

Edgar Filing: MOTIVE INC - Form SC 13G

MOTIVE INC
Form SC 13G
February 11, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

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)
 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)

Page 1 of 27
Exhibit Index on Page 23

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CUSIP NO. 61980V107

13G

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Austin Ventures V, L.P. ("AV V")
Tax ID Number:

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5	SOLE VOTING POWER 1,602,460 shares, except that AV Partners V, L.P. (general partner of AV V, may be deemed to have sold these shares, and Joseph C. Aragona ("Aragona"), Ke ("DeAngelis"), Jeffery C. Garvey ("Garvey"), John D. ("Thornton") and Blaine F. Wesner ("Wesner"), the g AVP V, may be deemed to have shared power to vote t
---	--

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
1,602,460 shares, except that AVP V, the general pa be deemed to have sole power to dispose of these sh DeAngelis, Garvey, Thornton and Wesner, the general may be deemed to have shared power to dispose of th

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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12 TYPE OF REPORTING PERSON*

CUSIP NO. 61980V107 13G

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Austin Ventures V Affiliates Fund, L.P. ("AV V A")
Tax ID Number:

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
80,135 shares, except that AVP V, the general partner, shall be deemed to have sole power to vote these shares, and DeAngelis, Garvey, Thornton and Wesner, the general partners, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
80,135 shares, except that AVP V, the general partner, shall be deemed to have sole power to dispose of these shares, and DeAngelis, Garvey, Thornton and Wesner, the general partners, 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

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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

13G

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
AV Partners V, L.P. ("AVP V")
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

SOLE VOTING POWER
1,682,595 shares, of which 1,602,460 are directly o
80,135 are directly owned by AV V A. AVP V, the ge
AV V and AV V A, may be deemed to have the sole pow
shares, and Aragona, DeAngelis, Garvey, Thornton an
general partners of AVP V, may be deemed to have sh
these shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
1,682,595 shares, of which 1,602,460 are directly o
80,135 are directly owned by AV V A. AVP V, the gen

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V and AV V A, may be deemed to have the sole power shares, and Aragona, DeAngelis, Garvey, Thornton and general partners of AVP V, may be deemed to have the sole 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 OF REPORTING PERSON*

CUSIP NO. 61980V107

13G

1 NAME OF REPORTING PERSON
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Austin Ventures VI, L.P. ("AV VI")
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF SHARES 1,595,547 shares, except that AV Partners VI, L.P. general partner of AV VI, may be deemed to have so

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BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

these shares, and Aragona, DeAngelis, Garvey, Edward ("Olkkola"), Thornton and Wesner, the general partners, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
1,595,547 shares, except that AVP VI, the general partner, may be deemed to have sole power to dispose of these shares. Aragona, DeAngelis, Garvey, Olkkola, Thornton and Wesner, the general partners of AVP VI, may be deemed to have shared power to vote 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 OF REPORTING PERSON*

CUSIP NO. 61980V107

13G

1 NAME OF REPORTING PERSON
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Austin Ventures VI Affiliates Fund, L.P. ("AV VI A")
Tax ID Number:

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
44,875 shares, except that AVP VI, the general part
be deemed to have sole power to vote these shares,
DeAngelis, Garvey, Olkkola, Thornton and Wesner, th
of AVP VI, may be deemed to have shared power to v

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
44,875 shares, except that AVP VI, the general part
be deemed to have sole power to dispose of these sh
DeAngelis, Garvey, Olkkola, Thornton and Wesner, th
of AVP VI, may be deemed to have shared power to di
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 OF REPORTING PERSON*

CUSIP NO. 61980V107

13G

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
AV Partners VI, L.P. ("AVP VI")
Tax ID Number:

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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
1,640,422 shares, of which 1,595,547 are directly owned by AV VI A. AVP VI, the general partners of AV VI and AV VI A, may be deemed to have the sole power to dispose of these shares, and Aragona, DeAngelis, Garvey, Olkkola, Thesler, and Wesner, the general partners of AVP VI, may be deemed to have the power to vote these shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
1,640,422 shares, of which 1,595,547 are directly owned by AV VI A. AVP VI, the general partners of AV VI and AV VI A, may be deemed to have the sole power to dispose of these shares, and Aragona, DeAngelis, Garvey, Olkkola, Thesler, and Wesner, the general partners of AVP VI, may be deemed to have the 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 OF REPORTING PERSON*

