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)

Exhibit Index Contained on Page 28

CUSIP NO. 61980V107			13 G	Page 2 of
1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Accel V L.P. ("A5")			
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 641,916 shares, except that A5A, the general partne deemed to have sole power to vote these shares, an Partnership L.P. ("ACPFP"), Homestake Partners L.P. Breyer ("Breyer"), Luke B. Evnin ("Evnin"), Eugene ("Hill"), Arthur C. Patterson ("Patterson"), James ("Swartz"), and J. Peter Wagner ("Wagner"), the man A5A, may be deemed to have shared power to vote the	
		6	SHARED VOTING POWER 0 shares.	
		7	SOLE DISPOSITIVE POWER 641,916 shares, except that A5A, the general partne deemed to have sole power to dispose of these share Breyer, Evnin, Hill, Patterson, Swartz and Wagner, members of A5A, may be deemed to have shared power shares.	
		8	SHARED DISPOSITIVE POWER 0 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 OR REPORTING PERSON			

CUSIP NO. 61980V107			13 G	Page 3 of

1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Accel V Associates L.L.C. ("A5A")			
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 641,916 shares, all of which are directly owned by general partner of A5, may be deemed to have sole p shares, and ACPFP, HP, Breyer, Evnin, Hill, Patters Wagner, the managing members of A5A, may be deemed power to vote these shares.	
		6	SHARED VOTING POWER See response to row 5.	
		7	SOLE DISPOSITIVE POWER 641,916 shares, all of which are directly owned by general partner of A5, may be deemed to have sole p these shares, and ACPFP, HP, Breyer, Evnin, Hill, P and Wagner, the managing members of A5A, may be dee 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 OR REPORTING PERSON	

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1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Accel Internet/Strategic Technology Fund L.P. ("AISTF")	
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 85,045 shares, except that AISTFA, the general part be deemed to have sole power to vote these shares, Breyer, Evnin, Hill, Patterson, Swartz and Wagner, members of AISTFA, may be deemed to have shared pow shares.
	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 85,045 shares, except that AISTFA, the general part be deemed to have sole power to dispose of these sh SFP, Breyer, Evnin, Hill, Patterson, Swartz and Wag members of AISTFA, may be deemed to have shared pow 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 OR REPORTING PERSON

CUSIP NO. 61980V107		13 G	Page 5 of

1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	Accel Internet/Strategic Technology Fund Associates L.L.C. ("AISTFA") 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 85,045 shares, all of which are directly owned by A general partner of AISTF, may be deemed to have sol these shares, and ACPFP, HP, Breyer, Evnin, Hill, P and Wagner, the managing members of AISTFA, may be shared power to vote these shares.
	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 85,045 shares, all of which are directly owned by A general partner of AISTF, may be deemed to have sol of these shares, and ACPFP, HP, Breyer, Evnin, Hill

			and Wagner, the managing members of AISTFA, may be 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		
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 OR REPORTING PERSON		

CUSIP NO. 61980V107		13 G	Page 6 of
1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Accel Keiretsu V L.P. ("AK5")		
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 33,527 shares, except that Accel Keiretsu V Associa ("AK5A"), the general partner of AK5, may be deemed to vote these shares, and Breyer, Patterson and Swa members of AK5A, may be deemed to have shared powe shares.
		6	SHARED VOTING POWER See response to row 5.

	7	SOLE DISPOSITIVE POWER 33,527 shares, except that AK5A, the general partne deemed to have sole power to dispose of these share Patterson and Swartz, the managing members of AK5 m 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
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 OR REPORTING PERSON

1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Accel Keiretsu V Associates L.L.C. ("AK5A")
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	5	SOLE VOTING POWER 33,527 shares, all of which are directly owned by A general partner of AK5, may be deemed to have sole shares, and Breyer, Patterson and Swartz, the manag AK5A, may be deemed to have shared power to vote th

