

MOTIVE INC  
Form NT 10-K  
March 16, 2006  
(Check One):

UNITED STATES

OMB APPROVAL  
OMB Number: 3235-0058

X Form 10-K

SECURITIES AND EXCHANGE COMMISSION

Expires: March 31, 2006

.. Form 20-F

Washington, D.C. 20549

Estimated average burden  
hours per response . . . 2.50

.. Form 11-K

SEC FILE NUMBER

.. Form 10-Q

**FORM 12b-25**

CUSIP NUMBER

.. Form 10-D

**NOTIFICATION OF LATE FILING**

.. Form N-SAR

.. Form N-CSR

For Period Ended: December 31, 2005

- .. 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: \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**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:

**PART I REGISTRANT INFORMATION**

**Motive, Inc.**  
Full Name of Registrant

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Former Name if Applicable

12515 Research Boulevard, Building 5  
Address of Principal Executive Office (*Street and Number*)

Austin, Texas 78759-2220  
City, State and Zip Code

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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 reasons 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 subject distribution report on Form 10-D, 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 the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, 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 annual report on Form 10-K for the fiscal year ended December 31, 2005 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. As a result of the Audit Committee's review, the Company is unable to complete by March 16, 2006 the preparation of its annual report on Form 10-K for the fiscal year ended December 31, 2005 without unreasonable effort or expense. The Company anticipates that it will file such annual report as promptly as possible.

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**PART IV OTHER INFORMATION**

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

**April Downing**  
(Name)

**(512)**  
(Area Code)

**339-8335**  
(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 answer is no, identify report(s).    Yes     No

**Quarterly Report on Form 10-Q for the quarter ended September 30, 2005**

- (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 the Audit Committee review described above has not been completed, the Company is unable to make a reasonable estimate of the change in results of operations in calendar year 2005 compared to calendar year 2004. In addition, as previously disclosed by the Company in Current Reports on Form 8-K, the Company's previously reported results for the year ended December 31, 2004 are subject to restatement by the Company.

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**Motive, Inc.**  
(Name of Registrant as Specified in Charter)

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

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Date March 16, 2006

By /s/ April Downing  
April Downing

*Principal Accounting Officer, Acting Chief Financial*

*Officer and Vice President Finance and Investor*

*Relations*

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**