

MOTIVE INC  
Form S-8 POS  
October 07, 2008

As filed with the Securities and Exchange Commission on October 7, 2008

Registration No. 333-116859

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Post-Effective Amendment No. 1**  
**FORM S-8**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Motive, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

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

12515 Research Boulevard, Building 5  
Austin, Texas 78759-2220  
(Address of Principal Executive Offices) (Zip code)  
Motive, Inc. Equity Incentive Plan  
Motive, Inc. Employee Stock Purchase Plan  
Motive, Inc. 1997 Stock Option/Stock Issuance Plan  
BroadJump, Inc. 1998 Stock Option/Stock Issuance Plan  
Ventix Systems, Inc. 1997 Stock Option/Stock Issuance Plan

(Full title of the plans)

Steven R. Reynolds

General Counsel

Lucent Technologies Inc.

600 Mountain Avenue

Murray Hill, NJ 07974

(908) 582-8500

(Name, address and telephone number, including area code, of agent for service)

Copy to:

Robert J. Rawn

Michael R. McCoy

Bryan Cave LLP

1290 Avenue of the Americas

New York, NY 10104

(212) 541-2000

**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (Registration No. 333-116859) originally filed with the Securities and Exchange Commission on June 25, 2004 (the Registration Statement ) by Motive, Inc., a Delaware corporation (the Registrant ).

Pursuant to the Agreement and Plan of Merger, dated as of June 16, 2008, among Lucent Technologies Inc. ( Parent ), Magic Acquisition Subsidiary Inc., a wholly owned subsidiary of Parent ( Purchaser ), and the Registrant, Purchaser was merged with and into the Registrant (the Merger ), with the Registrant continuing as the surviving corporation. The Merger was consummated on October 7, 2008.

In connection with the Merger, the Registrant hereby removes from registration all of its securities registered pursuant to the Registration Statement that remain unsold on the date hereof. In accordance with undertakings made by the Registrant in the Registration Statement to remove from registration, by means of post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Registrant hereby removes from registration all of its securities registered pursuant to the Registration Statement that remain unsold on the date hereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Murray Hill, State of New Jersey on October 7, 2008.

MOTIVE, INC.

By: /s/ Luis Martinez Amago  
Name: Luis Martinez Amago  
Title: President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ Luis Martinez Amago		
Luis Martinez Amago	President and Director (Principal Executive Officer)	October 7, 2008
/s/ Glenn Gunn		
Glenn Gunn	Vice President and Treasurer (Principal Accounting Officer and Principal Financial Officer)	October 7, 2008
/s/ Mark G. Gibbens		
Mark G. Gibbens	Director	October 7, 2008
/s/ Michel Rahier		
Michel Rahier	Director	October 7, 2008