general partner of TCV III, L.P. These shares are directly held by TCV III, L.P. and indirectly held by Hoag, Kimball and TCM III. Hoag, Kimball and TCM III may be deemed to own the shares held by TCV III, L.P. but Hoag, Kimball and TCM III disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(4) Hoag and Kimball are managing members of TCM III which is the general partner of TCV III (Q), L.P. These shares are directly held by TCV III (Q), L.P. and indirectly held by Hoag, Kimball and TCM III. Hoag, Kimball and TCM III may be deemed to own the shares held by TCV III (Q), L.P. but Hoag, Kimball and TCM III disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(5) Hoag and Kimball are managing members of TCM III which is the general partner of TCV III Strategic Partners, L.P. These shares are directly held by TCV III Strategic Partners, L.P. and indirectly held by Hoag, Kimball and TCM III. Hoag, Kimball and TCM III may be deemed to own the shares held by TCV III Strategic Partners, L.P. but Hoag, Kimball and TCM III disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(6) Hoag and Kimball are managing members of TCM III which is the general partner of TCV III (GP) These shares are directly held by TCV III (GP) and indirectly held by Hoag, Kimball and TCM III. Hoag, Kimball and TCM III may be deemed to own the shares held by TCV III (GP) but Hoag, Kimball and TCM III disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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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