MOTIVE INC Form SC 13G/A February 13, 2006

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. 1*)

Motive, Inc. ______ (Name of Issuer) Common Stock _____ (Title of Class of Securities) 61980V107 _____ (CUSIP Number) December 31, 2005 ______ (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)

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CUSIP	NO. 61980V107		13 G	Page 2 c
1	NAME OF REPORTING SS OR I.R.S. IDENTIFI Accel V L.P.		10. OF ABOVE PERSON	
2	CHECK THE APPROPRIATE	BOX IF	A MEMBER OF A GROUP	(a)
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE	OF ORGAN		
	Delaware			
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares.	
		6	SHARED VOTING POWER 0 shares.	
		7	SOLE DISPOSITIVE POWER 0 shares.	
		8	SHARED DISPOSITIVE POWER 0 shares.	
9	AGGREGATE AMOUNT BENE REPORTING PERSON	 FICIALLY		
10	CHECK BOX IF THE AGGR EXCLUDES CERTAIN SHAR	RES		
11	PERCENT OF CLASS REPR		BY AMOUNT IN ROW 9	
12	TYPE OR REPORTING PER			
CUSIP	NO. 61980V107		13 G	Page 3

1	NAME OF REPORTING SS OR I.R.S. IDENTIF Accel V Ass	sociates L		
2	CHECK THE APPROPRIAT			(a)
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE	OF ORGAN	NIZATION	
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		6	SHARED VOTING POWER 0 shares.	
		7	SOLE DISPOSITIVE POWER 0 shares.	
		8	SHARED DISPOSITIVE POWER 0 shares.	
9	AGGREGATE AMOUNT BEN		OWNED BY EACH	
10	CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA	GREGATE AM	IOUNT IN ROW (9)	
11	PERCENT OF CLASS REP			
12	TYPE OR REPORTING PE			
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1	NAME OF REPORTING SS OR I.R.S. IDENTIF Accel Inter		tegic Technology Fund L.P.	
2	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A GROUP	(a)
3	SEC USE ONLY			

	Delaware			
С	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares.	
		6	SHARED VOTING POWER 0 shares.	
			SOLE DISPOSITIVE POWER 0 shares.	
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9	AGGREGATE AMOUNT BEN REPORTING PERSON	EFICIALLY		
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11	PERCENT OF CLASS REP			
	TYPE OR REPORTING PE	RSON	3Y AMOUNT IN ROW 9	
12	TYPE OR REPORTING PE NO. 61980V107 NAME OF REPORTING	RSON	13 G	Page 5
12 	TYPE OR REPORTING PE NO. 61980V107 NAME OF REPORTING SS OR I.R.S. IDENTIF Accel Inter Tax ID Numb	CICATION NC	13 G O. OF ABOVE PERSON egic Technology Fund Associates L.L.C.	
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		6	SHARED VOTING POWER 0 shares.	
			SOLE DISPOSITIVE POWER 0 shares.	
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9	AGGREGATE AMOUNT BEN			
10	CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA	REGATE AM		
11	PERCENT OF CLASS REP	RESENTED :	BY AMOUNT IN ROW 9	
	TYPE OR REPORTING PE			
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		6	SHARED VOTING POWER 0 shares.	
		7	SOLE DISPOSITIVE POWER 0 shares.	
		8	SHARED DISPOSITIVE POWER 0 shares.	
9	AGGREGATE AMOUNT BENE REPORTING PERSON			
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	PERCENT OF CLASS REPR		BY AMOUNT IN ROW 9	
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9	AGGREGATE AMOUNT BEN				
10	CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA	REGATE AM RES	OUNT IN ROW (9)		
11	PERCENT OF CLASS REP	RESENTED			
12	TYPE OR REPORTING PE				
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1	NAME OF REPORTING SS OR I.R.S. IDENTIF Accel Inves	tors ' 97	L.P.		
2	CHECK THE APPROPRIAT				(a)
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE	OF ORGAN	IZATION		
	Delaware				
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		6	SHARED VOTING POWER 0 shares.		
		7	SOLE DISPOSITIVE POWER 0 shares.		
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9	AGGREGATE AMOUNT BEN	EFICIALLY	OWNED BY EACH		
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12	TYPE OR REPORTING PE	RSON		
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1	NAME OF REPORTING SS OR I.R.S. IDENTIF Accel VII L			
2	CHECK THE APPROPRIAT	E BOX IF A	A MEMBER OF A GROUP	(a)
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE	OF ORGAN	IZATION	
	Delaware			
OW	NUMBER OF SHARES BENEFICIALLY WIED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 439,332 shares, except that Acc general partner of A7, may be d shares, and James W. Breyer ("B ("Patterson"), Theresia Gouw Ra ("Swartz") and J. Peter Wagner A7A, may be deemed to have shar	deemed to have sole p Breyer"), Arthur C. P Anzetta ("Ranzetta"), ("Wagner"), the mana red power to vote the
		6	SHARED VOTING POWER See response to row 5.	
		7	SOLE DISPOSITIVE POWER 439,332 shares, except that A7A deemed to have sole power to di Patterson, Ranzetta, Swartz and may be deemed to have shared po	spose of these share d Wagner, the managin
		8	SHARED DISPOSITIVE POWER See response to row 7.	
9	AGGREGATE AMOUNT BEN		OWNED BY EACH	
10	CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA	GREGATE AMO		
11 	PERCENT OF CLASS REP	RESENTED E	BY AMOUNT IN ROW 9	
12	TYPE OR REPORTING PE			·

