

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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CUSIP NO. 61980V107

13 G

Page 2 of 2

1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Accel 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  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH  
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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# Edgar Filing: MOTIVE INC - Form SC 13G/A

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  
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

13 G

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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                                                                                                                                             |                                                                                  |
|                     | 5                                                                                                                                                    | SOLE VOTING POWER<br>0 shares.                                                   |
|                     |                                                                                                                                                      | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH REPORTING<br>PERSON<br>WITH |
|                     | 6                                                                                                                                                    | SHARED VOTING POWER<br>0 shares.                                                 |
|                     | 7                                                                                                                                                    | SOLE DISPOSITIVE POWER<br>0 shares.                                              |
|                     | 8                                                                                                                                                    | SHARED DISPOSITIVE POWER<br>0 shares.                                            |
| 9                   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                                                                                      |                                                                                  |
| 10                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>EXCLUDES CERTAIN SHARES                                                                              |                                                                                  |
| 11                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                                                      |                                                                                  |
| 12                  | TYPE OR REPORTING PERSON                                                                                                                             |                                                                                  |
|                     |                                                                                                                                                      |                                                                                  |
| CUSIP NO. 61980V107 |                                                                                                                                                      | 13 G                                                                             |
|                     |                                                                                                                                                      | Page 5 of                                                                        |
| 1                   | NAME OF REPORTING<br>SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Accel Internet/Strategic Technology Fund Associates L.L.C.<br>Tax ID Number: |                                                                                  |
| 2                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a)                                                                                              |                                                                                  |
| 3                   | SEC USE ONLY                                                                                                                                         |                                                                                  |
| 4                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                                                                                     |                                                                                  |

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|    |                                                                                  |   |                                       |
|----|----------------------------------------------------------------------------------|---|---------------------------------------|
|    | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH REPORTING<br>PERSON<br>WITH | 5 | SOLE VOTING POWER<br>0 shares.        |
|    |                                                                                  | 6 | SHARED VOTING POWER<br>0 shares.      |
|    |                                                                                  | 7 | SOLE DISPOSITIVE POWER<br>0 shares.   |
|    |                                                                                  | 8 | SHARED DISPOSITIVE POWER<br>0 shares. |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                  |   |                                       |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>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<br>SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Accel Keiretsu V L.P. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a)                                       |
| 3 | SEC USE ONLY                                                                                  |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                              |

|                                                                                  |   |                                |
|----------------------------------------------------------------------------------|---|--------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH REPORTING<br>PERSON<br>WITH | 5 | SOLE VOTING POWER<br>0 shares. |
|----------------------------------------------------------------------------------|---|--------------------------------|

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

CUSIP NO. 61980V107

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|       |                                                                                                            |
|-------|------------------------------------------------------------------------------------------------------------|
| 1     | NAME OF REPORTING<br>SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Accel Keiretsu V Associates L.L.C. |
| <hr/> |                                                                                                            |
| 2     | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br><div style="text-align: right;">(a)</div>              |
| <hr/> |                                                                                                            |
| 3     | SEC USE ONLY                                                                                               |
| <hr/> |                                                                                                            |
| 4     | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware                                                       |
| <hr/> |                                                                                                            |

|                                                                                  |   |                                       |
|----------------------------------------------------------------------------------|---|---------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH REPORTING<br>PERSON<br>WITH | 5 | SOLE VOTING POWER<br>0 shares.        |
| <hr/>                                                                            |   |                                       |
|                                                                                  | 6 | SHARED VOTING POWER<br>0 shares.      |
| <hr/>                                                                            |   |                                       |
|                                                                                  | 7 | SOLE DISPOSITIVE POWER<br>0 shares.   |
| <hr/>                                                                            |   |                                       |
|                                                                                  | 8 | SHARED DISPOSITIVE POWER<br>0 shares. |
| <hr/>                                                                            |   |                                       |

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

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  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH  
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

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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 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.P., general partner of A7, may be deemed to have sole power to vote these shares, and James W. Breyer ("Breyer"), Arthur C. Patterson ("Patterson"), Theresia Gouw Ranzetta ("Ranzetta"), ("Swartz") and J. Peter Wagner ("Wagner"), the managing member of A7A, may be deemed to have shared power to vote these shares.

