

MOTIVE INC  
Form NT 10-Q  
August 10, 2006  
(Check One):

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

SEC File Number 000-31409

CUSIP Number 61980V 10 7

Form 10-K

Form 20-F

Form 11-K

Form 10-Q

Form N-SAR

Form N-CSR

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

For Period Ended: June 30, 2006

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended:

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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**Part I Registrant Information**

**Full Name of Registrant:**

Motive, Inc.

**Former Name if Applicable:**

Motive Communications, Inc.

**Address of Principal Executive Office (Street and Number):**

12515 Research Boulevard, Building 5

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City, State and Zip Code:

Austin, Texas 78759-2220

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**Part II Rules 12b-25(b) and (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate) "

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

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**Part III Narrative**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Motive, Inc. (the Company) is unable to file its quarterly report on Form 10-Q for the quarter ended June 30, 2006 (the Quarterly Report) within the time period prescribed for such report.

As previously disclosed, the Audit Committee of the Company's Board of Directors has been conducting a review of (i) the Company's revenue recognition practices related to certain reseller transactions and (ii) whether the Company recognized in the proper periods revenue associated with certain license and services arrangements. In addition, as previously disclosed, the Company's management has concluded that insufficient evidence existed to support the Company's prior determination that vendor specific objective evidence (VSOE) of fair value existed for the maintenance element for the majority of the Company's software arrangements. Also as previously disclosed, the Company will restate its previously issued financial statements for periods beginning with fiscal 2001 as a result of findings from the Audit Committee review and management's VSOE determination. As a result of the Company's ongoing restatement activities, the Company is unable to complete the preparation of the Quarterly Report within the prescribed time period without unreasonable effort or expense. The Company anticipates that it will file the Quarterly Report as promptly as possible after the completion of its ongoing restatement activities.

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**Part IV Other Information**

(1) Name and telephone number of person to contact in regard to this notification

**April Downing**

**(512)**

**339-8335**

**(Name)**

**(Area Code)**

**(Telephone Number)**

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).  Yes  No

Quarterly Report on Form 10-Q for the quarter ended March 31, 2006, Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 and Annual Report on Form 10-K for the year ended December 31, 2005.

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(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Because, as discussed in Part III above, the Company's restatement activities are still ongoing, the Company is unable at this time to make a reasonable estimate of the change in its results of operations in the quarter ended June 30, 2006 compared to the quarter ended June 30, 2005.

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**SIGNATURE**

Motive, Inc. has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

MOTIVE, INC.

Date: August 9, 2006

By: /s/ April Downing  
April Downing  
Principal Accounting Officer, Acting Chief

Financial Officer and Vice President - Finance and

Investor Relations