CUSIP	NO. 61980V107			13 G	Page 10 c
1	NAME OF REPORTING SS OR I.R.S. IDENTIF Accel VII A		O. OF ABOVE PERSON L.L.C. ("A7A")		
2	CHECK THE APPROPRIAT	E BOX IF F	A MEMBER OF A GROUP		(a)
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE	OF ORGANI	[ZATION		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 439,332 shares, all general partner of A shares, and Breyer, managing members of these shares.	A7, may be de Patterson, F	eemed to have sole p Ranzetta, Swartz and
		6	SHARED VOTING POWER See response to row	5.	
		 7	SOLE DISPOSITIVE POW 439,332 shares, all general partner of A these shares, and Br managing members of of these shares.	of which are A7, may be de reyer, Patter	eemed to have sole prson, Ranzetta, Swan
		8	SHARED DISPOSITIVE P		
9	AGGREGATE AMOUNT BEN REPORTING PERSON	 IEFICIALLY	OWNED BY EACH		
10	CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA		OUNT IN ROW (9)		
11	PERCENT OF CLASS REP	PRESENTED F	BY AMOUNT IN ROW 9		
12	TYPE OR REPORTING PE	ERSON			

9

NAME OF REPORTING

1

1	NAME OF REPORTING			
	SS OR I.R.S. IDENTIFIC Accel Interne		O. OF ABOVE PERSON III L.P. ("AIF3")	
2	CHECK THE APPROPRIATE	BOX IF A	A MEMBER OF A GROUP (a)	
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE (OF ORGANI	ZATION	
	Delaware			
	NUMBER OF SHARES BENEFICIALLY BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 109,833 shares, except that Accel Internet From ("AIF3A"), the general partner of AIF3, may be power to vote these shares, and Breyer, Patternal Magner, the managing members of AIF3A, may shared power to vote these shares.	be deer erson,
		6	SHARED VOTING POWER See response to row 5.	
		7	SOLE DISPOSITIVE POWER 109,833 shares, except that AIF3A, the general deemed to have sole power to dispose of these Patterson, Ranzetta, Swartz and Wagner, the may be deemed to have shared power to dispose	e shar managi
		8	SHARED DISPOSITIVE POWER See response to row 7.	
9	AGGREGATE AMOUNT BENEF REPORTING PERSON	 FICIALLY	OWNED BY EACH	
10	CHECK BOX IF THE AGGREEN EXCLUDES CERTAIN SHARE			
11	PERCENT OF CLASS REPRI	ESENTED B	BY AMOUNT IN ROW 9	
12	TYPE OR REPORTING PERS	SON		

