MOTIVE INC Form SC 13G February 14, 2005

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. ___) *

Motive, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
61980V107
(CUSIP Number)
December 31, 2004
(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)
[X] 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. IDENTIF: Accel V L.P		O. OF ABOVE PERSON	N	
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1	NAME OF REPORTING SS OR I.R.S. IDENTIFIC Accel Keirets		("AK5")	
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39,251 shares, except that Breyer, Evnin, Hill, Pat Wagner, the general partners of AI97, may be deemed

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NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 0 shares.	
NED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 766,212 shares, of which 641,91 85,045 are shares directly ownedirectly owned by AI97. Evnin general partner of A5, a managing partner of AISTF and a general have shared power to vote these	ed by AISTF and 39,25 is a managing member ing member of AISTFA, partner of AI97, and
	REPORTING PERSON CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA PERCENT OF CLASS REF TYPE OF REPORTING PERSON NAME OF REPORTING PERSON NAME OF REPORTING PERSON CHECK THE APPROPRIATE SEC USE ONLY CITIZENSHIP OR PLACE U.S. Citize NUMBER OF SHARES BENEFICIALLY NED BY EACH REPORTING PERSON	REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY TYPE OF REPORTING PERSON NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATION NO. Luke B. Evnin ("Evnin" CHECK THE APPROPRIATE BOX IF A SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZ U.S. Citizen NUMBER OF SHARES BENEFICIALLY	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 TYPE OF REPORTING PERSON SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS Luke B. Evnin ("Evnin") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen NUMBER OF 5 SOLE VOTING POWER SHARES 0 shares. BENEFICIALLY NUMBER OF 5 SOLE VOTING POWER OF SHARES 0 shares. BENEFICIALLY NED BY EACH REPORTING PERSON 6 SHARED VOTING POWER 766,212 shares, of which 641,91 85,045 are shares directly owned by A197. Evnin general partner of A5, a memagi partner of A1SIF and a general

SOLE DISPOSITIVE POWER

		0 shares.		
	8	SHARED DISPOSITIVE POWER 766,212 shares, of which 641,916 are shares direct 85,045 are shares directly owned by AISTF and 39, directly owned by AI97. Evnin is a managing membe partner of A5, a managing member of AISTFA, the grant of AISTF and a general partner of AI97, and may be depower to dispose of these shares.		
9	AGGREGATE AMOUNT BENEFICIA	LLY OWNED BY EACH		
10	CHECK BOX IF THE AGGREGATE EXCLUDES CERTAIN SHARES	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CLASS REPRESENT	ED BY AMOUNT IN ROW 9		
12	TYPE OF REPORTING PERSON			
	61 98 NV 1 N 7			
	. 61980V107 	13 G Page 18		
CUSIP NO	NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATIO Eugene D. Hill, I	N NO. OF ABOVE PERSONS		
	NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATION	N NO. OF ABOVE PERSONS		
1	NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATIO Eugene D. Hill, I	N NO. OF ABOVE PERSONS II ("Hill") IF A MEMBER OF A GROUP		
12	NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATIO Eugene D. Hill, I	N NO. OF ABOVE PERSONS II ("Hill") IF A MEMBER OF A GROUP (a) []		
1 2 3	NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATIO Eugene D. Hill, I CHECK THE APPROPRIATE BOX SEC USE ONLY CITIZENSHIP OR PLACE OF OF U.S. Citizen	N NO. OF ABOVE PERSONS II ("Hill") IF A MEMBER OF A GROUP (a) [] GANIZATION		

partner of A5, a managing member of AISTFA, the gen AISTF and a general partner of AI97, and may be dee

power to vote these shares.

	7	SOLE DISPOSITIVE POWER 0 shares.	
	8	SHARED DISPOSITIVE POWER 766,212 shares, of which 64 85,045 are shares directly directly owned by AI97. Hil partner of A5, a managing mAISTF and a general partner power to dispose of these s	owned by AISTF and 39,25 of is a managing member of member of AISTFA, the gen of AI97, and may be deep
9	AGGREGATE AMOUNT BENEFICIALLY REPORTING PERSON		
10	CHECK BOX IF THE AGGREGATE AN EXCLUDES CERTAIN SHARES	MOUNT IN ROW (9)	
11	PERCENT OF CLASS REPRESENTED		
12	TYPE OF REPORTING PERSON		
CUSIP NO	. 61980V107	13 G	Page 19 c
1	NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATION N Arthur C. Patterson		
2	CHECK THE APPROPRIATE BOX IF	A MEMBER OF A GROUP	(a) []
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANUS. Citizen	NIZATION	
	NUMBER OF 5	SOLE VOTING POWER	the general partner of

