

ELOYALTY CORP  
Form S-8  
February 11, 2011

As filed with the Securities and Exchange Commission on February 11, 2011

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*  
*The Securities Act of 1933*

**eLOYALTY CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**36-4304577**  
(I.R.S. Employer  
Identification No.)

**150 Field Drive**

**Suite 250**

**Lake Forest, Illinois**  
**(Address of Principal Executive Offices)**

**60045**  
**(Zip Code)**

**eLoyalty Corporation 1999 Stock Incentive Plan**

**(Full Title of the Plan)**

**Kelly D. Conway**

**President and Chief Executive Officer**

**eLoyalty Corporation**

**150 Field Drive**

**Suite 250**

**Lake Forest, Illinois 60045**

**(Name and Address of Agent for Service)**

**(847) 582-7000**

**(Telephone Number, Including Area Code, of Agent for Service)**

***Copies To:***

**Steven J. Gavin**

**Winston & Strawn LLP**

**35 West Wacker Drive**

**Chicago, Illinois 60601**

**(312) 558-5600**

**Christine R. Carsen**

**Vice President, Associate General Counsel and**

**Corporate Secretary**

**eLoyalty Corporation**

**150 Field Drive, Suite 250**

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Lake Forest, Illinois 60045

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

|                         |  |                           |                                     |
|-------------------------|--|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/>   | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller Reporting Company | <input type="checkbox"/>            |

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**CALCULATION OF REGISTRATION FEE**

| <b>Title of securities to be registered</b> | <b>Amount<br/>to be<br/>registered (1)(2)</b> | <b>Proposed<br/>maximum<br/>offering price<br/>per share</b> | <b>Proposed<br/>maximum<br/>aggregate<br/>offering price</b> | <b>Amount of<br/>registration fee</b> |
|---|---|--|--|---------------------------------------|
| Common Stock, \$0.01 par value per share    | 3,300,000 shares                              | \$6.71(3)  | \$22,143,000(3)  | \$2,570.80                            |

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminable number of additional shares of Common Stock and associated preferred stock purchase rights as may become issuable under the eLoyalty Corporation 1999 Stock Incentive Plan, as amended (the Plan), due to adjustments for changes resulting from stock dividends, stock splits and similar changes.
- (2) Includes the preferred stock purchase rights that are initially attached to and trade with the shares of common stock registered hereby. The value attributable to such rights, if any, is reflected in the market price of the common stock.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) and (c) under the Securities Act of 1933, as amended, on the basis of the average of the high and low prices reported for shares of Common Stock of the Registrant on The Nasdaq Global Market on February 7, 2011.

**STATEMENT OF INCORPORATION BY REFERENCE EXPLANATORY NOTE**

This Form S-8 Registration Statement is filed pursuant to General Instruction E for the purpose of registering 3,300,000 additional shares of common stock, par value \$0.01 per share ( Common Stock ) issuable pursuant to the eLoyalty Corporation 1999 Stock Incentive Plan, as amended (the Plan ). The following documents heretofore filed with the Securities and Exchange Commission (the Commission ) by the Registrant are incorporated herein by reference to the extent not otherwise amended or superseded by the contents hereof:

- (a) the Registrant s previously filed Form S-8 Registration Statement (File No. 333-30374), as filed with the Commission on February 14, 2000;
- (b) the Registrant s previously filed Form S-8 Registration Statement (File No. 333-101031), as filed with the Commission on November 6, 2002; and
- (c) the Registrant s previously filed Form S-8 Registration Statement (File No. 333-150671), as filed with the Commission on May 6, 2008.

**Item 8. Exhibits.**

The following documents are filed as exhibits to this Registration Statement:

| Exhibit No. | Description   |
|-------------|---|
| 5.1         | Opinion of Winston & Strawn LLP as to the legality of the securities being registered |
| 23.1        | Consent of Grant Thornton LLP   |
| 23.2        | Consent of Winston & Strawn (included as part of Exhibit 5.1)                         |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of Illinois, on February 11, 2011.

eLOYALTY CORPORATION

By: /s/ KELLY D. CONWAY  
Kelly D. Conway  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated as of February 11, 2011.

| Signature                                  | Title  |
|--|--|
| /s/ KELLY D. CONWAY<br>Kelly D. Conway     | Director, President and Chief Executive Officer<br>(Principal Executive Officer)           |
| /s/ WILLIAM B. NOON<br>William B. Noon     | Vice President and Chief Financial Officer<br>(Principal Financial and Accounting Officer) |
| /s/ TENCH COXE<br>Tench Coxe               | Chairman of the Board and Director   |
| /s/ HENRY J. FEINBERG<br>Henry J. Feinberg | Director   |
| /s/ JOHN T. KOHLER<br>John T. Kohler       | Director   |
| /s/ DAVID B. MULLEN<br>David B. Mullen     | Director   |
| /s/ MICHAEL J. MURRAY<br>Michael J. Murray | Director   |
| /s/ JOHN C. STALEY<br>John C. Staley       | Director   |

**INDEX TO EXHIBITS**

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