

Edgar Filing: MOTIVE INC - Form SC 13G/A

MOTIVE INC
Form SC 13G/A
February 13, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)
(Amendment No. 1*)

Motive, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

61980V107

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Accel V Associates L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5	SOLE VOTING POWER 0 shares
6	SHARED VOTING POWER 0 shares.
7	SOLE DISPOSITIVE POWER 0 shares.
8	SHARED DISPOSITIVE POWER 0 shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Accel Internet/Strategic Technology Fund L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares.
	6	SHARED VOTING POWER 0 shares.
	7	SOLE DISPOSITIVE POWER 0 shares.
	8	SHARED DISPOSITIVE POWER 0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Accel Internet/Strategic Technology Fund Associates L.L.C.
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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	5	SOLE VOTING POWER 0 shares.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
	6	SHARED VOTING POWER 0 shares.
	7	SOLE DISPOSITIVE POWER 0 shares.
	8	SHARED DISPOSITIVE POWER 0 shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
12	TYPE OR REPORTING PERSON	

CUSIP NO. 61980V107

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1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Accel Keiretsu V L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

	5	SOLE VOTING POWER 0 shares.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		

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6		SHARED VOTING POWER 0 shares.

7		SOLE DISPOSITIVE POWER 0 shares.

8		SHARED DISPOSITIVE POWER 0 shares.

9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12		TYPE OR REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Accel Keiretsu V Associates L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5		SOLE VOTING POWER 0 shares.

6		SHARED VOTING POWER 0 shares.

7		SOLE DISPOSITIVE POWER 0 shares.

8		SHARED DISPOSITIVE POWER 0 shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

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 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

 12 TYPE OR REPORTING PERSON

 CUSIP NO. 61980V107

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 1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Accel Investors '97 L.P.

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	5	SOLE VOTING POWER 0 shares.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		

 6 SHARED VOTING POWER
 0 shares.

 7 SOLE DISPOSITIVE POWER
 0 shares.

 8 SHARED DISPOSITIVE POWER
 0 shares.

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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12 TYPE OR REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Accel VII L.P. ("A7")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH REPORTING
 PERSON
 WITH

5

SOLE VOTING POWER
 439,332 shares, except that Accel VII Associates L.
 general partner of A7, may be deemed to have sole p
 shares, and James W. Breyer ("Breyer"), Arthur C. P
 ("Patterson"), Theresia Gouw Ranzetta ("Ranzetta"),
 ("Swartz") and J. Peter Wagner ("Wagner"), the mana
 A7A, may be deemed to have shared power to vote the

6

SHARED VOTING POWER
 See response to row 5.

7

SOLE DISPOSITIVE POWER
 439,332 shares, except that A7A, the general partne
 deemed to have sole power to dispose of these share
 Patterson, Ranzetta, Swartz and Wagner, the managin
 may be deemed to have shared power to dispose of th

8

SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

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1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Accel VII Associates L.L.C. ("A7A")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH REPORTING
 PERSON
 WITH

5

SOLE VOTING POWER
 439,332 shares, all of which are directly owned by
 general partner of A7, may be deemed to have sole p
 shares, and Breyer, Patterson, Ranzetta, Swartz and
 managing members of A7A, may be deemed to have shar
 these shares.

6

SHARED VOTING POWER
 See response to row 5.

7

SOLE DISPOSITIVE POWER
 439,332 shares, all of which are directly owned by
 general partner of A7, may be deemed to have sole p
 these shares, and Breyer, Patterson, Ranzetta, Swar
 managing members of A7A, may be deemed to have shar
 of these shares.

8

SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

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1

NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Accel Internet Fund III L.P. ("AIF3")

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH REPORTING
 PERSON
 WITH

5

SOLE VOTING POWER
 109,833 shares, except that Accel Internet Fund III
 ("AIF3A"), the general partner of AIF3, may be deem
 power to vote these shares, and Breyer, Patterson,
 and Wagner, the managing members of AIF3A, may be d
 shared power to vote these shares.

6

SHARED VOTING POWER
 See response to row 5.

7

SOLE DISPOSITIVE POWER
 109,833 shares, except that AIF3A, the general part
 deemed to have sole power to dispose of these share
 Patterson, Ranzetta, Swartz and Wagner, the managin
 may be deemed to have shared power to dispose of th

8

SHARED DISPOSITIVE POWER
 See response to row 7.