6

SHARED VOTING POWER

See response to row 5.

7

SOLE DISPOSITIVE POWER

439,332 shares, except that A7A, the general partner of A7, may be deemed to have sole power to dispose of these shares, and James W. Breyer ("Breyer"), Arthur C. Patterson, Ranzetta, Swartz and Wagner, the managing member of A7A, may be deemed to have shared 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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CUSIP NO. 61980V107

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|                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     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| 1                                                                                | NAME OF REPORTING<br>SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Accel VII Associates L.L.C. ("A7A")                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  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 |    |                                                                         |    |                                                 |    |                          |
| 2                                                                                | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                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| 3                                                                                | SEC USE ONLY                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        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      |                          |                                                                         |    |                                                                         |    |                                                                         |    |                                                 |    |                          |
| 4                                                                                | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                  |                                       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      |                          |                                                                         |    |                                                                         |    |                                                                         |    |                                                 |    |                          |
|                                                                                  | <table border="0"> <tr> <td style="vertical-align: top;">5</td> <td> <table border="0"> <tr> <td style="vertical-align: top;">NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY EACH REPORTING<br/>PERSON<br/>WITH</td> <td> <table border="0"> <tr> <td style="vertical-align: top;">5</td> <td> <table border="0"> <tr> <td>SOLE VOTING POWER</td> <td>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.</td> </tr> <tr> <td style="vertical-align: top;">6</td> <td> <table border="0"> <tr> <td>SHARED VOTING POWER</td> <td>See response to row 5.</td> </tr> <tr> <td style="vertical-align: top;">7</td> <td> <table border="0"> <tr> <td>SOLE DISPOSITIVE POWER</td> <td>439,332 shares, all of which are directly owned by general partner of A7, may be 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| 6                                                                                | <table border="0"> <tr> <td>SHARED VOTING POWER</td> <td>See response to row 5.</td> </tr> <tr> <td style="vertical-align: top;">7</td> <td> <table border="0"> <tr> <td>SOLE DISPOSITIVE POWER</td> <td>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.</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td> <table border="0"> <tr> <td>SHARED DISPOSITIVE POWER</td> <td>See response to row 7.</td> </tr> </table> </td> </tr> </table> </td> </tr> </table>                                                                                                                                                                                                                                                                                            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            |                          |                                                                         |    |                                                                         |    |                                                                         |    |                                                 |    |                          |
| SHARED VOTING POWER                                                              | See response to row 5.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              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                                                                                                                                                                                                                                                                                                   | SHARED DISPOSITIVE POWER | See response to row 7.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   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| SHARED DISPOSITIVE POWER                                                         | See response to row 7.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              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| 9                                                                                | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     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      |                          |                                                                         |    |                                                                         |    |                                                                         |    |                                                 |    |                          |
| 10                                                                               | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>EXCLUDES CERTAIN SHARES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             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      |                          |                                                                         |    |                                                                         |    |                                                                         |    |                                                 |    |                          |
| 11                                                                               | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     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| 12                                                                               | TYPE OR REPORTING PERSON                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            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CUSIP NO. 61980V107

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|    |                                                                                                                                                                                                                                                                                                                                                                                                 |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1  | NAME OF REPORTING<br>SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>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<br><br>Delaware                                                                                                                                                                                                                                                                                                                                            |
| 5  | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH REPORTING<br>PERSON<br>WITH<br><br>5<br>SOLE VOTING POWER<br>109,833 shares, except that Accel Internet Fund III ("AIF3A"), the general partner of AIF3, may be deemed to have sole power to vote these shares, and Breyer, Patterson, and Wagner, the managing members of AIF3A, may be deemed to have shared power to vote these shares. |
| 6  | SHARED VOTING POWER<br>See response to row 5.                                                                                                                                                                                                                                                                                                                                                   |
| 7  | SOLE DISPOSITIVE POWER<br>109,833 shares, except that AIF3A, the general partner of AIF3, may be deemed to have sole power to dispose of these shares, and Breyer, Patterson, Ranzetta, Swartz and Wagner, the managing members of AIF3A, may be deemed to have shared power to dispose of these shares.                                                                                        |
| 8  | SHARED DISPOSITIVE POWER<br>See response to row 7.                                                                                                                                                                                                                                                                                                                                              |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                                                                                                                                                                                                                                                                                                                                 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>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

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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.

