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ELOYALTY CORP  
Form S-8  
August 28, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 28, 2001  
REGISTRATION NO. 333-

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 2000 STOCK INCENTIVE PLAN  
(AS AMENDED AND RESTATED AS OF FEBRUARY 28, 2001)  
(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:

M. FINLEY MAXSON  
WINSTON & STRAWN  
35 WEST WACKER DRIVE  
CHICAGO, ILLINOIS 60601  
(312) 558-5600

DEIDRA D. GOLD  
VICE PRESIDENT AND GENERAL COUNSEL  
eLOYALTY CORPORATION  
150 FIELD DRIVE, SUITE 250  
LAKE FOREST, ILLINOIS 60045  
(847) 582-7000

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT REGISTERED

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Common Stock, \$0.01 par value per share.....	400,000 shares	\$0.48 (1)	\$192,000 (1)	\$6
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Preferred Stock Purchase Rights.....	400,000 rights	(2)	(2)	(2)
=====	=====	=====	=====	=====

- (1) 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 National Market on August 23, 2001.
- (2) The preferred stock purchase rights initially are 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.

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STATEMENT OF INCORPORATION BY REFERENCE

This Form S-8 Registration Statement is filed pursuant to General Instruction E for the purpose of registering 400,000 additional shares of common stock, par value \$0.01 per share ("Common Stock"), and the associated 400,000 additional preferred stock purchase rights ("Rights") of eLoyalty Corporation (the "Registrant"), issuable pursuant to the eLoyalty Corporation 2000 Stock Incentive Plan (the "Plan"). On February 28, 2001, the Board of Directors of the Registrant approved an amendment to the Plan to increase each of the total number of shares of Common Stock and associated Rights of the Registrant available for issuance under the Plan from 2,400,000 to 2,800,000 (the "Amendment"). The contents of the Registrant's previously filed Form S-8 Registration Statement (File No. 333-42284), as filed with the Securities and Exchange Commission on July 26, 2000, are incorporated herein by reference to the extent not otherwise amended or superseded by the contents hereof.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

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

Exhibit No.	Description
4.1	Certificate of Incorporation of the Registrant, as amended (incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-94293))
4.2	Certificate of Designation of Series A Junior Participating Preferred Stock of the Registrant (incorporated herein by reference to Exhibit 4.2 to Amendment No. 1 to the Registrant's Registration Statement on Form 8-A, filed with the Securities and Exchange Commission (the "Commission") on March 24, 2000 (File No. 0-27975))
4.3	Rights Agreement, dated as of March 17, 2000, between the Registrant and ChaseMellon Shareholder Services,

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L.L.C., as rights agent (incorporated herein by reference to Exhibit 4.1 to Amendment No. 1 to the Registrant's Registration Statement on Form 8-A, filed with the Commission on March 24, 2000 (File No. 0-27975))

- 4.4 By-laws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-94293))
- 4.5 eLoyalty Corporation 2000 Stock Incentive Plan (as Amended and Restated as of February 28, 2001) (incorporated herein by reference to Exhibit 10.15 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 30, 2000 (File No. 0-27975))
- 5.1 Opinion of Winston & Strawn as to the legality of the securities being registered
- 23.1 Consent of PricewaterhouseCoopers LLP
- 23.2 Consent of Winston & Strawn (included as part of Exhibit 5.1)
- 24.1 Power of Attorney from Tench Coxe, Director
- 24.2 Power of Attorney from Jay C. Hoag, Director
- 24.3 Power of Attorney from John T. Kohler, Director
- 24.4 Power of Attorney from Michael J. Murray, Director

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SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, 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 AUGUST 27, 2001.

eLOYALTY CORPORATION

By: /s/ KELLY D. CONWAY

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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 AUGUST 27, 2001.

SIGNATURE

TITLE

/s/ KELLY D. CONWAY

Director, President and Chief Executive Officer

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----- Kelly D. Conway ----- /s/ TIMOTHY J. CUNNINGHAM ----- Timothy J. Cunningham	(Principal Executive Officer)  Senior Vice President, Chief Financial Officer and Corporate Secretary
* ----- Tench Coxe ----- * ----- Jay C. Hoag ----- * ----- John T. Kohler ----- * ----- Michael J. Murray	Director  Director  Director  Director
*By: /s/ TIMOTHY J. CUNNINGHAM ----- Timothy J. Cunningham, Attorney-in-Fact	

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Restated as of February 28, 2001) (incorporated herein by reference to Exhibit 10.15 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 30, 2000 (File No. 0-27975))

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