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12

TYPE OR REPORTING PERSON

CUSIP NO. 61980V107

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1

NAME OF REPORTING

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SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Accel Internet Fund III Associates L.L.C. ("AIF3A")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 109,833 shares, all of which are directly owned by general partner of AIF3, may be deemed to have sole these shares, and Breyer, Patterson, Ranzetta, Swan managing members of AIF3A, may be deemed to have sh these shares.
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6	SHARED VOTING POWER See response to row 5.
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7	SOLE DISPOSITIVE POWER 109,833 shares, all of which are directly owned by general partner of AIF3, may be deemed to have sole of these shares, and Breyer, Patterson, Ranzetta, S the managing members of AIF3A, may be deemed to hav dispose of these shares.
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8	SHARED DISPOSITIVE POWER See response to row 7.
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

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1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Accel Investors '99 L.P. ("AI99")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 54,314 shares, except that Breyer, Patterson, Ranze Wagner, the general partners of AI99, may be deemed power to vote these shares.
	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 54,314 shares, except that Breyer, Patterson, Ranze Wagner, the general partners of AI99, may be deemed power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OR REPORTING PERSON

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1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Homestake Partners L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares.
		6	SHARED VOTING POWER 0 shares.
		7	SOLE DISPOSITIVE POWER 0 shares.
		8	SHARED DISPOSITIVE POWER 0 shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
12	TYPE OF REPORTING PERSON		

CUSIP NO. 61980V107

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1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
ACP Family Partnership L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares.
		6	SHARED VOTING POWER 0 shares.
		7	SOLE DISPOSITIVE POWER 0 shares.

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8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Ellmore C. Patterson Partners ("ECPP")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER
17,990 shares, except that Patterson, the general p
may be deemed to have sole power to vote these shar

6 SHARED VOTING POWER
0 shares.

7 SOLE DISPOSITIVE POWER
17,990 shares, except that Patterson is the general
and may be deemed to have sole power to dispose of

8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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12 TYPE OF REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 James W. Breyer ("Breyer")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH REPORTING
 PERSON
 WITH

5 SOLE VOTING POWER
 0 shares.

6 SHARED VOTING POWER
 603,479 shares, 439,332 of which are shares directly
 109,833 are shares directly owned by AIF3, and 54,332
 directly owned by AI99. Breyer is a managing member
 general partner of A7, a managing member of AIF3A,
 of AIF3 and a general partner of AI99, and may be d
 shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 0 shares.

8 SHARED DISPOSITIVE POWER
 603,479 shares, 439,332 of which are shares directly
 109,833 are shares directly owned by AIF3, and 54,332
 directly owned by AI99. Breyer is a managing member
 general partner of A7, a managing member of AIF3A,
 of AIF3 and a general partner of AI99, and may be d
 shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING PERSONS
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Luke B. Evnin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

5

SOLE VOTING POWER
0 shares.

6

SHARED VOTING POWER
0 shares.

7

SOLE DISPOSITIVE POWER
0 shares.

8

SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING PERSONS
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Eugene D. Hill, III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,539 shares.
	6	SHARED VOTING POWER 0 shares.
	7	SOLE DISPOSITIVE POWER 1,539 shares.
	8	SHARED DISPOSITIVE POWER 0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 61980V107

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1 NAME OF REPORTING PERSONS
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Arthur C. Patterson ("Patterson")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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U.S. Citizen

5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 22,984 shares, of which 17,990 are shares directly Patterson is the general partner of ECPP and may be sole power to vote these shares.
6		SHARED VOTING POWER 603,479 shares, of which 439,332 are shares directl 109,833 are shares directly owned by AIF3, and 54,3 directly owned by AI99. Patterson is a managing me general partner of A7, a managing member of AIF3A, of AIF3 and a general partner of AI99 and may be de power to vote these shares.
7		SOLE DISPOSITIVE POWER 22,984 shares, of which 17,990 are shares directly Patterson is the general partner of ECPP and may be sole power to dispose of these shares.
8		SHARED DISPOSITIVE POWER 603,479 shares, of which 439,332 are shares directl 109,833 are shares directly owned by AIF3, and 54,3 directly owned by AI99. Patterson is a managing me general partner of A7, a managing member of AIF3A, of AIF3 and a general partner of AI99 and may be de power to dispose of these shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING PERSON	

