

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:

| Exhibit | Description |
|----------------|--|
| 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. |