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CUSIP NO. 61980V107

13G

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Austin Ventures VII, L.P. ("AV VII ")
Tax ID Number:

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
973,133 shares, except that AV Partners VII, L.P. (general partner of AV VII, may be deemed to have so these shares, and Aragona, DeAngelis, Olkkola, Thor the general partners of AVP VII, may be deemed to vote these shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
973,133 shares, except that AVP VII, the general pa may be deemed to have sole power to dispose of thes Aragona, DeAngelis, Olkkola, Thornton and Wesner, t of AVP VII, may be deemed to have shared power to d 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 OF REPORTING PERSON*

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CUSIP NO. 61980V107

13G

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
AV Partners VII, L.P. ("AVP VII")
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

5 SOLE VOTING POWER
973,133 shares, all of which are directly owned by
the general partner of AV VII, may be deemed to have
vote these shares, and Aragona, DeAngelis, Olkkola,
Wesner, the general partners of AVP VII, may be deemed
power to vote these shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
973,133 shares, all of which are directly owned by
the general partner of AV VII, may be deemed to have
dispose of these shares, and Aragona, DeAngelis, Ol
Wesner, the general partners of AVP VII, may be deemed
power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

CUSIP NO. 61980V107

13G

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Joseph C. Aragona ("Aragona")
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

<p>5</p> <p>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</p>	<p>SOLE VOTING POWER 5,185 shares.</p>
<p>6</p>	<p>SHARED VOTING POWER 4,296,150 shares, of which 1,602,460 are directly o 80,135 are directly owned by AV V A, 1,595,547 are AV VI, 44,875 are directly owned by AV VI A and 973 directly owned by AV VII. Aragona is a general part general partner of AV V and AV V A; AVP VI, the gen VI and AV VI A; and AVP VII, the general partner of deemed to have shared power to vote these shares.</p>
<p>7</p>	<p>SOLE DISPOSITIVE POWER 5,185 shares</p>
<p>8</p>	<p>SHARED DISPOSITIVE POWER 4,296,150 shares, of which 1,602,460 are directly o 80,135 are directly owned by AV V A, 1,595,547 are AV VI, 44,875 are directly owned by AV VI A and 973 owned by AV VII. Aragona is a general partner of AV partner of AV V and AV V A; AVP VI, the general par AV VI A; and AVP VII, the general partner of AV VII</p>

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to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

CUSIP NO. 61980V107

13G

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Kenneth P. DeAngelis ("DeAngelis")
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

5 SOLE VOTING POWER
-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER
4,296,150 shares, of which 1,602,460 are directly o
80,135 are directly owned by AV V A, 1,595,547 are
AV VI, 44,875 are directly owned by AV VI A and 973
directly owned by AV VII. DeAngelis is a general pa
general partner of AV V and AV V A; a general partn
general partner of AV VI and AV VI A; and a general
VII, the general partner of AV VII, and may be deem

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power to vote these shares.

7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
4,296,150 shares, of which 1,602,460 are directly o
80,135 are directly owned by AV V A, 1,595,547 are
AV VI, 44,875 are directly owned by AV VI A and 973
owned by AV VII. DeAngelis is a general partner of
partner of AV V and AV V A; a general partner of AV
partner of AV VI and AV VI A; and a general partner
general partner of AV VII, and may be deemed to hav
dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

CUSIP NO. 61980V107

13G

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Jeffery C. Garvey ("Garvey")
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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U.S. Citizen

5	SOLE VOTING POWER	-0-
6	SHARED VOTING POWER	3,323,017 shares, of which 1,602,460 are directly owned by AV V A, 1,595,547 are directly owned by AV VI and 44,875 are directly owned by AV VI A. Gar general partner of both AVP V, the general partner and AVP VI, the general partner of AV VI and AV VI deemed to have shared power to vote these shares.
7	SOLE DISPOSITIVE POWER	-0-
8	SHARED DISPOSITIVE POWER	3,323,017 shares, of which 1,602,460 are directly owned by AV V A, 1,595,547 are directly owned by AV VI and 44,875 are directly owned by AV VI A. Gar partner of both AVP V, the general partner of AV V VI, the general partner of AV VI and AV VI A, and m have shared power to dispose of these shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING PERSON*	