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Accel Internet Fund III Associates L.L.C. ("AIF3A")

	Accel Inter	net Fund	III Associates L.L.C. ("AIF3A")	
2	CHECK THE APPROPRIATE	E BOX IF	A MEMBER OF A GROUP	(a)
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE	OF ORGAN	NIZATION	
OWN	NUMBER OF SHARES BENEFICIALLY IED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 109,833 shares, all of which are general partner of AIF3, may be these shares, and Breyer, Patter managing members of AIF3A, may k these shares.	deemed to have sole erson, Ranzetta, Swar
		6	SHARED VOTING POWER See response to row 5.	
		7	SOLE DISPOSITIVE POWER 109,833 shares, all of which are general partner of AIF3, may be of these shares, and Breyer, Pat the managing members of AIF3A, m dispose of these shares.	re directly owned by deemed to have sole tterson, Ranzetta, S
		8	SHARED DISPOSITIVE POWER See response to row 7.	
9	AGGREGATE AMOUNT BENE REPORTING PERSON	EFICIALLY		
10	CHECK BOX IF THE AGGI		IOUNT IN ROW (9)	
11	PERCENT OF CLASS REPI			
12	TYPE OR REPORTING PER			
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1	NAME OF REPORTING SS OR I.R.S. IDENTIFE Accel Invest		L.P. ("AI99")	
2	CHECK THE APPROPRIATE	E BOX IF	A MEMBER OF A GROUP	(a)

3 SEC USE ONLY

J	SEC USE ONET			
4	CITIZENSHIP OR PLACE	E OF ORGAN	NIZATION	
	Delaware			
OW	NUMBER OF SHARES BENEFICIALLY INED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 54,314 shares, except that Breyer Wagner, the general partners of Proposer to vote these shares.	AI99, may be deemed
		6	SHARED VOTING POWER See response to row 5.	
		7	SOLE DISPOSITIVE POWER 54,314 shares, except that Breyer Wagner, the general partners of P power to dispose of these shares.	er, Patterson, Ranze AI99, may be deemed
		8	SHARED DISPOSITIVE POWER See response to row 7.	
9	AGGREGATE AMOUNT BEN			
10	CHECK BOX IF THE AGO EXCLUDES CERTAIN SHA	GREGATE AM		
11	PERCENT OF CLASS REF			
12	TYPE OR REPORTING PE			
CUSIP NO). 61980V107		 13 G	Page 14 o
1	NAME OF REPORTING SS OR I.R.S. IDENTIE Homestake E		L.P.	
2	CHECK THE APPROPRIAT		A MEMBER OF A GROUP	(a)
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE	E OF ORGAN	NIZATION	
				!

Delaware

	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 0 shares.	
OWN	ED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 0 shares.	
		7	SOLE DISPOSITIVE POWER 0 shares.	
		8	SHARED DISPOSITIVE POWER 0 shares.	
9	AGGREGATE AMOUNT BEN REPORTING PERSON	EFICIALLY		
10	CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA			
11	PERCENT OF CLASS REP		BY AMOUNT IN ROW 9	
 12	TYPE OF REPORTING PE			
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	NAME OF REPORTING SS OR I.R.S. IDENTIF	ICATION NO	13 G	Page 15 o
CUSIP NO.	NAME OF REPORTING SS OR I.R.S. IDENTIF ACP Family	ICATION NO	13 G O. OF ABOVE PERSON ip L.P.	Page 15 o
CUSIP NO.	NAME OF REPORTING SS OR I.R.S. IDENTIF	ICATION NO	13 G O. OF ABOVE PERSON ip L.P.	Page 15 o
CUSIP NO 1 2 3	NAME OF REPORTING SS OR I.R.S. IDENTIF ACP Family CHECK THE APPROPRIAT	ICATION NO Partnersh: E BOX IF 1	0. OF ABOVE PERSON ip L.P. A MEMBER OF A GROUP	Page 15 o
CUSIP NO 1 2 3	NAME OF REPORTING SS OR I.R.S. IDENTIF ACP Family CHECK THE APPROPRIAT	ICATION NO Partnersh: E BOX IF i	0. OF ABOVE PERSON ip L.P. A MEMBER OF A GROUP	Page 15 o
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		8	SHARED DISPOSITIVE POWE 0 shares.	ER		
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11	PERCENT OF CLASS REPI	RESENTED B				
12	TYPE OF REPORTING PE	RSON				
CUSIP NO.	61980V107		13	G	Page 16 o	
1	NAME OF REPORTING SS OR I.R.S. IDENTIF		. OF ABOVE PERSON Partners ("ECPP")			
2	CHECK THE APPROPRIAT	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)				
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE		ZATION			
	Delaware					
Chini	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 17,990 shares, except t may be deemed to have s	sole power to v	ote these shar	
OWN	ED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 0 shares.			
		7	SOLE DISPOSITIVE POWER 17,990 shares, except t and may be deemed to ha	ave sole power	to dispose of	
		8	SHARED DISPOSITIVE POWE 0 shares.	ER		
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10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS REPI	RESENTED B				

