# **FORM ADV**

# UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Prin	mary Business Name: MOTIVE CA	APITAL MANAGEMENT, LLC		CRD Number: 2853
٩nr	nual Amendment - All Sections			Rev. 10/20
3/30	0/2020 6:07:40 PM	is farm runthally. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must must updated by filing periodic unandments. See Form ADV General Instruction 4.  It is who you are, where you are ideing business, and haw we can contact you. If you are filing an unbreits registration, the information in Item 1 should be experted to get the provides information to assist you with filing an unbreits registration.  If you are a size proputety your test, first, and middle names):  NANGEMENT, LLC  ch you primarily conduct your advisory business, if different from Item 1 A.  NANGEMENT, LLC  ch you primarily conduct your advisory business, if different from Item 1 A.  NANGEMENT, LLC  ch you primarily conduct your advisory business, if different from Item 1 A.  NANGEMENT, LLC  ch you primarily conduct your advisory business, if different from Item 1 A.  NANGEMENT, LLC  ch you primary published in series under which you conduct your advisory business.  It is Form ADV to register more than one investment adviser under an umbreite registration, check this box P.  c, complete a Schedule R for each registing adviser.  It is your primary business name.  It is your primary published that your primary published your		
WA	·	-		cation of your registration, or criminal prosecution. You must
ten	n 1 Identifying Information			
	•			
A.	Your full legal name (if you are a MOTIVE CAPITAL MANAGEMEN		ddle names):	
B.	(1) Name under which you prima		different from Item 1.A.	
	List on Section 1.B. of Schedule	D any additional names under which y	ou conduct your advisory business.	
	(2) If you are using this Form AL	OV to register more than one investmen	nt adviser under an <i>umbrella registration</i> , c	heck this box 🗹
	If you check this box, complete	a Schedule R for each relying adviser.		
C.			ary business name (Item 1.B.(1)), enter the	e new name and specify whether the name change is of
D.	(2) If you report to the SEC as ar	n exempt reporting adviser, your SEC t	ile number: e SEC ("CIK Numbers"), all of your CIK nur	nbers:
E.	(1) If you have a number ("CRD	Number") assigned by the FINRA's CI	RD system or by the IARD system, your <i>CR</i> .	D number: <b>285341</b>
	If your firm does not have a CRI	D number, skip this Item 1.E. Do not p	rovide the CRD number of one of your office	ers, employees, or affiliates.
	(2) If you have additional CRD N	lumbers, your additional <i>CRD</i> number	s:	
			No Information Filed	
F.	Principal Office and Place of Bu	siness		
	(1) Address (do not use a P.O.	Box):		
	Number and Street 1:			
	7 WORLD TRADE CENTER City:			7IP+4/Postal Code:
	NEW YORK			
	If this address is a private re	esidence, check this box: $\square$		
	registration, or are registere whom you are registered. If	ed, with one or more state securities au you are applying for SEC registration,	thorities, you must list all of your offices in the if you are registered only with the SEC, or it	ne state or states to which you are applying for registration or with f you are reporting to the SEC as an exempt reporting adviser, lis
	(2) Days of week that you norm  • Monday - Friday  • Othe		l office and place of business:	
	Normal business hours at t 9:00 AM - 5:00 PM			
	(3) Telephone number at this local (212) 651-0200			
	<ul><li>(4) Facsimile number at this loc</li><li>(5) What is the total number of recently completed fiscal year</li></ul>	offices, other than your principal office	and place of business, at which you condu	ct investment advisory business as of the end of your most

