

MOTIVE INC
Form 8-K
September 20, 2004

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):

September 20, 2004

MOTIVE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of other jurisdiction

of incorporation)

12515 Research Boulevard, Building 5

Austin, Texas
(Address of principal executive offices)

000-31409
(Commission File Number)

74-2834515
(IRS Employer

Identification No.)

78759-2220
(Zip code)

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

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))
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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On September 20, 2004, Mr. John Thornton of Austin Ventures, L.P. resigned as a member of Motive's Board of Directors. The resignation of Mr. Thornton did not involve any disagreements with Motive on any matter relating to the company's operations, policies or practices. Mr. Thornton has not requested that any matter be disclosed.

SIGNATURE

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.

Dated: September 20, 2004

MOTIVE, INC.

By: /s/ Paul Baker

 Paul Baker
 Chief Financial Officer
 (Principal Financial Officer and

 Chief Accounting Officer)