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CUSIP NO.			12.0			
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1	NAME OF REPORTING SS OR I.R.S. IDENTIFI	ICATION N	O. OF ABOVE PERSON			
	James W. Bre					
2	CHECK THE APPROPRIATE			(a)		
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
	U.S. Citizen					
	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 0 shares.			
OWNEI	D BY EACH REPORTING					
	PERSON WITH	6	SHARED VOTING POWER 603,479 shares, 439,332 of which 109,833 are shares directly owned directly owned by AI99. Breyer general partner of A7, a managin of AIF3 and a general partner of shared power to vote these share	ed by AIF3, and 54,3 is a managing member of AIF3A, f AI99, and may be des.		
		7	SOLE DISPOSITIVE POWER 0 shares.			
		8	SHARED DISPOSITIVE POWER 603,479 shares, 439,332 of which 109,833 are shares directly owned directly owned by AI99. Breyer general partner of A7, a managin of AIF3 and a general partner of shared power to dispose of these	h are shares direction of AIF3, and 54,3 is a managing member of AIF3A, f AI99, and may be o		
9	REPORTING PERSON					
10	CHECK BOX IF THE AGGF EXCLUDES CERTAIN SHAF	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	D. 61980V107		13 G	Page 18 c	
1	NAME OF REPORTING PER SS OR I.R.S. IDENTIF: Luke B. Evn:	'ICATION N	NO. OF ABOVE PERSONS		
2	CHECK THE APPROPRIATI	E BOX IF	A MEMBER OF A GROUP	(a)	
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE U.S. Citizen	OF ORGAN	IIZATION		
O.I.	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 0 shares.		
Ow	OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER 0 shares.		
		7	SOLE DISPOSITIVE POWER 0 shares.		
		8	SHARED DISPOSITIVE POWER 0 shares.		
9	AGGREGATE AMOUNT BENI REPORTING PERSON	EFICIALLY	OWNED BY EACH		
10	CHECK BOX IF THE AGGI EXCLUDES CERTAIN SHAI		10UNT IN ROW (9)		
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
12	TYPE OF REPORTING PE				
CLISTE NO	 D. 61980V107		 13 G	 Page 19	

1	NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS Eugene D. Hill, III					
2	CHECK THE APPROPRIAT	E BOX IF		(a)		
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE		NIZATION			
	U.S. Citizen					
	NUMBER OF SHARES BENEFICIALLY	5	1,539 shares.			
0	WNED BY EACH REPORTING PERSON WITH	6	0 shares.			
		7	SOLE DISPOSITIVE POWER 1,539 shares.			
		8	SHARED DISPOSITIVE POWER 0 shares.			
9	REPORTING PERSON	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10	CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS REP	RESENTED				
12	TYPE OF REPORTING PE					
CUSIP N	O. 61980V107		 13 G	Page 20 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 ORGAN	VIZATION			