CUSIP NO. 61980V107

13G

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 John D. Thornton ("Thornton")
 Tax ID Number:

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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

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER -0-
6	SHARED VOTING POWER 4,296,150 shares, of which 1,602,460 are directly o 80,135 are directly owned by AV V A, 1,595,547 are AV VI, 44,875 are directly owned by AV VI A and 973 directly owned by AV VII. Thornton is a general partn general partner of AV V and AV V A; a general partn general partner of AV VI and AV VI A; and a general VII, the general partner of AV VII, and may be deem power to vote these shares.

7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
4,296,150 shares, of which 1,602,460 are directly o
80,135 are directly owned by AV V A, 1,595,547 are
AV VI, 44,875 are directly owned by AV VI A and 973
owned by AV VII. Thornton is a general partner of AV
partner of AV V and AV V A; a general partner of AV
partner of AV VI and AV VI A; and a general partner
general partner of AV VII, and may be deemed to hav
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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CUSIP NO. 61980V107

13G

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Edward E. Olkkola ("Olkkola")
 Tax ID Number:

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

	5	SOLE VOTING POWER -0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 2,613,555 shares, of which 1,595,547 are directly o 44,875 are directly owned by AV VI A and 973,133 ar by AV VII. Olkkola is a general partner of both AVP general partner of AV VI and AV VI A, and AVP VII, of AV VII, and may be deemed to have shared power t shares.
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 2,613,555 shares, of which 1,595,547 are directly o 44,875 are directly owned by AV VI A and 973,133 ar AV VII. Olkkola is a general partner of both AVP VI partner of AV VI and AV VI A, and AVP VII, the gene VII, and may be deemed to have shared power to disp shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

CUSIP NO. 61980V107 13G

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Blaine F. Wesner ("Wesner")
 Tax ID Number:

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

	5	SOLE VOTING POWER -0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 4,296,150 shares, of which 1,602,460 are directly o 80,135 are directly owned by AV V A, 1,595,547 are AV VI, 44,875 are directly owned by AV VI A and 973 directly owned by AV VII. Wesner is a general partn general partner of AV V and AV V A; a general partn general partner of AV VI and AV VI A; and a general VII, the general partner of AV VII, and may be deem power to vote these shares.
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 4,296,150 shares, of which 1,602,460 are directly o 80,135 are directly owned by AV V A, 1,595,547 are

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AV VI, 44,875 are directly owned by AV VI A and 973 owned by AV VII. Wesner is a general partner of AV partner of AV V and AV V A; a general partner of AV partner of AV VI and AV VI A; and a general partner general partner of AV VII, and may be deemed to have 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*

Page 16 of 27

ITEM 1(A). NAME OF ISSUER

Motive, Inc.

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

9211 Waterford Ctr Blvd., Suite 100
Austin, TX 78758

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by Austin Ventures V, L.P., a Delaware limited partnership ("AV V"), Austin Ventures V Affiliates Fund, L.P., a Delaware limited partnership ("AV V A"), AV Partners V, L.P., a Delaware limited partnership ("AVP V"), Austin Ventures VI, L.P., a Delaware limited partnership ("AV VI"), Austin Ventures VI Affiliates Fund, L.P., a Delaware limited partnership ("AV VI A"), AV Partners VI, L.P., a Delaware limited partnership ("AVP VI"), Austin Ventures VII, L.P., a Delaware limited partnership ("AV VII"), AV Partners VII, a Delaware limited partnership, ("AVP VII"), Joseph C. Aragona ("Aragona"), Kenneth P. DeAngelis ("DeAngelis"), Jeffery C. Garvey ("Garvey"), John D. Thornton ("Thornton"), Blaine F. Wesner ("Wesner") and Edward E Olkkola ("Olkkola"). Aragona, DeAngelis, Garvey, Thornton and Wesner are the general partners of AVP V. Aragona, DeAngelis, Garvey,

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Thornton, Wesner and Olkkola are the general partners of AVP VI. Aragona, DeAngelis, Thornton, Wesner and Olkkola are the general partners of AVP VII. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

AVP V, the general partner of AV V and AV V A, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by AV V and AV V A. Aragona, DeAngelis, Garvey, Thornton and Wesner are the general partners of AVP V and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by AV V and AV V A.

