

MOTIVE INC
Form SC TO-C
June 18, 2008

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Motive, Inc.

(Name of Subject Company (issuer))

Magic Acquisition Subsidiary Inc.

Lucent Technologies Inc.

Alcatel Lucent

(Names of Filing Persons (offeror))

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

61980V107

(CUSIP Number of Class of Securities)

Steven R. Reynolds

General Counsel

Lucent Technologies Inc.

600 Mountain Avenue

Murray Hill, NJ 07974

(908) 582-8500

(Name, address, and telephone number of person authorized
to receive notices and communications on behalf of filing persons)

with a copy to:

Robert J. Rawn

Michael R. McCoy

Bryan Cave LLP

1290 Avenue of the Americas

New York, NY 10104

(212) 541-2000

CALCULATION OF FILING FEE:

Transaction valuation
Not Applicable*

Amount of filing fee
Not Applicable*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement

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of a tender offer.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable

Form or Registration No.: Not applicable

Filing Party: Not applicable

Date Filed: Not applicable

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.

- issuer tender offer subject to Rule 13e-4.

- going-private transaction subject to Rule 13e-3.

- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

Item 12. Exhibits

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|-------------|--|
| 99.1 | Transcript of conference call held on June 17, 2008 |
| 99.2 | Transcript of video presentation provided to employees of Motive, Inc. |