

MOTIVE INC
Form SC TO-T/A
September 11, 2008

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

**SCHEDULE TO
(Amendment No. 3)**

**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* | Amount of Filing Fee** |
|-------------------------------|-------------------------------|
| \$76,102,028.10 | \$2,990.81 |

* Estimated solely
for purposes of
calculating the
filing fee in
accordance with
Rule 0-11 under

the Securities Exchange Act of 1934, as amended (the Exchange Act). The transaction value was determined by multiplying the purchase price of \$2.23 per share by 34,126,470 shares of common stock, par value \$0.001 per share, of Motive, Inc. (based upon (i) the representation by Motive, Inc. in the Merger Agreement (as defined herein) that 27,755,007 shares and options and warrants to acquire an aggregate of 3,871,463 shares were outstanding as of June 16, 2008, and (ii) the 2,500,000 shares expected to be issued and outstanding as of the closing of this Offer (as defined herein) pursuant to Motive, Inc. s previously announced settlement of securities and derivative litigation). Solely for purposes of calculating the filing fee, all shares subject to options and warrants were

included,
regardless of the
exercise price of
such option or
warrant or the
exercisability of
such option or
warrant.

** Pursuant to
Rule 0-11 of the
Exchange Act, the
amount of the
filing fee is
calculated by
multiplying the
transaction value
by 0.00003930.

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: \$2,990.81

Filing Party: Magic Acquisition Subsidiary Inc., Lucent
Technologies Inc. and Alcatel Lucent

Form or Registration No.: Schedule TO

Date Filed: July 16, 2008

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:

This Amendment No. 3 to the Tender Offer Statement on Schedule TO (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO originally filed on July 16, 2008 (the Schedule TO) and relates to a tender offer by Magic Acquisition Subsidiary Inc., a Delaware corporation (Purchaser) and a direct wholly owned subsidiary of Lucent Technologies Inc., which is a Delaware corporation (Parent) and a wholly owned subsidiary of Alcatel Lucent, a *société anonyme* organized under the laws of the Republic of France (Alcatel Lucent), to purchase all of the outstanding shares of common stock, par value \$0.001 per share (the Shares), of Motive, Inc., a Delaware corporation (the Company), at a price of \$2.23 per Share, to the seller in cash, without interest and less any required withholding taxes. The terms and conditions of the offer are described in the Offer to Purchase, dated July 16, 2008, (which, together with any amendments or supplements, collectively constitute the Offer to Purchase) and the related Letter of Transmittal (which, together with any amendments or supplements, collectively constitute the Offer). The Offer is being made in connection with the Agreement and Plan of Merger, dated as of June 16, 2008 (the Merger Agreement), by and among Parent, Purchaser and the Company.

All capitalized terms used in this Amendment without definition have the meanings ascribed to them in the Schedule TO or the Offer to Purchase.

The information in the Offer to Purchase and the related Letter of Transmittal is incorporated in this Amendment by reference to all of the applicable items in the Schedule TO, except that such information is amended and supplemented to the extent specifically provided in this Amendment.

Item 11. Additional Information

1. Item 11 of the Schedule TO, which incorporates by reference the information contained in the Offer to Purchase, is hereby amended and supplemented by adding thereto the following:

On September 11, 2008, Parent extended the Offer, upon the terms and conditions set forth in the Offer to Purchase, until 5:00 p.m., New York City time, Monday, October 6, 2008, unless the Offer is further extended by Parent pursuant to and in accordance with the Merger Agreement. As of 12:00 midnight, New York City time, at the end of Wednesday September 10, 2008, an aggregate of approximately 28.6 million Shares had been tendered and not withdrawn from the Offer. The full text of a press release issued by Alcatel Lucent announcing the extension of the Offer has been filed as Exhibit (a)(5)(E) hereto and is incorporated herein by this reference.

On September 2, 2008, Alcatel Lucent announced that Philippe Camus was appointed as its non-executive Chairman, effective as of October 1, 2008. Mr. Camus, a citizen of France and a U.S. resident, will replace Mr. Tchuruk. Mr. Camus is co-managing partner of the Lagardère Group and Senior Managing Director of Evercore Partners. He is on the board of directors of Accor S.A., Crédit Agricole S.A. and Schlumberger Ltd.

On September 2, 2008, Ben Verwaayen was appointed as Alcatel Lucent's Chief Executive Officer and a member of the Board of Directors of Alcatel Lucent, effective as of September 15, 2008. Mr. Verwaayen, a citizen of the Netherlands, will replace Ms. Russo. Mr. Verwaayen was appointed to the board of directors of BT Group in the United Kingdom in January 2002 and served as Chief Executive from February 2002 to June 2008. He was appointed an independent, non-executive director of United Parcel Service, Inc. in March 2005.

2. The subsection entitled *German Antitrust Matters* in Section 16 of the Offer to Purchase entitled *Certain Regulatory and Legal Matters* is amended and supplemented by adding the following:

On August 26, 2008, the FCO approved the acquisition of the Shares pursuant to the Offer.

Item 12. Exhibits

The information set forth in Item 12 of the Schedule TO is amended and supplemented by adding the following exhibit:

(a)(5)(E) Press Release issued by Alcatel Lucent, dated September 11, 2008.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 11, 2008

MAGIC ACQUISITION SUBSIDIARY INC.

By: /s/ John P. O Gorman

Name: John P. O Gorman

Title: Vice President

LUCENT TECHNOLOGIES INC.

By: /s/ Fred Ludtke

Name: Fred Ludtke

Title: Vice President

ALCATEL LUCENT

By: /s/ Hubert de Pesquidoux

Name: Hubert de Pesquidoux

Title: Chief Financial Officer