

MOTIVE INC  
Form SC14D9C  
June 18, 2008

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**SCHEDULE 14D-9**

**SOLICITATION/RECOMMENDATION STATEMENT**

**UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

**MOTIVE, INC.**

(Name of Subject Company)

**MOTIVE, INC.**

(Name of Person Filing Statement)

**COMMON STOCK, PAR VALUE \$.001 PER SHARE**

(Title of Class of Securities)

**61980V107**

(CUSIP Number of Class of Securities)

**Jack Greenberg**

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**General Counsel and Secretary**

**Motive, Inc.**

**12515 Research Boulevard, Building 5**

**Austin, Texas 78759-2220**

**(512) 339-8335**

**(Name, Address and Telephone Number of Person Authorized to**

**Receive Notice and Communications on Behalf of the Person(s) Filing Statement)**

**With copies to each of:**

**Don J. McDermott, Jr.**

**Baker Botts L.L.P.**

**2001 Ross Avenue**

**Dallas, Texas 75201**

**(214) 953-6500**

**Toby S. Myerson**

**Paul, Weiss, Rifkind, Wharton & Garrison LLP**

**1285 Avenue of the Americas**

**New York, NY 0019-6064**

**(212) 373-3033**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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The following are preliminary communications made by Motive, Inc. ( Motive ) before the commencement of a tender offer:

<b>Exhibit</b>	<b>Description</b>
A	Transcript of Conference Call, dated June 17, 2008.
B	Transcript of Video Message to Motive employees from Luis Martinez Amago, dated June 18, 2008.