

MOTIVE INC  
Form 8-A12G  
June 09, 2004

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) or (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Motive, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**74-2834515**  
(I.R.S. Employer Identification No.)

**12515 Research Boulevard, Building 5, Austin, Texas**  
(Address of principal executive offices)

**78759-2220**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which

to be so registered

each class is to be registered

**None**

**Not Applicable**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. "

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-111030**

Securities to be registered pursuant to Section 12(g) of the Act:

**Common Stock, par value \$0.001 per share**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The description under the heading "Description of Capital Stock" relating to the Registrant's Common Stock, \$0.001 par value per share (the **Common Stock**), in the Prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-111030) (the **Registration Statement**) filed with the Securities and Exchange Commission on December 9, 2003, as amended, is, and the description under the heading "Description of Capital Stock" relating to the Common Stock in the Registrant's final Prospectus to be filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed incorporated herein by reference.

**Item 2. Exhibits.**

The following exhibits have been filed with the Securities and Exchange Commission:

1. Form of Common Stock Certificate, incorporated by reference to Exhibit 4.1 of the Registration Statement
2. Form of Amended and Restated Certificate of Incorporation of the Registrant to be effective at the closing of the Registrant's initial public offering, incorporated by reference to Exhibit 3.2 of the Registration Statement
3. Form of Amended and Restated Bylaws of the Registrant to be effective at the closing of the Registrant's initial public offering, incorporated by reference to Exhibit 3.4 of the Registration Statement
4. Seventh Amended and Restated Investors' Rights Agreement, dated as of December 2, 2003, incorporated by reference to Exhibit 4.2 of the Registration Statement

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: June 9, 2004

MOTIVE, INC.

(Registrant)

By: /s/ Paul M. Baker  
Name: Paul M. Baker

Title: Chief Financial Officer

**EXHIBIT INDEX**

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