6 SHARED VOTING POWER  
See response to row 5.

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.

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  
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<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH REPORTING<br>PERSON<br>WITH | 5      SOLE VOTING POWER<br>54,314 shares, except that Breyer, Patterson, Ranze<br>Wagner, the general partners of AI99, may be deemed<br>power to vote these shares.            |
|    |                                                                                  | 6      SHARED VOTING POWER<br>See response to row 5.                                                                                                                             |
|    |                                                                                  | 7      SOLE DISPOSITIVE POWER<br>54,314 shares, except that Breyer, Patterson, Ranze<br>Wagner, the general partners of AI99, may be deemed<br>power to dispose of these shares. |
|    |                                                                                  | 8      SHARED DISPOSITIVE POWER<br>See response to row 7.                                                                                                                        |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                  |                                                                                                                                                                                  |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>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<br>SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Homestake Partners L.P. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                                |
| 3 | SEC USE ONLY                                                                                    |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION                                                            |

(a)

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

Delaware

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

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|    |                                                                         |                                       |
|----|-------------------------------------------------------------------------|---------------------------------------|
|    | 8                                                                       | SHARED DISPOSITIVE POWER<br>0 shares. |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON         |                                       |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>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<br>SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>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<br><br>Delaware                                                           |

|    |                                                                         |                                                                                                                                     |
|----|-------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
|    | 5                                                                       | SOLE VOTING POWER<br>17,990 shares, except that Patterson, the general p<br>may be deemed to have sole power to vote these shar     |
|    | 6                                                                       | SHARED VOTING POWER<br>0 shares.                                                                                                    |
|    | 7                                                                       | SOLE DISPOSITIVE POWER<br>17,990 shares, except that Patterson is the general<br>and may be deemed to have sole power to dispose of |
|    | 8                                                                       | SHARED DISPOSITIVE POWER<br>0 shares.                                                                                               |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON         |                                                                                                                                     |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>EXCLUDES CERTAIN SHARES |                                                                                                                                     |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                         |                                                                                                                                     |

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12 TYPE OF REPORTING PERSON

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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

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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

|    |                                                                                  |   |                                                                                                                                                                                                                                                                                                                                                |
|----|----------------------------------------------------------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|    | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH REPORTING<br>PERSON<br>WITH | 5 | SOLE VOTING POWER<br>22,984 shares, of which 17,990 are shares directly<br>Patterson is the general partner of ECPP and may be<br>sole power to vote these shares.                                                                                                                                                                             |
|    |                                                                                  | 6 | SHARED VOTING POWER<br>603,479 shares, of which 439,332 are shares directl<br>109,833 are shares directly owned by AIF3, and 54,3<br>directly owned by AI99. Patterson is a managing me<br>general partner of A7, a managing member of AIF3A,<br>of AIF3 and a general partner of AI99 and may be de<br>power to vote these shares.            |
|    |                                                                                  | 7 | SOLE DISPOSITIVE POWER<br>22,984 shares, of which 17,990 are shares directly<br>Patterson is the general partner of ECPP and may be<br>sole power to dispose of these shares.                                                                                                                                                                  |
|    |                                                                                  | 8 | SHARED DISPOSITIVE POWER<br>603,479 shares, of which 439,332 are shares directl<br>109,833 are shares directly owned by AIF3, and 54,3<br>directly owned by AI99. Patterson is a managing me<br>general partner of A7, a managing member of AIF3A,<br>of AIF3 and a general partner of AI99 and may be de<br>power to dispose of these shares. |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                  |   |                                                                                                                                                                                                                                                                                                                                                |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>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  
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<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH REPORTING<br>PERSON<br>WITH | 5                                                                       | SOLE VOTING POWER<br>0 shares.                                                                                                                                                                                                                                                                                                                              |
|                                                                                  | 6                                                                       | SHARED VOTING POWER<br>603,479 shares, of which 439,332 are shares directl<br>109,833 are shares directly owned by AIF3 and 54,31<br>directly owned by AI99. Ranzetta is a managing mem<br>general partner of A7 and a managing member of AIF3<br>partner of AIF3 and a general partner of AI99 and m<br>have shared power to vote these shares.            |
|                                                                                  | 7                                                                       | SOLE DISPOSITIVE POWER<br>0 shares.                                                                                                                                                                                                                                                                                                                         |
|                                                                                  | 8                                                                       | SHARED DISPOSITIVE POWER<br>603,479 shares, of which 439,332 are shares directl<br>109,833 are shares directly owned by AIF3 and 54,31<br>directly owned by AI99. Ranzetta is a managing mem<br>general partner of A7 and a managing member of AIF3<br>partner of AIF3 and a general partner of AI99 and m<br>have shared power to dispose of these shares. |
| 9                                                                                | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON         |                                                                                                                                                                                                                                                                                                                                                             |
| 10                                                                               | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>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

