

MOTIVE INC  
Form 8-K  
August 11, 2008

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 11, 2008

## MOTIVE, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-31409**  
(Commission File Number)

**74-2834515**  
(IRS Employer  
Identification No.)

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

**78759-2220**  
(Zip code)

Registrant's telephone number including area code: (512) 339-8335

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**Not Applicable**

**(Former name or former address if changed from last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Introductory Note**

As previously disclosed, Motive, Inc. (the Company or Motive ) determined in 2005 and 2006 that we needed to restate our historical financial statements dating back to 2001. Also as previously disclosed, we dismissed Ernst & Young LLP as our independent accountant in July of 2007, and on October 17, 2007, we engaged BDO Seidman, LLP ( BDO Seidman ) as our successor independent accountant. As a result of the foregoing and the need for BDO Seidman to audit the Company s annual financial statements for the years ended December 31, 2003, 2004, 2005, 2006 and 2007, and review the Company s interim financial statements for the quarters ended September 30, 2005, March 31, 2006, June 30, 2006, September 30, 2006, March 31, 2007, June 30, 2007, September 30, 2007, March 31, 2008, and June 30, 2008, we have been unable to complete and file our periodic financial reports under the Securities Exchange Act of 1934 (the Exchange Act ) within the prescribed time periods for such reports. BDO Seidman is currently conducting its audits and reviews of the periods described above. We are diligently working with BDO to complete these audits and reviews as soon as practicable.

In an effort to provide investors and other interested parties with meaningful financial information pending completion of BDO Seidman s audits and reviews, we previously filed the following reports:

Current Report on Form 8-K, filed September 7, 2007 (in which we furnished our unaudited and unreviewed financial statements for the years ended December 31, 2005 and 2006, and the six months ended June 30, 2007);

Current Report on Form 8-K, filed November 11, 2007 (in which we furnished our unaudited and unreviewed interim financial statements for the three- and nine-month periods ended September 30, 2007, together with certain textual disclosures that would typically be included in a Quarterly Report on Form 10-Q);

Current Report on Form 8-K, filed March 17, 2008 (in which we furnished our unaudited and unreviewed financial statements for the year ended December 31, 2007, together with certain textual disclosures that would typically be included in an Annual Report on Form 10-K);

Current Report on Form 8-K, filed April 29, 2008 (in which we furnished certain information typically included in Part III of Form 10-K); and

Current Report on Form 8-K, filed May 12, 2008 (in which we furnished our unaudited and unreviewed financial statements for the three months ended March 31, 2008, together with certain textual disclosures that would typically be included in a Quarterly Report on Form 10-Q).

We are herewith publicly furnishing (in Exhibit 99.1) unaudited and unreviewed interim financial statements for the three month and six month period ended June 30, 2008, our most recently concluded fiscal quarter, together with notes thereto and certain textual disclosures that would typically be included in a Quarterly Report on Form 10-Q for the quarter then ended (including Management s Discussion and Analysis of Financial Condition and Results of Operations ).

THE FINANCIAL STATEMENTS FURNISHED IN EXHIBIT 99.1 TO THIS CURRENT REPORT ON FORM 8-K HAVE BEEN PREPARED BY THE COMPANY IN ACCORDANCE WITH UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES ( GAAP ) AND INCLUDE ALL ADJUSTMENTS DEEMED APPROPRIATE BY THE COMPANY, BUT HAVE NOT BEEN REVIEWED BY OUR INDEPENDENT ACCOUNTANT. UNTIL SUCH FINANCIAL STATEMENTS HAVE BEEN SO REVIEWED, WE CAN GIVE NO DEFINITIVE ASSURANCE THAT ALL ADJUSTMENTS NECESSARY TO PRESENT OUR FINANCIAL INFORMATION IN ACCORDANCE WITH GAAP HAVE BEEN IDENTIFIED AND PROPERLY REFLECTED IN SUCH FINANCIAL STATEMENTS. THEREFORE, ALL RESULTS REPORTED IN THE FINANCIAL STATEMENTS FURNISHED IN EXHIBIT 99.1 SHOULD BE CONSIDERED PRELIMINARY AND SUBJECT TO CHANGE UNTIL WE FILE OUR QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 2008.

**Item 2.02. Results of Operations and Financial Condition.**

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Through this Current Report on Form 8-K, Motive is furnishing unaudited and unreviewed financial statements for the three and six months ended June 30, 2008, together with notes thereto and certain textual disclosures that would typically be included in a Quarterly Report on Form 10-Q for the quarter then ended (including Management's Discussion and Analysis of Financial Condition and Results of Operations) (collectively, the Q2 Information). The Q2 Information is furnished herewith as Exhibit 99.1, and not filed for purposes of the Securities Exchange Act of 1934, as amended (the Exchange Act). Unless expressly incorporated into a filing of the Company under the Securities Act of 1933, as amended (the Securities Act) or the Exchange Act, made after the date hereof, the information contained in this Item 2.02 and in the furnished Q2 Information shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in any such filing.

See the cautionary language and disclaimer set forth in all caps under the Introductory Note above.

The Q2 Information contains certain forward looking statements, within the meaning of the federal securities laws, which are identified by the use of the words believes, expects, anticipates, will, contemplates, would, should, may, estimate, intend, plan and similar words and phrases that contemplate future events. These forward-looking statements are subject to risks and uncertainties that could cause our actual results or performance to differ materially from that indicated in the forward-looking statements. These risks and uncertainties include, but are not limited to, our ability to timely complete the restatement of our historical financial results and timely complete our financial statements for the years ended December 31, 2005, December 31, 2006, and December 31, 2007 and for relevant interim periods, the ability of our new independent accounting firm to complete its audits and reviews of our financial statements, our ability to complete and file our

delinquent SEC reports, the fact that our historical financial results are not finalized and are subject to change, the outcome of an ongoing SEC investigation, final resolution of our previously disclosed securities and shareholder derivative litigation, our ability to consummate our previously disclosed and pending acquisition by Alcatel Lucent, and those additional risk factors and uncertainties discussed in Exhibit 99.1 to this Current Report on Form 8-K and Exhibit 99.2 to the Company's Current Report on Form 8-K, dated March 17, 2008 and our other filings with the SEC, which are available at [www.sec.gov](http://www.sec.gov). Statements included in this Form 8-K are based upon information known to us as of the date of this Form 8-K, and we assume no obligation to update any information contained in this Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be furnished and shall not be deemed to be filed for purposes of the Exchange Act. Unless expressly incorporated into a filing of the Company under the Securities Act or the Exchange Act made after the date hereof, the information furnished in Exhibit 99.1 shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in any such filing.

- 99.1 Unaudited and unreviewed financial statements for the three and six months ended June 30, 2008, including notes thereto and certain textual disclosures that would typically accompany such financial statements in a Quarterly Report on Form 10-Q (including Management's Discussion and Analysis of Financial Condition and Results of Operations).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MOTIVE, INC.

Date: August 11, 2008

By: /s/ Mike Fitzpatrick  
Mike Fitzpatrick  
Chief Financial Officer

**INDEX TO EXHIBITS**

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be furnished and shall not be deemed to be filed for purposes of the Exchange Act. Unless expressly incorporated into a filing of the Company under the Securities Act or the Exchange Act made after the date hereof, the information furnished in Exhibit 99.1 shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in any such filing.

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
99.1	Unaudited and unreviewed financial statements for the three and six months ended June 30, 2008, including notes thereto and certain textual disclosures that would typically accompany such financial statements in a Quarterly Report on Form 10-Q (including Management's Discussion and Analysis of Financial Condition and Results of Operations ).