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G.	Mailing address, if different fro	failing address, if different from your <i>principal office and place of business</i> address:						
	Number and Street 1:		Number and Street 2:					
	City:	State:	Country:	ZIP+4/Postal Code:				
	If this address is a private res	sidence, check this box:						
Н.	If you are a sole proprietor, sta	ate your full residence address, if differen	nt from your <i>principal office</i> a	nd place of business address in Item 1.F.:				
	Number and Street 1:		Number and Street 2:					
	City:	State:	Country:	ZIP+4/Postal Code:				
					Yes	No		
I.	Do you have one or more web	osites or accounts on publicly available s	social media platforms (includ	ding, but not limited to, Twitter, Facebook and LinkedIn)?	•	0		
	address serves as a portal thr information. You may need to	ough which to access other information list more than one portal address. Do n	you have published on the word provide the addresses of w	available social media platforms on Section 1.I. of Schedule D. If a well eb, you may list the portal without listing addresses for all of the other websites or accounts on publicly available social media platforms whe ees or the addresses of employee accounts on publicly available soc	ere you			
J.	Chief Compliance Officer							
	(1) Provide the name and cont	tact information of your Chief Compliance e one. If not, you must complete Item 1.	-	ot reporting adviser, you must provide the contact information for your	Chief			
	Name:		Other titles, if any:					
	Telephone number:		Facsimile number, if a	ny:				
	Number and Street 1:		Number and Street 2:					
	City:	State:	Country:	ZIP+4/Postal Code:				
	Electronic mail (e-mail) addre	ess, if Chief Compliance Officer has one	e:					
K.	Name: IRS Employer Identification No Additional Regulatory Contact may provide that information h	Person: If a person other than the Chie	of Compliance Officer is autho	rized to receive information and respond to questions about this Form	n ADV, ː	you		
	Name:		Titles:					
	Telephone number:		Facsimile number, if a	anv:				
	Number and Street 1:		Number and Street 2:					
	City:	State:	Country:	ZIP+4/Postal Code:				
	Electronic mail (e-mail) addre	ess, if contact person has one:						
					Yes	No		
L.	Do you maintain some or all o principal office and place of b		ed to keep under Section 204	of the Advisers Act, or similar state law, somewhere other than your	0	0		
	If "yes," complete Section 1.L.	of Schedule D.			Yes	Na		
M.	Are you registered with a forei	ign financial regulatory authority?			0			
	Answer "no" if you are not regicomplete Section 1.M. of School		vauthority, even if you have a	n affiliate that is registered with a foreign financial regulatory authority	∕. If "yes	ì,"		
					Yes	No		
N.	Are you a public reporting con	npany under Sections 12 or 15(d) of the	Securities Exchange Act of 1	934?	0	•		
					Yes	No		
Ο.	Did you have \$1 billion or mor If yes, what is the approximate	re in assets on the last day of your most	recent fiscal year?		0	•		
	\$1 billion to less than \$1	•						
	~							
	C \$10 billion to less than \$	noillia ucc						
	C \$50 billion or more							

			s you manage on behalf of clients. Determine y	our total assets using the total assets shown					
P.	Provide your <i>Legal Entity Identifier</i> if you h	ave one:							
	A <i>legal entity identifier</i> is a unique numbel	that companies use to identify each other in the	he financial marketplace. You may not have a	legal entity identifier.					
SECT	TON 1.B. Other Business Names								
	For purposes of ten 1.0, only, incompany to purpose access who purpose and the purpose of the pu								
Nar	on the balancer sheet for your reast recent flood year end.  A flegal endly identifier is a unique number that conqueries use to identify each other in the financial marketiplace. You may not have a legal ently, electifier.  ECTION 1.5. Other Business Names  List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D Section 1.5. for each business name.  Name: MOTIVE PARTINERS  Jurisdictions  July July July July July July July July								
Juri	sdictions								
	AI	Пп	□ NF	∏ sc					
		□ ME	□ NC	□VI					
	DE	□MD	□ND	□VA					
	DC	□MA	□ он	□wa					
	FL	□MI	□ок	□w					
	GA	☐ MN	OR	□wı					
	GU	□MS	□ PA	□wy					
	HI	□мо	□PR	Other:					
		dictions in which you use them. You must com	plete a separate Schedule D Section 1.B. for	each business name.					
Juri	sdictions								
	AI	Пп	□ NF	∏ sc					
	GA	☐ MN	□ OR	□WI					
	GU	□MS	□PA	□wy					
	HI	□ MO	□ PR	Other:					
	ID	□мт	□RI						
		Acceptable of the purpose record float year end by purpose record float year end year for the purpose record float year end year for the purpose record float year end year end year of the purpose record float year end y							
List	The balance short for your creater is van larger or taxed year or see.  Supplied with year English English Seeman								
		,							
			pane,						
	AK	I □ IN	□ NV	□ SD					