U.S. Citizen NUMBER OF SOLE VOTING POWER SHARES 22,984 shares, of which 17,990 are shares directly BENEFICIALLY Patterson is the general partner of ECPP and may be OWNED BY EACH REPORTING sole power to vote these shares. PERSON WITH SHARED VOTING POWER 603,479 shares, of which 439,332 are shares directl 109,833 are shares directly owned by AIF3, and 54,3 directly owned by AI99. Patterson is a managing me general partner of A7, a managing member of AIF3A, of AIF3 and a general partner of AI99 and may be de power to vote these shares. ______ SOLE DISPOSITIVE POWER 22,984 shares, of which 17,990 are shares directly Patterson is the general partner of ECPP and may be sole power to dispose of these shares. _____ SHARED DISPOSITIVE POWER 603,479 shares, of which 439,332 are shares directl 109,833 are shares directly owned by AIF3, and 54,3 directly owned by AI99. Patterson is a managing me general partner of A7, a managing member of AIF3A, of AIF3 and a general partner of AI99 and may be de power to dispose of these shares. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON _____ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 TYPE OF REPORTING PERSON _____ _____ Page 21 c CUSIP NO. 61980V107 13 G NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS Theresia Gouw Ranzetta ("Ranzetta") _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) SEC USE ONLY

4	CITIZENSHIP OR PLA	CITIZENSHIP OR PLACE OF ORGANIZATION					
	U.S. Citizen						
	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 0 shares.				
OWNED BY EACH REPORTING PERSON WITH		6	SHARED VOTING POWER 603,479 shares, of which 439,3 109,833 are shares directly ow directly owned by AI99. Ranze general partner of A7 and a ma partner of AIF3 and a general have shared power to vote thes	332 are shares direct? wned by AIF3 and 54,33 etta is a managing mer anaging member of AIF3 partner of AI99 and r			
		7	SOLE DISPOSITIVE POWER 0 shares.				
		8	SHARED DISPOSITIVE POWER 603,479 shares, of which 439,3 109,833 are shares directly ow directly owned by AI99. Ranze general partner of A7 and a ma partner of AIF3 and a general have shared power to dispose o	332 are shares directl wned by AIF3 and 54,33 etta is a managing mem anaging member of AIF3 partner of AI99 and m			
9	AGGREGATE AMOUNT B REPORTING PERSON						
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	PERCENT OF CLASS R	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
12	TYPE OF REPORTING	PERSON					
CUSIP NC	D. 61980V107		13 G	Page 22 (
1	SS OR I.R.S. IDENT	NAME OF REPORTING PERSONS SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS James R. Swartz ("Swartz")					
2	CHECK THE APPROPRI	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)					
3	SEC USE ONLY	SEC USE ONLY					
4	CITIZENSHIP OR PLA	CITIZENSHIP OR PLACE OF ORGANIZATION					

U.S. Citizen

DENE	NUMBER OF SHARES	5	SOLE VOTING POWER 0 shares.		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	SHARED VOTING POWER 603,479 shares, of which 439,332 a 109,833 are shares directly owned directly owned by AI99. Swartz is general partner of A7, a managing of AIF3 and a general partner of a power to vote these shares.	by AIF3, and 54,3 s a managing membe member of AIF3A, AI99 and may be de	
		7	SOLE DISPOSITIVE POWER 0 shares.		
		8	SHARED DISPOSITIVE POWER 603,479 shares, of which 439,332 a 109,833 are shares directly owned directly owned by AI99. Swartz is general partner of A7, a managing of AIF3 and a general partner of A power to dispose of these shares.	are shares directl by AIF3, and 54,3 s a managing membe member of AIF3A, AI99 and may be de	
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 PER	SON			
CUSIP NO	. 61980V107		 13 G	Page 23 o	
1	NAME OF REPORTING PER SS OR I.R.S. IDENTIFI J. Peter Wag	CATION NO			
2	CHECK THE APPROPRIATE	BOX IF		(a)	
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE	OF ORGAN	IZATION		
	U.S. Citizen				