PERSON WITH	6	SHARED VOTING POWER 1,403,218 shares, of which 641,916 a 85,045 are shares directly owned by owned by AK5, 39,251 are shares directly shares directly owned by A7, 109,833 AIF3, and 54,314 are shares directly managing member of A5A, the general of AISTFA, the general partner of AI	AISTF, 33,527 a ectly owned by A B are shares dir owned by AI99.
		the general partner of AK5, a general member of A7A, the general partner of the general partner of AIF3 and a general deemed to have shared power to vote	al partner of AI of A7, a managin eneral partner o
	7	SOLE DISPOSITIVE POWER 17,990 shares. Patterson is the gen deemed to have sole power to dispose	-
	8	SHARED DISPOSITIVE POWER 1,403,218 shares, of which 641,916 a 85,045 are shares directly owned by owned by AK5, 39,251 are shares directly shares directly owned by A7, 109,833 AIF3, and 54,314 are shares directly managing member of A5A, the general of AISTFA, the general partner of AI the general partner of AK5, a genera member of A7A, the general partner of the general partner of AIF3 and a ge deemed to have shared power to dispone	AISTF, 33,527 a ectly owned by A are shares dir owned by AI99. partner of A5, a managing al partner of AI of A7, a managing eneral partner o
9 AGGREGATE AMOUNT BENE REPORTING PERSON	FICIALLY C	OWNED BY EACH	
10 CHECK BOX IF THE AGGR EXCLUDES CERTAIN SHAR		JNT IN ROW (9)	
11 PERCENT OF CLASS REPR	ESENTED BY	AMOUNT IN ROW 9	
TYPE OF REPORTING PER	SON		
CUSIP NO. 61980V107		13 G	Page 20 o

1	NAME OF REPORTING PE SS OR I.R.S. IDENTIF Theresia Go	CATION NO	O. OF ABOVE PERSONS ta ("Ranzetta")		
2	CHECK THE APPROPRIAT		A MEMBER OF A GROUP		
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen				
4					
	NUMBER OF SHARES	5	SOLE VOTING POWER 0 shares.		
OWNEI	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER 603,479 shares, of which 439,332 are shares directl 109,833 are shares directly owned by AIF3 and 54,31 directly owned by AI99. Ranzetta is a managing memb general partner of A7 and a managing member of AIF3 partner 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 directl 109,833 are shares directly owned by AIF3 and 54,31 directly owned by AI99. Ranzetta is a managing member general partner of A7 and a managing member of AIF3 partner of AIF3 and a general partner of AI99 and managed have shared power to dispose of these shares.		
9	AGGREGATE AMOUNT BEN	EFICIALLY	OWNED BY EACH		
10	CHECK BOX IF THE AGG		OUNT IN ROW (9)		
11	PERCENT OF CLASS REP	RESENTED E	3Y AMOUNT IN ROW 9		
12	TYPE OF REPORTING PE	TYPE OF REPORTING PERSON			

CUSIP NO	0. 61980V107 		13 G	Page 21 (
1			•			
2	CHECK THE APPROPR	IATE BOX IF	A MEMBER OF A GROUP	(a) []		
3	SEC USE ONLY					
4	CITIZENSHIP OR PLA U.S. Cit:		IZATION			
	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 0 shares.			
	OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 1,403,218 shares, of which 64 85,045 are shares directly ow owned by AK5, 39,251 are shares directly owned by A7, AIF3, and 54,314 are shares d managing member of A5A, the gof AISTFA, the general partne the general partner of AK5, a member of A7A, the general pathe general partner of AIF3 a deemed to have shared power to	ned by AISTF, 33,527 are directly owned by AI 109,833 are shares directly owned by AI 99. eneral partner of A5, r of AISTF, a managing general partner of AI rtner of A7, a managing da general partner of AI artner of A7, a managing da general partner of A7.		
		7	SOLE DISPOSITIVE POWER 0 shares.			
		8	SHARED DISPOSITIVE POWER 1,403,218 shares, of which 64 85,045 are shares directly owned by AK5, 39,251 are shares directly owned by A7, AIF3, and 54,314 are shares directly owned by A7, AIF3, and	ned by AISTF, 33,527 ares directly owned by AISTF, 109,833 are shares directly owned by AI99. eneral partner of A5, r of AISTF, a managing general partner of AI rtner of A7, a managir nd a general partner of AI p		