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U.S. Citizen

|    |                                                                                  |   |                                                                                                                                                                                                                                                                                                                                                |
|----|----------------------------------------------------------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|    | NUMBER OF<br>SHARES<br>BENEFICIALLY OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5 | SOLE VOTING POWER<br>0 shares.                                                                                                                                                                                                                                                                                                                 |
|    |                                                                                  | 6 | SHARED VOTING POWER<br>603,479 shares, of which 439,332 are shares directly<br>109,833 are shares directly owned by AIF3, and 54,3<br>directly owned by AI99. Swartz is a managing membe<br>general partner of A7, a managing member of AIF3A,<br>of AIF3 and a general partner of AI99 and may be de<br>power to vote these shares.           |
|    |                                                                                  | 7 | SOLE DISPOSITIVE POWER<br>0 shares.                                                                                                                                                                                                                                                                                                            |
|    |                                                                                  | 8 | SHARED DISPOSITIVE POWER<br>603,479 shares, of which 439,332 are shares directl<br>109,833 are shares directly owned by AIF3, and 54,3<br>directly owned by AI99. Swartz is a managing membe<br>general partner of A7, a managing member of AIF3A,<br>of AIF3 and a general partner of AI99 and may be de<br>power to dispose of these shares. |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                  |   |                                                                                                                                                                                                                                                                                                                                                |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>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<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH REPORTING<br>PERSON<br>WITH | 5                                                                       | SOLE VOTING POWER<br>692 shares.                                                                                                                                                                                                                                                                                                                       |
|                                                                                  | 6                                                                       | SHARED VOTING POWER<br>603,479 shares, 439,332 of which are shares directly<br>109,833 are shares directly owned by AIF3, and 54,3<br>directly owned by AI99. Wagner is a managing membe<br>general partner of AIF3 and a general partner of AI<br>deemed to have shared power to vote these shares.                                                   |
|                                                                                  | 7                                                                       | SOLE DISPOSITIVE POWER<br>692 shares.                                                                                                                                                                                                                                                                                                                  |
|                                                                                  | 8                                                                       | SHARED DISPOSITIVE POWER<br>603,479 shares, 439,332 of which are shares directly<br>109,833 are shares directly owned by AIF3, and 54,3<br>directly owned by AI99. Wagner is a managing membe<br>general partner of A7, a managing member of AIF3A,<br>of AIF3 and a general partner of AI99, and may be d<br>shared power to dispose of these shares. |
| 9                                                                                | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON         |                                                                                                                                                                                                                                                                                                                                                        |
| 10                                                                               | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>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 Gouw 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

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

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. Evnin ("Evnin"), 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. ACPFP, HP, Breyer, Evnin, 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. ACPFP, HP, Breyer, Evnin, 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. Evnin

Eugene D. Hill, III

By: /s/ Tracy L. Sedlock

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

Arthur C. Patterson

Theresia G. Ranzetta

James R. Swartz

J. Peter Wagner

EXHIBIT INDEX

| Exhibit<br>-----                                             | Found on<br>Sequentially<br>Numbered Page<br>----- |
|--------------------------------------------------------------|----------------------------------------------------|
| 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. Evnin

Eugene D. Hill, III

By: /s/ Tracy L. Sedlock

Arthur C. Patterson

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

Theresia 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.