□AZ	□ IA	□NH	□TN
□AR	□ks	□NJ	□тх
□ CA	□KY	□ NM	□ UT
□со	□LA	<b>☑</b> NY	□vī
□ст	□ME	□NC	□vı
□ DE	□MD	□ND	□va
□ DC	□ MA	□ OH	□wa
□FL	□ MI	□ок	□w
□GA	□ MN	□ OR	□ wi
	□ MS	□ PA	
GU			□wy
⊟н	МО	□ PR	Other:
□ID	□мт	□RI	
List your other business names and the jurise	dictions in which you use them. You must com	nplete a separate Schedule D Section 1.B. for	each business name.
Name: MOTIVE CAPITAL PARTNERS			
Jurisdictions			
□AL		□ NE	□ sc
□AK	□IN	□NV	□ SD
□AZ	□IA	□NH	□TN
□AR	□ĸs	□NJ	Птx
□ca	□ĸy	□ NM	□ut
□со	□LA	<b>☑</b> NY	□vī
□ст	□ ME	□NC	□VI
□ DE	□ MD	□ND	□VA
DC	□ MA	□он	□wa
□ FL	□ MI	□ок	□w
□ GA	□ MN	OR	□WI
GU	□ MS	□ PA	□wy
□н	□ MO	□ PR	Other:
□ID	□ MT	□RI	
List your other business names and the jurise	dictions in which you use them. You must com	nplete a separate Schedule D Section 1.B. for	each business name.
Name: MOTIVE VENTURES			
Jurisdictions			
□ AL		□ NE	□sc
□AK	□IN	□NV	□SD
□az	□ IA	□NH	□ TN
□AR	□ĸs	□NJ	Птx
□ CA	□kY	□ NM	□ ∪т
ССО	□ LA	✓ NY	□VT
□ст	□ ME	□NC	□VI
□ DE	□ MD	□ND	□VA
□ DC	□ MA	□ OH	□WA
□FL □ FL	□ MI	ОК	□w □···
□GA	MN	OR	□ wi
□ GU	☐ MS	□ PA	□ wy
□н	□мо	□ PR	Other:
□ID	□мт	□RI	

SECTION 1.I.	Website Addresses
-	bsite addresses, including addresses for accounts on publicly available social media platforms where you control the content (including, but not limited to, Twitter, and/or LinkedIn). You must complete a separate Schedule D Section 1.I. for each website or account on a publicly available social media platform.
Address of V	Vebsite/Account on Publicly Available Social Media Platform: HTTP://WWW.MOTIVEPARTNERS.COM
Address of V	Vebsite/Account on Publicly Available Social Media Platform: https://www.linkedin.com/company/motive-partners
Address of V	Vebsite/Account on Publicly Available Social Media Platform: https://twitter.com/motive_partners?lang=en
SECTION 1.L.	Location of Books and Records
	No Information Filed
SECTION 1.M.	Registration with Foreign Financial Regulatory Authorities
	No Information Filed
Item 2 SEC Re	egistration/Reporting
-	this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting dating amendment to your SEC registration. If you are filing an umbrella registration, the information in Item 2 should be provided for the filing adviser only.
your SEC	ter (or remain registered) with the SEC, you must check <b>at least one</b> of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an <i>annual updating amendment</i> to C registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may vely respond to each of these items.
You (the	adviser):
<b>(</b> 1)	are a large advisory firm that either:
	(a) has regulatory assets under management of \$100 million (in U.S. dollars) or more; or
	(b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent <i>annual updating amendment</i> and is registered with the SEC;
(2)	are a <b>mid-sized advisory firm</b> that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:
	(a) not required to be registered as an adviser with the state securities authority of the state where you maintain your principal office and place of business; or
	(b) not subject to examination by the state securities authority of the state where you maintain your principal office and place of business;
	Click <b>HERE</b> for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.
(3)	Reserved
<b>(</b> 4)	have your principal office and place of business outside the United States;
<b>(</b> 5)	are an investment adviser (or subadviser) to an investment company registered under the Investment Company Act of 1940;
(6)	are an investment adviser to a company which has elected to be a business development company pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;
<b>(7)</b>	are a pension consultant with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);
□ (8)	are a <b>related adviser</b> under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;
	If you check this box, complete Section 2.A.(8) of Schedule D.
<b>(</b> 9)	are an adviser relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;
	If you check this box, complete Section 2.A.(9) of Schedule D.
<b>(10)</b>	are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);
	If you check this box, complete Section 2.A.(10) of Schedule D.
<b>(11)</b>	are an Internet adviser relying on rule 203A-2(e);