AVP VI, the general partner of AV VI and AV VI A, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by AV VI and AV VI A. Aragona, DeAngelis, Garvey, Thornton, Wesner and Olkkola are the general partners of AVP VI and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by AV VI and AV VI A.

AVP VII, the general partner of AV VII, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by AV VII. Aragona, DeAngelis, Thornton, Wesner and Olkkola are the general partners of AVP VII and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by AV VII.

Page 17 of 27

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Austin Ventures
300 West Sixth Street, Suite 2300
Austin, Texas 78701

ITEM 2(C) CITIZENSHIP

AV V, AV V A, AV VI, AV VI A, AV VII, AVP V, AVP VI and AVP VII, are Delaware limited partnerships. Aragona, DeAngelis, Garvey, Thornton, Wesner and Olkkola are United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock
CUSIP # 61980V107

Page 18 of 27

ITEM 3. Not Applicable

ITEM 4. OWNERSHIP

Edgar Filing: MOTIVE INC - Form SC 13G

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:

(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 LESS THAN FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Page 19 of 27

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

Under certain circumstances set forth in the limited partnership agreements of AV V, AV V A, AVP V, AV VI, AV VI A, AVP VI, AV VII and AVP VII, the general and limited partners 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 partner.

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

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Not applicable.

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

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

Page 20 of 27

SIGNATURES

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 __, 2005

AUSTIN VENTURES V, L.P.

/s/ Kevin Kunz

By AV Partners V, L.P.,
Its General Partner

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AUSTIN VENTURES V AFFILIATES FUND, L.P.

/s/ Kevin Kunz

By AV Partners V, L.P.,
Its General Partner

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AV PARTNERS V, L.P.

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

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AUSTIN VENTURES VI, L.P.

/s/ Kevin Kunz

By AV Partners VI, L.P.,
Its General Partner

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AUSTIN VENTURES VI AFFILIATES FUND, L.P.

/s/ Kevin Kunz

By AV Partners VI, L.P.,
Its General Partner

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AV PARTNERS VI, L.P.

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

Page 21 of 27

AUSTIN VENTURES VII, L.P.

/s/ Kevin Kunz

By AV Partners VII, L.P.,
Its General Partner

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AV PARTNERS VII, L.P.

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

JOSEPH C. ARAGONA

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

KENNETH P. DeANGELIS

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

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JEFFERY C. GARVEY

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

JOHN D. THORNTON

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

BLAINE F. WESNER

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

Page 22 of 27

EDWARD E. OLKKOLA

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

Page 23 of 27

EXHIBIT INDEX

Exhibit

Exhibit A: Agreement of Joint Filing
Exhibit B: Reference to Kevin Kunz as Attorney-In-Fact

Found on
Sequentially
Numbered Page

24
27

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.

Dated: February __, 2005

AUSTIN VENTURES V, L.P.
By AV Partners V, L.P.,
Its General Partner

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AUSTIN VENTURES V AFFILIATES FUND, L.P.
By AV Partners V, L.P.,
Its General Partner

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AV PARTNERS V, L.P.

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AUSTIN VENTURES VI, L.P.
By AV Partners VI, L.P.,
Its General Partner

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

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AUSTIN VENTURES VI AFFILIATES FUND, L.P.
By AV Partners VI, L.P.,
Its General Partner

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

Page 25 of 27

AV PARTNERS VI, L.P.

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AUSTIN VENTURES VII, L.P.
By AV Partners VII, L.P.,
Its General Partner

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AV PARTNERS VII, L.P.

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

JOSEPH C. ARAGONA

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

KENNETH P. DeANGELIS

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

JEFFERY C. GARVEY

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

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JOHN D. THORNTON

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

Page 26 of 27

BLAINE F. WESNER

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

EDWARD E. OLKKOLA

/s/ Kevin Kunz

Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

Page 27 of 27

EXHIBIT B

REFERENCE TO KEVIN KUNZ AS ATTORNEY-IN-FACT

Kevin Kunz has signed the enclosed documents as Attorney-In-Fact. Note that copies of the applicable Power of Attorneys are already on file with the appropriate agencies.