

ELOYALTY CORP  
Form 8-K  
December 23, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): December 23, 2008

**eLOYALTY CORPORATION**

(Exact Name of Registrant as Specified in Charter)

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

**0-27975**  
(Commission File Number)

**36-4304577**  
(IRS Employer  
  
Identification No.)

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150 Field Drive, Suite 250, Lake Forest, Illinois  
(Address of Principal Executive Offices)

60045  
(Zip Code)

Registrant's telephone number, including area code: (847) 582-7000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition**

The following information, including the exhibit described below, shall not be deemed filed hereunder for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On December 23, 2008, eLoyalty provides fourth quarter 2008 business update and announces the suspension of the semi-annual dividend on its 7% Series B convertible preferred stock. A copy of the press release announcing the Company's fourth quarter 2008 business update is included as Exhibit 99.1 to this Form 8-K report and is incorporated by reference.

**Item 9.01 Financial Statements and Exhibits**

(a) and (b) not applicable

(c) Exhibit Index:

99.1 Press Release, dated December 23, 2008, eLoyalty provides fourth quarter 2008 business update.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**eLOYALTY CORPORATION**

Date: December 23, 2008

By: /S/ CHRIS MIN  
*Vice President, Chief Financial Officer and Corporate Secretary*

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release, dated December 23, 2008, eLoyalty provides fourth quarter 2008 business update.