(12) have received an SEC order ex	empting you from the prohibition against r	registration with the SEC;					
If you check this box, complete	Section 2.A.(12) of Schedule D.						
(13) are <b>no longer eligible</b> to remain							
(13) are <b>no longer eligible</b> to remain	registered with the SEC.						
State Securities Authority Notice Filings and	State Reporting by Exempt Reporting A	Advisers					
C. Under state laws, SEC-registered advisers may be required to provide to <i>state securities authorities</i> a copy of the Form ADV and any amendments they file with the SEC. These are called <i>notice filings</i> . In addition, <i>exempt reporting advisers</i> may be required to provide <i>state securities authorities</i> with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your <i>notice filings</i> or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your <i>notice filings</i> or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).							
Jurisdictions							
☐ AL		□ NE	□ sc				
☐ AK		□ NV	□ SD				
□ AZ	□ IA	□ NH	□ TN				
☐ AR	□ KS	□ NJ	□ TX				
□ CA	□ KY	□ NM	□ UT				
□ со	□ LA	<b>☑</b> NY	□ VT				
□ ст	□ ME	□ NC	□ vi				
□ DE	□ MD	□ ND	□ VA				
□ DC	□ MA	□ OH	□ WA				
□ FL	□ MI	□ ок	□ w				
□ GA	□ MN	OR	□ wi				
□ GU	☐ MS	□ PA	□ w				
□н	□ мо	PR					
□ ID	□ мт	□ RI					
report filing fee for the coming year, your		g to a state that currently receives them and you on the year (December 31).	oo not want to pay that state's notice filling or				
SECTION 2.A.(8) Related Adviser							
	A-2(b) from the prohibition on registration	because you <i>control</i> , are <i>controlled</i> by, or are un	der common control with an investment adviser				
		ne as that of the registered adviser, provide the f					
Name of Registered Investment Adviser							
CRD Number of Registered Investment Advise	<b>Э</b> Г						
SEC Number of Registered Investment Advise	ır						
SECTION 2.A.(9) Investment Adviser Expecting	g to be Eligible for Commission Registra	tion within 120 Days					
	t your eligibility for SEC registration. By ch	vailable to an adviser that expects to be eligible for necking the appropriate boxes, you will be deeme					
	ered with the SEC or a state securities au	thority and I have a reasonable expectation that I	will be eligible to register with the SEC within				
I undertake to withdraw from SEC registrati from registering with the SEC.	on if, on the 120th day after my registratio	on with the SEC becomes effective, I would be pro	phibited by Section 203A(a) of the Advisers Act				
OFOTION A 400 M M St. C.							
SECTION 2.A.(10) Multi-State Adviser							
If you are relying on rule 203A-2(d), the multi-s registration. By checking the appropriate boxes		n on registration, you are required to make certa equired representations.	in representations about your eligibility for SEC				
If you are applying for registration as an invest	ment adviser with the SEC, you must mal	ke both of these representations:					
	• •	required by the laws of 15 or more states to regis	ster as an investment adviser with the state				
☐ I undertake to withdraw from SEC registrat	ion if I file an amendment to this registrati	ion indicating that I would be required by the laws	s of fewer than 15 states to register as an				