CUSIP NO. 61980V107

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1 NAME OF REPORTING PERSONS
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Theresa Gouw Ranzetta ("Ranzetta")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
	5	SOLE VOTING POWER 0 shares.
	6	SHARED VOTING POWER 603,479 shares, of which 439,332 are shares directly owned by AIF3 and 54,311 are shares directly owned by AI99. Ranzetta is a managing member of A7 and a managing member of AIF3 and a general partner of AI99 and m have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares.
	8	SHARED DISPOSITIVE POWER 603,479 shares, of which 439,332 are shares directly owned by AIF3 and 54,311 are shares directly owned by AI99. Ranzetta is a managing member of A7 and a managing member of AIF3 and a general partner of AI99 and m have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

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1 NAME OF REPORTING PERSONS
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
James R. Swartz ("Swartz")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: MOTIVE INC - Form SC 13G/A

U.S. Citizen

NUMBER OF SHARES	5	SOLE VOTING POWER 0 shares.
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 603,479 shares, of which 439,332 are shares directly 109,833 are shares directly owned by AIF3, and 54,3 directly owned by AI99. Swartz is a managing membe general partner of A7, a managing member of AIF3A, of AIF3 and a general partner of AI99 and may be de power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares.
	8	SHARED DISPOSITIVE POWER 603,479 shares, of which 439,332 are shares directl 109,833 are shares directly owned by AIF3, and 54,3 directly owned by AI99. Swartz is a managing membe general partner of A7, a managing member of AIF3A, of AIF3 and a general partner of AI99 and may be de power to dispose of these shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING PERSON	

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1 NAME OF REPORTING PERSONS
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
J. Peter Wagner ("Wagner")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 692 shares.
	6	SHARED VOTING POWER 603,479 shares, 439,332 of which are shares directly 109,833 are shares directly owned by AIF3, and 54,332 directly owned by AI99. Wagner is a managing member general partner of AIF3 and a general partner of AIF3A, deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 692 shares.
	8	SHARED DISPOSITIVE POWER 603,479 shares, 439,332 of which are shares directly 109,833 are shares directly owned by AIF3, and 54,332 directly owned by AI99. Wagner is a managing member general partner of A7, a managing member of AIF3A, of AIF3 and a general partner of AI99, and may be deemed to shared power to dispose of these shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING PERSON	

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This Amendment No. 1 amends the statement on Schedule 13G filed by Accel V L.P., Accel V Associates L.L.C., Accel Keiretsu V L.P., Accel Keiretsu V Associates, L.L.C., Accel Investors '97 L.P., Accel Internet/Strategic Technology Fund L.P., Accel Internet/Strategic Technology Fund Associates L.L.C., Accel VII L.P., Accel VII Associates L.L.C., Accel Internet Fund III L.P., Accel Internet Fund III Associates, L.L.C., Accel Investors '99 L.P., ACP Family Partnership L.P., Homestake Partners L.P., James W. Breyer, Luke B. Evnin, Eugene D. Hill, III, Arthur C. Patterson, Theresia Gow Ranzetta, James R. Swartz and J. Peter Wagner. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 1.

ITEM 2(a). NAME OF PERSONS FILING:

This Statement is filed by Accel V L.P. ("A5"), Accel V Associates L.L.C. ("A5A"), Accel Keiretsu V L.P. ("AK5"), Accel Keiretsu V Associates, L.L.C. ("AK5A"), Accel Investors '97 L.P. ("AI97"), Accel Internet/Strategic Technology Fund L.P. ("AISTF"), Accel Internet/Strategic Technology Fund Associates L.L.C. ("AISTFA"), Accel VII L.P. ("A7"), Accel VII Associates L.L.C. ("A7A"), Accel Internet

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Fund III L.P. ("AIF3"), Accel Internet Fund III Associates, L.L.C. ("AIF3A"), Accel Investors '99 L.P. ("AI99"), ACP Family Partnership L.P. ("ACFPF"), Homestake Partners L.P. ("HP"), Ellmore C. Patterson Partners ("ECPP"), James W. Breyer ("Breyer"), Luke B. Evin ("Evin"), Eugene D. Hill, III ("Hill"), Arthur C. Patterson ("Patterson"), Theresia Gouw Ranzetta ("Ranzetta"), James R. Swartz ("Swartz") and J. Peter Wagner ("Wagner"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