PERSON WITH	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 33,527 shares, all of which are directly owned by A general partner of AK5, may be deemed to have sole these shares, and Breyer, Patterson and Swartz, the of AK5A, may be deemed to have shared power to disp 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 OR REPORTING PERSON	

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1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Accel Investors '97 L.P. ("AI97")	
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	39,251 shares, except that Breyer, Evnin, Hill, Pat Wagner, the general partners of AI97, may be deemed power to vote these shares.
	6	SHARED VOTING POWER	See response to row 5.
	7	SOLE DISPOSITIVE POWER	39,251 shares, except that Breyer, Evnin, Hill, Pat Wagner, the general partners of AI97, 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		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
12	TYPE OR REPORTING PERSON		

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1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	Accel VII L.P. ("A7")
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 439,332 shares, except that Accel VII Associates L. general partner of A7, may be deemed to have sole p shares, and Breyer, Patterson, Theresia Gouw Ranzet Swartz and Wagner, the managing members of A7A, may shared power to vote these shares.
		6	SHARED VOTING POWER See response to row 5.
		7	SOLE DISPOSITIVE POWER 439,332 shares, except that A7A, the general partne deemed to have sole power to dispose of these share Patterson, Ranzetta, Swartz and Wagner, the managin 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		
12	TYPE OR REPORTING PERSON		

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1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Accel VII Associates L.L.C. ("A7A")	
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 439,332 shares, all of which are directly owned by general partner of A7, may be deemed to have sole p shares, and Breyer, Patterson, Ranzetta, Swartz an managing members of A7A, may be deemed to have shar these shares.
		6	SHARED VOTING POWER See response to row 5.
		7	SOLE DISPOSITIVE POWER 439,332 shares, all of which are directly owned by general partner of A7, may be deemed to have sole p these shares, and Breyer, Patterson, Ranzetta, Swar managing members of A7A, may be deemed to have shar 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 OR REPORTING PERSON		

1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Accel Internet Fund III L.P. ("AIF3")

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 109,833 shares, except that Accel Internet Fund III ("AIF3A"), the general partner of AIF3, may be deem power to vote these shares, and Breyer, Patterson, and Wagner, the managing members of AIF3A, may be d shared power to vote these shares.
		6	SHARED VOTING POWER See response to row 5.
		7	SOLE DISPOSITIVE POWER 109,833 shares, except that AIF3A, the general part deemed to have sole power to dispose of these share Patterson, Ranzetta, Swartz and Wagner, the managin 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		
12	TYPE OR REPORTING PERSON		

1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Accel Internet Fund III Associates L.L.C. ("AIF3A")		
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 109,833 shares, all of which are directly owned by general partner of AIF3, may be deemed to have sole these shares, and Breyer, Patterson, Ranzetta, Swar managing members of AIF3A, may be deemed to have sh these shares.
		6	SHARED VOTING POWER See response to row 5.
		7	SOLE DISPOSITIVE POWER 109,833 shares, all of which are directly owned by general partner of AIF3, may be deemed to have sole of these shares, and Breyer, Patterson, Ranzetta, S the managing members of AIF3A, may be deemed to hav 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 OR REPORTING PERSON		

CUSIP NO. 61980V107			13 G	Page 13 o
1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Accel Investors '99 L.P. ("AI99")			
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 54,314 shares, except that Breyer, Patterson, Ranze Wagner, the general partners of AI99, may be deemed power to vote these shares.	
		6	SHARED VOTING POWER See response to row 5.	
		7	SOLE DISPOSITIVE POWER 54,314 shares, except that Breyer, Patterson, Ranze Wagner, the general partners of AI99, 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			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
12	TYPE OR REPORTING PERSON			