	ou are submitting your annual updating amendment, you must make this representation:  Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the state securities authorities in those states.
FC	TION 2.A.(12) SEC Exemptive <i>Order</i>
	ou are relying upon an SEC order exempting you from the prohibition on registration, provide the following information:
803	polication Number: 3- te of order:
em	3 Form of Organization
yo	u are filing an <i>umbrella registration</i> , the information in Item 3 should be provided for the <i>filing adviser</i> only.
A.	How are you organized?
	C Corporation
	C Sole Proprietorship
	C Limited Liability Partnership (LLP)
	O Partnership
	1: 7: 11: 12: 0 (11:0)
	Other (specify):
	If you are changing your response to this Item, see Part 1A Instruction 4.
B.	In what month does your fiscal year end each year? DECEMBER
C.	Under the laws of what state or country are you organized?
О.	State Country
	Delaware United States
	Delaware Officed States
	If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.
	If you are changing your response to this Item, see Part 1A Instruction 4.
:em	4 Successions
A.	Are you, at the time of this filing, succeeding to the business of a registered investment adviser, including, for example, a change of your structure or legal status (e.g., form of organization or state of incorporation)?
	If "yes", complete Item 4.B. and Section 4 of Schedule D.
В.	Date of Succession: (MM/DD/YYYY)
	If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.
EC	CTION 4 Successions
	No Information Filed

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A

investment adviser with the state securities authorities of those states.

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Inst	ructio	n 5.a. provides additional guidance to newly formed advisers for completing this Item 5.
Em	ploye	ees
		e organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).
A.	Appr 27	roximately how many employees do you have? Include full- and part-time employees but do not include any clerical workers.
B.	(1)	Approximately how many of the <i>employees</i> reported in 5.A. perform investment advisory functions (including research)?
	(2)	Approximately how many of the <i>employees</i> reported in 5.A. are registered representatives of a broker-dealer?
	(3)	Approximately how many of the <i>employees</i> reported in 5.A. are registered with one or more <i>state securities authorities</i> as <i>investment adviser representatives</i> ?
	(4)	Approximately how many of the <i>employees</i> reported in 5.A. are registered with one or more <i>state securities authorities</i> as <i>investment adviser representatives</i> for an investment adviser other than you?
		0
	(5)	Approximately how many of the <i>employees</i> reported in 5.A. are licensed agents of an insurance company or agency?
	(6)	Approximately how many firms or other <i>persons</i> solicit advisory <i>clients</i> on your behalf?  0
	In yo	our response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm's employees that solicit on your behalf.
Cli	ents	

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

- C. (1) To approximately how many *clients* for whom you do not have regulatory assets under management did you provide investment advisory services during your most recently completed fiscal year?
  - (2) Approximately what percentage of your *clients* are non-*United States persons*? 18%
- D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, do not answer (d)(1) or (d)(3) below.

Indicate the approximate number of your *clients* and amount of your total regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If you have fewer than 5 *clients* in a particular category (other than (d), (e), and (f)) you may check Item 5.D.(2) rather than respond to Item 5.D.(1).

The aggregate amount of regulatory assets under management reported in Item 5.D.(3) should equal the total amount of regulatory assets under management reported in Item 5.F.(2)(c) below.

If a *client* fits into more than one category, select one category that most accurately represents the *client* to avoid double counting *clients* and assets. If you advise a registered investment company, business development company, or pooled investment vehicle, report those assets in categories (d), (e), and (f) as applicable.

Type of Client	(1) Number of Client(s)	(2) Fewer than 5 Clients	(3) Amount of Regulatory Assets under Management
(a) Individuals (other than high net worth individuals)			\$
(b) High net worth individuals			\$
(c) Banking or thrift institutions			\$
(d) Investment companies			\$
(e) Business development companies			\$
(f) Pooled investment vehicles (other than investment companies and business development companies)	17		\$ 860,813,270
(g) Pension and profit sharing plans (but not the plan participants or government pension plans)			\$
(h) Charitable organizations			\$
(i) State or municipal government entities (including government pension plans)			\$

