

Hewson Paul
Form 4
February 23, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Elevation Partners, L.P.

2. Issuer Name and Ticker or Trading Symbol
MOVE INC [MOVE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2800 SAND HILL ROAD, SUITE 160

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

Edgar Filing: Hewson Paul - Form 4

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Am Nu | |
|---|------------------------------|------------------|--------------|--|------------------|-----------------|------------|-----------------|----|
| | | | Code | V (A) (D) | | | | | |
| Series B Convertible Participating Preferred Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(5)</u> | \$ 4.2 <u>(6)</u> | 02/22/2011 | J <u>(7)</u> | (A) | 69,984.6 | 11/29/2005 | 11/29/2012 | Common Stock | 16 |
| Series B Convertible Participating Preferred Stock <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(5)</u> | \$ 4.2 <u>(6)</u> | 02/22/2011 | J <u>(7)</u> | (A) | 15.4 | 11/29/2005 | 11/29/2012 | Common Stock | 3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Elevation Partners, L.P. 2800 SAND HILL ROAD SUITE 160 MENLO PARK, CA 94025 | X | X | | |
| Elevation Associates, L.P. 2800 SAND HILL ROAD SUITE 160 MENLO PARK, CA 94025 | X | X | | |
| Elevation Associates, LLC 2800 SAND HILL ROAD SUITE 160 MENLO PARK, CA 94025 | X | X | | |
| Elevation Employee Side Fund, LLC 2800 SAND HILL ROAD SUITE 160 MENLO PARK, CA 94025 | X | X | | |
| Elevation Management, LLC 2800 SAND HILL ROAD SUITE 160 MENLO PARK, CA 94025 | X | X | | |
| Hewson Paul 2800 SAND HILL ROAD SUITE 160 | X | X | | |

MENLO PARK, CA 94025
 PEARLMAN BRET D
 2800 SAND HILL ROAD
 SUITE 160
 MENLO PARK, CA 94025

X X

Signatures

/*/ Tracy Hogan, Attorney-in-Fact for Reporting Persons pursuant to Power of Attorney (see signatures of other Reporting Persons on the attached Exhibit 99.1)

02/23/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Par value \$0.001 per share.
 This Form 4 is filed on behalf of a group consisting of Elevation Partners, L.P. ("Elevation Partners"), Elevation Associates, L.P. ("Elevation GP"), Elevation Associates, LLC ("Elevation LLC"), Elevation Employee Side Fund, LLC ("Side Fund"), Elevation Management, LLC ("Elevation Management"), Mr. Paul Hewson and Mr. Bret Pearlman. Elevation GP is the sole general partner of Elevation Partners, and Elevation LLC is the sole general partner of Elevation GP. Elevation Management is the sole managing member of Side Fund. Messrs. Hewson and Pearlman are managers of each of Elevation LLC and Elevation Management, as are Mr. Fred Anderson and Mr. Roger McNamee, who are filing Forms 4 separately. Each of the Reporting Persons may be deemed to be a director by deputization of the Issuer.
- (2) As the sole general partner of Elevation Partners, Elevation GP may be deemed to be the indirect beneficial owner of such securities under Rule 16a-1(a)(2) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). However, pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, Elevation GP disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest. As the sole general partner of Elevation GP, Elevation LLC may be deemed to be the indirect beneficial owner of such securities under Rule 16a-1(a)(2) promulgated under the Exchange Act. However, pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, Elevation LLC disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest.
- (3) As the sole managing member of Side Fund, Elevation Management may be deemed to be the indirect beneficial owner of such securities under Rule 16a-1(a)(2) promulgated under the Exchange Act. However, pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, Elevation Management disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest.
- (4) As managers of each of Elevation LLC and Elevation Management, Messrs. Hewson and Pearlman may be deemed to be the indirect beneficial owner of such securities under Rule 16a-1(a)(2) promulgated under the Exchange Act. However, pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, each of Messrs. Hewson and Pearlman disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest.
- (5) Subject to anti-dilution adjustment pursuant to the terms of the certificate of designation with respect to these securities.
- (6) These securities were called for redemption by the issuer for a price determined pursuant to the terms of the certificate of designation with respect to these securities.
- (7) This is the number of shares of common stock, par value \$0.001 per share, which these securities are convertible into as of the date of this filing. Pursuant to the terms of these securities, no fractional shares of common stock will be issued upon conversion thereof.
- (8) These securities are directly owned by Elevation Partners. Elevation GP, Elevation LLC and Messrs. Hewson and Pearlman may have indirect beneficial ownership of these shares. See Footnotes 2, 3 and 5.
- (9) These securities are directly owned by Side Fund. Elevation Management and Messrs. Hewson and Pearlman may have indirect beneficial ownership of these securities. See Footnotes 2, 4 and 5.
- (10)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.