	REPORTING PERSON			
10	CHECK BOX IF THE AGGRE		JT IN ROW (9)	
11	PERCENT OF CLASS REPRE	SENTED BY	AMOUNT IN ROW 9	
12	TYPE OF REPORTING PERS	SON		
CUCID NO. 61	0.001.07		 13 G	
CUSIP NO. 61				Page 22 o
1	NAME OF REPORTING PERS SS OR I.R.S. IDENTIFIC J. Peter Wagn	CATION NO.		
2	CHECK THE APPROPRIATE	BOX IF A M	MEMBER OF A GROUP	(a) []
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE C	F ORGANIZ <i>F</i>	ATION	
F	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 0 shares.	
	BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 1,369,691 shares, of which 641, 85,045 are shares directly owned owned by AI97, 439,332 are shares directly owned by AIF3, AI99. Wagner is a managing memba managing member of AISTFA, the partner of AI97, a managing memba managing member of AIF3A, the partner of AI99 and may be deem shares	d by AISTF, 39,251 are sdirectly owned by and 54,314 are share ber of A5A, the gene e general partner of ber of A7A, the gene general partner of ed to have shared po
		7	SOLE DISPOSITIVE POWER 0 shares.	

SHARED DISPOSITIVE POWER

1,369,691 shares, of which 641,916 are shares direct
85,045 are shares directly owned by AISTF, 39,251 a
owned by AI97, 439,332 are shares directly owned by
shares directly owned by AIF3, and 54,314 are share
AI99. Wagner is a managing member of A5A, the gener
managing member of AISTFA, the general partner of A
partner of AI97, a managing member of A7A, the gener
a managing member of AIF3A, the general partner of
partner of AI99 and may be deemed to have shared po

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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ITEM 1(a). NAME OF ISSUER:

Motive, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

12515 Research Blvd., Building 5 Austin, TX 78759-2247

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 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. ("ACPFP"), Homestake Partners L.P. ("HP"), 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.

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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:

A5, AK5, AI97, AISTF, A7, AIF3, AI99 and HP 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 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

CUSIP # 61980V107

ITEM 3. Not Applicable

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, 2004:

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(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:

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Under certain circumstances set forth in the partnership agreements of A5, AK5, AI97, AISTF, A7, AIF3 and AI99 and the limited liability company agreements of A5A, AK5A, AISTFA, A7A and AIF3A, the general partners, limited partners, or members as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a general partner, limited partner, or member.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT

HOLDING COMPANY:

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable

ITEM 10. CERTIFICATION:

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2005

Entities:

Accel V L.P.

Accel Keiretsu V L.P.

Accel Investors `97 L.P.

Accel Internet/Strategic Technology Fund L.P.

Accel VII L.P.

Accel Internet Fund III L.P.

Accel Investors `99 L.P.

Accel V Associates L.L.C.

Accel Keiretsu V Associates, L.L.C.

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

Accel VII Associates L.L.C.

Accel Internet Fund III Associates L.L.C.

ACP Family Partnership L.P.

Homestake Partners L.P.

Individuals:

James W. Breyer Luke B. Evnin Eugene D. Hill, III By: /s/ Tracy L. Sedlock

Tracy L. Sedlock, Attorney for above-listed entities

Arthur C. Patterson Theresia Gouw Ranzetta James R. Swartz

James R. Swartz J. Peter Wagner By: /s/ Tracy L. Sedlock

Tracy L. Sedlock, Attorney-

for above-listed individual

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EXHIBIT INDEX

	Found on
	Sequentially
Exhibit	Numbered Page
Exhibit A: Agreement of Joint Filing	29
Exhibit B: Reference to Tracy L. Sedlock	as Attorney-in-Fact 30

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EXHIBIT A

Agreement of Joint Filing

The Reporting Persons have agreed 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 Reporting Persons. Note that a copy of the applicable Agreement of Joint Filing is already on file with the appropriate agencies.

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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.