CUSIP NO. 61980V107		13 G	Page 14 o
1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Homestake Partners L.P. ("HP")		
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 0 shares.	
	6	SHARED VOTING POWER 726,961 shares, of which 641,916 are shares directl 85,045 are shares directly owned by AISTF. HP is a A5A, the general partner of A5 and a managing membe general partner of AISTF and may be deemed to have vote these shares.	
	7	SOLE DISPOSITIVE POWER 0 shares.	
	8	SHARED DISPOSITIVE POWER 726,961 shares, of which 641,916 are shares directl 85,045 are shares directly owned by AISTF. HP is a A5A, the general partner of A5 and a managing membe general partner of AISTF 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		

CUSIP NO. 61980V107			13 G	Page 15 o
1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON ACP Family Partnership L.P. ("ACPFP")			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) [ ]
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION California			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER 0 shares.	
		6	SHARED VOTING POWER 726,961 shares, of which 641,916 are shares directl 85,045 are shares directly owned by AISTF. ACPFP is of A5A, the general partner of A5 and a managing me general partner of AISTF and may be deemed to have vote these shares.	
		7	SOLE DISPOSITIVE POWER 0 shares.	
		8	SHARED DISPOSITIVE POWER 726,961 shares, of which 641,916 are shares directl 85,045 are shares directly owned by AISTF. ACPFP is of A5A, the general partner of A5 and a managing me general partner of AISTF 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	

CUSIP NO. 61980V107	13 G	Page 16 o

1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON James W. Breyer ("Breyer")	
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	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares.
	6	SHARED VOTING POWER 1,403,218 shares, of which 641,916 are shares direc 85,045 are shares directly owned by AISTF, 33,527 a owned by AK5, 39,251 are shares directly owned by A shares directly owned by A7, 109,833 are shares dir AIF3, and 54,314 are shares directly owned by AI99. managing member of A5A, the general partner of A5, of AISTFA, the general partner of AISTF, a managing the general partner of AK5, a general partner of AI member of A7A, the general partner of A7, a managin the general partner of AIF3 and a general partner o deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares.
	8	SHARED DISPOSITIVE POWER 1,403,218 shares, of which 641,916 are shares direc 85,045 are shares directly owned by AISTF, 33,527 a owned by AK5, 39,251 are shares directly owned by A shares directly owned by A7, 109,833 are shares dir AIF3, and 54,314 are shares directly owned by AI99.

		managing member of A5A, the general partner of A5, of AISTFA, the general partner of AISTF, a managing the general partner of AK5, a general partner of AI member of A7A, the general partner of A7, a managin the general partner of AIF3 and a general partner o deemed to have shared power to dispose of these sha
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	13 G	Page 17 o
1	NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS Luke B. Evnin ("Evnin")	
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	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER	0 shares.
	6 SHARED VOTING POWER	766,212 shares, of which 641,916 are shares directl 85,045 are shares directly owned by AISTF and 39,25 directly owned by AI97. Evnin is a managing member general partner of A5, a managing member of AISTFA, partner of AISTF and a general partner of AI97, and have shared power to vote these shares.
	7 SOLE DISPOSITIVE POWER	

			0 shares.
		8	SHARED DISPOSITIVE POWER 766,212 shares, of which 641,916 are shares directl 85,045 are shares directly owned by AISTF and 39,25 directly owned by AI97. Evnin is a managing member partner of A5, a managing member of AISTFA, the gen AISTF and a general partner of AI97, and may be dee 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		13 G	Page 18 o
1	NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS Eugene D. Hill, III ("Hill")		
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		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER 0 shares.
		6	SHARED VOTING POWER 766,212 shares, of which 641,916 are shares directl 85,045 are shares directly owned by AISTF and 39,25 directly owned by AI97. Hill is a managing member o 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 641,916 are shares directl 85,045 are shares directly owned by AISTF and 39,25 directly owned by AI97. Hill is a managing member o partner of A5, a managing member of AISTFA, the gen AISTF and a general partner of AI97, and may be dee 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		13 G	Page 19 o
1	NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS Arthur C. Patterson ("Patterson")		
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		
NUMBER OF SHARES	5	SOLE VOTING POWER 17,990 shares. Patterson is the general partner of	