	(j) Other investment advisers			\$	
ſ	(k) Insurance companies			\$	
	(I) Sovereign wealth funds and foreign official institutions			\$	
ľ	(m) Corporations or other businesses not listed above			\$	
Ī	(n) Other:			\$	
Comp	pensation Arrangements				
E. Y	ou are compensated for your investment advisory services by	y (check all that apply):			
1 1 1 1	<ul> <li>(2) Hourly charges</li> <li>(3) Subscription fees (for a newsletter or periodical)</li> <li>(4) Fixed fees (other than subscription fees)</li> <li>(5) Commissions</li> <li>(6) Performance-based fees</li> </ul>				
	Contraction and the annual of policy regulatory assets Under Management   S   Contraction   S   Cont				
Regu	latory Assets Under Management				Voc. No.
F. (	Do you provide continuous and regular supervisory or m	anagement services to securities portfoli	os?		
`					• C
(4	-, ii yoo, what is the amount of your regulatory assets unde	-		mber of Accounts	
	Discretionary: (a)			institution of Accounts	
	(4)	¥ 332,3 12,= 3	(4)		
ltem 5		ivities			
Advis	ory Activities				
	(1) Financial planning services				
	Company Act of 1940)		panies" that have made an	election pursuant to section 54 of	f the Investment
	(5) Portfolio management for businesses (other than vehicles)		s (other than registered inve	estment companies and other po	oled investment
	(7) Selection of other advisers (including <i>private fund</i>	managers)			
	(10) 011 ( 11)				
,	Act of 1940, including as a subadviser. If you check Item 5.G				
<i>і</i> Н. І	Act of 1940, including as a subadviser. If you check Item 5.Go in Section 5.G.(3) of Schedule D.  If you provide financial planning services, to how many client	.(3), report the 811 or 814 number of the	investment company or inv		
<i>i</i> H. I	Act of 1940, including as a subadviser. If you check Item 5.6 in Section 5.6.(3) of Schedule D.  If you provide financial planning services, to how many client	.(3), report the 811 or 814 number of the	investment company or inv		
, і Н. І	Act of 1940, including as a subadviser. If you check Item 5.6 in Section 5.G.(3) of Schedule D.  If you provide financial planning services, to how many client  O  1 - 10	.(3), report the 811 or 814 number of the	investment company or inv		
, і Н. І	Act of 1940, including as a subadviser. If you check Item 5.G in Section 5.G.(3) of Schedule D.  If you provide financial planning services, to how many client  O  1 - 10  11 - 25	.(3), report the 811 or 814 number of the	investment company or inv		
, і Н. І	Act of 1940, including as a subadviser. If you check Item 5.6 in Section 5.G.(3) of Schedule D.  If you provide financial planning services, to how many client  0 1 - 10 11 - 25 26 - 50	.(3), report the 811 or 814 number of the	investment company or inv		
, і Н. І	Act of 1940, including as a subadviser. If you check Item 5.6 in Section 5.6.(3) of Schedule D.  If you provide financial planning services, to how many client  0 1 - 10 11 - 25 26 - 50 51 - 100	.(3), report the 811 or 814 number of the	investment company or inv		
, і Н. І	Act of 1940, including as a subadviser. If you check Item 5.6 in Section 5.G.(3) of Schedule D.  If you provide financial planning services, to how many client  0 1 - 10 11 - 25 26 - 50 51 - 100 101 - 250	.(3), report the 811 or 814 number of the	investment company or inv		
, і Н. І	Act of 1940, including as a subadviser. If you check Item 5.6 in Section 5.6.(3) of Schedule D.  If you provide financial planning services, to how many client  0 1 - 10 11 - 25 26 - 50 51 - 100	.(3), report the 811 or 814 number of the	investment company or inv		