A5A, the general partner of A5, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by A5. AK5A, the general partner of AK5, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by AK5. AISTFA, the general partner of AISTF, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by AISTF. A7A, the general partner of A7, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by A7. AIF3A, the general partner of AIF3, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by AIF3. ACFPF, HP, Breyer, Evin, Hill, Patterson, Swartz and Wagner are managing members of A5A and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by A5. Breyer, Patterson and Swartz are managing members of AK5A and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by AK5. ACFPF, HP, Breyer, Evin, Hill, Patterson, Swartz and Wagner are managing members of AISTFA and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by AISTF. Breyer, Patterson, Ranzetta, Swartz and Wagner are managing members of A7A and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by A7. Breyer, Patterson, Ranzetta, Swartz and Wagner are managing members of AIF3A and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by AIF3. Breyer, Patterson, Swartz and Wagner are general partners of AI97 and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by AI97. Breyer, Patterson, Ranzetta, Swartz and Wagner are general partners of AI99 and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by AI99. Patterson is the general partner of ECPP and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by ECPP.

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ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of the principal business office for each of the Reporting Persons is:

Accel Partners
428 University Avenue
Palo Alto, CA 94301

ITEM 2(c) CITIZENSHIP:

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A5, AK5, AI97, AISTF, A7, AIF3, AI99, HP and ECPP are Delaware limited partnerships, ACPFP is a California limited partnership, A5A, AK5A, AISTFA, A7A and AIF3A are Delaware limited liability companies and Breyer, Evnin, Hill, Patterson, Ranzetta, Swartz and Wagner are United States citizens.

ITEM 4.

OWNERSHIP:

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2005:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: Yes

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2006

Entities:

Accel V L.P.

Accel V Associates L.L.C.

Accel Internet/Strategic
Technology Fund L.P.

By: /s/ Tracy L. Sedlock

Tracy L. Sedlock, Attorney-in-fact
for above-listed entities

Accel Internet/Strategic Technology
Fund Associates L.L.C.

Accel Keiretsu V L.P.

Accel Keiretsu V Associates L.L.C.

Accel Investors '97 L.P.

ACP Family Partnership L.P.

Ellmore C. Patterson Partners

Homestake Partners L.P.

Accel VII L.P.

Accel VII Associates L.L.C.

Accel Internet Fund III L.P.

Accel Internet Fund III Associates L.L.C.

Accel Investors '99 L.P.

Individuals:

James W. Breyer

Luke B. Evin

Eugene D. Hill, III

By: /s/ Tracy L. Sedlock

Tracy L. Sedlock, Attorney-in-fact
for above-listed individuals

Arthur C. Patterson

Theresa G. Ranzetta

James R. Swartz

J. Peter Wagner

EXHIBIT INDEX

Exhibit -----	Found on Sequentially Numbered Page -----
Exhibit A: Agreement of Joint Filing	28
Exhibit B: Reference to Tracy L. Sedlock as Attorney-in-Fact	29

EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Motive, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Entities:

Accel V L.P.

Accel V Associates L.L.C.

Accel Internet/Strategic
Technology Fund L.P.

Accel Internet/Strategic
Technology Fund Associates L.L.C.

Accel Keiretsu V L.P.

Accel Keiretsu V Associates L.L.C.

Accel Investors '97 L.P.

ACP Family Partnership L.P.

Ellmore C. Patterson Partners

Homestake Partners L.P.

Accel VII L.P.

Accel VII Associates L.L.C.

Accel Internet Fund III L.P.

Accel Internet Fund III Associates L.L.C.

By: /s/ Tracy L. Sedlock

Tracy L. Sedlock, Attorney-in-fact
for above-listed entities

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Accel Investors '99 L.P.
Individuals:

James W. Breyer

Luke B. Evin

Eugene D. Hill, III

By: /s/ Tracy L. Sedlock

Arthur C. Patterson

Tracy L. Sedlock, Attorney-in-fact
for above-listed individuals

Theresa G. Ranzetta

James R. Swartz

J. Peter Wagner

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EXHIBIT B

REFERENCE TO TRACY L. SEDLOCK AS ATTORNEY-IN-FACT

Tracy L. Sedlock has signed the enclosed documents as Attorney-In-Fact. Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.