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		Patterson Partners, a Delaware limited partnership may be deemed to have sole power to vote these sha
	6	SHARED VOTING POWER 1,403,218 shares, of which 641,916 are shares direc 85,045 are shares directly owned by AISTF, 33,527 a owned by AK5, 39,251 are shares directly owned by A shares directly owned by A7, 109,833 are shares dir AIF3, and 54,314 are shares directly owned by AI99. managing member of A5A, the general partner of A5, of AISTFA, the general partner of AISTF, a managing the general partner of AK5, a general partner of AI member of A7A, the general partner of A7, a managin the general partner of AIF3 and a general partner o deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 17,990 shares. Patterson is the general partner of deemed to have sole power to dispose of these share
	8	SHARED DISPOSITIVE POWER 1,403,218 shares, of which 641,916 are shares direc 85,045 are shares directly owned by AISTF, 33,527 a owned by AK5, 39,251 are shares directly owned by A shares directly owned by A7, 109,833 are shares dir AIF3, and 54,314 are shares directly owned by AI99. managing member of A5A, the general partner of A5, of AISTFA, the general partner of AISTF, a managing the general partner of AK5, a general partner of AI member of A7A, the general partner of A7, a managin the general partner of AIF3 and a general partner o deemed to have shared power to dispose of these sha
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	

1	NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS Theresia Gouw Ranzetta ("Ranzetta")		
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		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares.
		6	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 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 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		13 G	Page 21 o
1	NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS James R. Swartz ("Swartz")		
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		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares.	
	6	SHARED VOTING POWER 1,403,218 shares, of which 641,916 are shares direc 85,045 are shares directly owned by AISTF, 33,527 a owned by AK5, 39,251 are shares directly owned by A shares directly owned by A7, 109,833 are shares dir AIF3, and 54,314 are shares directly owned by AI99. managing member of A5A, the general partner of A5, of AISTFA, the general partner of AISTF, a managing the general partner of AK5, a general partner of AI member of A7A, the general partner of A7, a managin the general partner of AIF3 and a general partner o deemed to have shared power to vote these shares.	
	7	SOLE DISPOSITIVE POWER 0 shares.	
	8	SHARED DISPOSITIVE POWER 1,403,218 shares, of which 641,916 are shares direc 85,045 are shares directly owned by AISTF, 33,527 a owned by AK5, 39,251 are shares directly owned by A shares directly owned by A7, 109,833 are shares dir AIF3, and 54,314 are shares directly owned by AI99. managing member of A5A, the general partner of A5, of AISTFA, the general partner of AISTF, a managing the general partner of AK5, a general partner of AI member of A7A, the general partner of A7, a managin the general partner of AIF3 and a general partner o deemed to have shared power to dispose of these sha	
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	13 G	Page 22 o

1	NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS J. Peter Wagner ("Wagner")	
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	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares.
	6	SHARED VOTING POWER 1,369,691 shares, of which 641,916 are shares direc 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 gene a managing member of AISTFA, the general partner of partner of AI97, a managing member of A7A, the gene a managing member of AIF3A, the general partner of partner of AI99 and may be deemed to have shared po shares..
	7	SOLE DISPOSITIVE POWER 0 shares.

	8	SHARED DISPOSITIVE POWER 1,369,691 shares, of which 641,916 are shares direc 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 gene 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	

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.

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:

(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

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable

ITEM 10. CERTIFICATION:

Not applicable

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.

By: /s/ Tracy L. Sedlock

Tracy L. Sedlock, Attorney
for above-listed entities

Individuals:

James W. Breyer
Luke B. Evnin
Eugene D. Hill, III

Arthur C. Patterson
Theresia Gouw Ranzetta
James R. Swartz
J. Peter Wagner

By: /s/ Tracy L. Sedlock
Tracy L. Sedlock, Attorney-
for above-listed individual

EXHIBIT INDEX

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

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.

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.