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING		5	SOLE VOTING POWER 692 shares.	
PERSON WITH	PERSON	6		
		7	SOLE DISPOSITIVE POWER 692 shares.	
		8	SHARED DISPOSITIVE POWER 603,479 shares, 439,332 of which are shares directl 109,833 are shares directly owned by AIF3, and 54,3 directly owned by AI99. Wagner is a managing member general partner of A7, a managing member of AIF3A, of AIF3 and a general partner of AI99, and may be d 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 PERSO	N		

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This Amendment No. 1 amends the statement on Schedule 13G filed by Accel V L.P., Accel V Associates L.L.C., Accel Keiretsu V L.P., Accel Keiretsu V Associates, L.L.C., Accel Investors '97 L.P., Accel Internet/Strategic Technology Fund L.P., Accel Internet/Strategic Technology Fund Associates L.L.C., Accel VII L.P., Accel VII Associates L.L.C., Accel Internet Fund III L.P., Accel Internet Fund III Associates, L.L.C., Accel Investors '99 L.P., ACP Family Partnership L.P., Homestake Partners L.P., James W. Breyer, Luke B. Evnin, Eugene D. Hill, III, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz and J. Peter Wagner. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 1.

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. ("A197"), 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"), Ellmore C. Patterson Partners ("ECPP"), 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. Patterson is the general partner of ECPP and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by ECPP.

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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, HP and ECPP 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 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, 2005:

(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 $% \left(1\right) =\left(1\right) +\left(1\right) =\left(1\right) +\left(1\right)$

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover $% \left(1\right) =\left(1\right) +\left(1\right) =\left(1\right) +\left(1\right)$

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: Yes

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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 8, 2006

Entities:

Accel V L.P.

Accel V Associates L.L.C.

Accel Internet/Strategic Technology Fund L.P.

Accel Internet/Strategic Technology Fund Associates L.L.C.

Accel Keiretsu V L.P.

Accel Keiretsu V Associates L.L.C.

Accel Investors '97 L.P.

ACP Family Partnership L.P.

Ellmore C. Patterson Partners

Homestake Partners L.P.

Accel VII L.P.

Accel VII Associates L.L.C.

Accel Internet Fund III L.P.

Accel Internet Fund III Associates L.L.C.

Accel Investors '99 L.P.

Individuals:

James W. Breyer

Luke B. Evnin

Eugene D. Hill, III

Arthur C. Patterson

Theresia G. Ranzetta

James R. Swartz

J. Peter Wagner

By: /s/ Tracy L. Sedlock

Tracy L. Sedlock, Attorney-in-fact

for above-listed entities

By: /s/ Tracy L. Sedlock

Tracy L. Sedlock, Attorney-in-fact

for above-listed individuals

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EXHIBIT INDEX

		Found on
		Sequentially
Exhibit		Numbered Page
Exhibit A:	Agreement of Joint Filing	28
Exhibit B:	Reference to Tracy L. Sedlock as Attorney-in-Fact	29

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree 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 undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Entities: Accel V L.P.

Accel V Associates L.L.C.

Accel Internet/Strategic Technology Fund L.P.

Accel Internet/Strategic Technology Fund Associates L.L.C.

Accel Keiretsu V L.P.

Accel Keiretsu V Associates L.L.C.

Accel Investors '97 L.P.

ACP Family Partnership L.P.

Ellmore C. Patterson Partners

Homestake Partners L.P.

Accel VII L.P.

Accel VII Associates L.L.C.

Accel Internet Fund III L.P.

Accel Internet Fund III Associates L.L.C.

By: /s/ Tracy L. Sedlock

Tracy L. Sedlock, Attorney-in-fact

for above-listed entities

Accel Investors '99 L.P. Individuals:

James W. Breyer

Luke B. Evnin

Eugene D. Hill, III

Arthur C. Patterson

Theresia G. Ranzetta

James R. Swartz

J. Peter Wagner

By: /s/ Tracy L. Sedlock

Tracy L. Sedlock, Attorney-in-fact for above-listed individuals

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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.