	In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.	stors.	
		Yes	No
I.	(1) Do you participate in a wrap fee program?	0	•
	(2) If you participate in a wrap fee program, what is the amount of your regulatory assets under management attributable to acting as:		
	(a) sponsor to a wrap fee program \$		
	(b) portfolio manager for a <i>wrap fee program</i> ?		
	(c) <i>sponsor</i> to and portfolio manager for the same <i>wrap fee program</i> ?  \$		
	If you report an amount in Item 5.1.(2)(c), do not report that amount in Item 5.1.(2)(a) or Item 5.1.(2)(b).		
	If you are a portfolio manager for a wrap fee program, list the names of the programs, their sponsors and related information in Section 5.I.(2) of Schedule D.		
	If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program is limited to recommend the your clients.		
J.	(1) In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments?	Yes	
0.	(2) Do you report <i>client</i> assets in Item 4.E. of Part 2A that are computed using a different method than the method used to compute your regulatory assets under	0	⊙ ○
	management?	0	•
K.	Separately Managed Account Clients	Yes	No
	(1) Do you have regulatory assets under management attributable to <i>clients</i> other than those listed in Item 5.D.(3)(d)-(f) (separately managed account <i>clients</i> )?	0	•
	If yes, complete Section 5.K.(1) of Schedule D.		
	(2) Do you engage in borrowing transactions on behalf of any of the separately managed account clients that you advise?	0	•
	If yes, complete Section 5.K.(2) of Schedule D.		
	(3) Do you engage in derivative transactions on behalf of any of the separately managed account <i>clients</i> that you advise?	0	•
	If yes, complete Section 5.K.(2) of Schedule D.		
	(4) After subtracting the amounts in Item 5.D.(3)(d)-(f) above from your total regulatory assets under management, does any custodian hold ten percent or more of this remaining amount of regulatory assets under management?	0	•
	If yes, complete Section 5.K.(3) of Schedule D for each custodian.		
SEC	TION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies		
	No Information Filed		
SEC	TION 5.I.(2) Wrap Fee Programs		
	No Information Filed		
050			
	TION 5.K.(1) Separately Managed Accounts  er subtracting the amounts reported in Item 5.D.(3)(d)-(f) from your total regulatory assets under management, indicate the approximate percentage of this remaining amo	unt	
attr	ibutable to each of the following categories of assets. If the remaining amount is at least \$10 billion in regulatory assets under management, complete Question (a). If the national national section in regulatory assets under management, complete Question (b).		
Any	regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.		

If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

the end of year date. Each column should add up to 100% and numbers should be rounded to the nearest percent.

End of year refers to the date used to calculate your regulatory assets under management for purposes of your annual updating amendment. Mid-year is the date six months before

(round to the nearest 500)

Investments in derivatives, registered investment companies, business development companies, and pooled investment vehicles should be reported in those categories. Do not report those investments based on related or underlying portfolio assets. Cash equivalents include bank deposits, certificates of deposit, bankers' acceptances and similar bank instruments.

Some assets could be classified into more than one category or require discretion about which category applies. You may use your own internal methodologies and the conventions of your service providers in determining how to categorize assets, so long as the methodologies or conventions are consistently applied and consistent with information you report internally and to current and prospective clients. However, you should not double count assets, and your responses must be consistent with any instructions or other guidance relating to this Section.

Ass	et Type	Mid-year	End of year
(i)	Exchange-Traded Equity Securities	%	%
(ii)	Non Exchange-Traded Equity Securities	%	%
(iii)	U.S. Government/Agency Bonds	%	%
(iv)	U.S. State and Local Bonds	%	%
(v)	Sovereign Bonds	%	%
(vi)	Investment Grade Corporate Bonds	%	%
(vii)	Non-Investment Grade Corporate Bonds	%	%
(viii)	Derivatives	%	%
(ix)	Securities Issued by Registered Investment Companies or Business Development Companies	%	%
(x)	Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	%	%
(xi)	Cash and Cash Equivalents	%	%
(xii)	Other	%	%

Generally describe any assets included in "Other"

) <b>[</b>	Asset Type	End of year
(	Exchange-Traded Equity Securities	%
(	ii) Non Exchange-Traded Equity Securities	%
(	iii) U.S. Government/Agency Bonds	%
(	v) U.S. State and Local Bonds	%
(	v) Sovereign Bonds	%
(	vi) Investment Grade Corporate Bonds	%
(	vii) Non-Investment Grade Corporate Bonds	%
(	viii) Derivatives	%
(	x) Securities Issued by Registered Investment Companies or Business Development Companies	%
(	x) Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	%
(	xi) Cash and Cash Equivalents	%
(	xii) Other	%

Generally describe any assets included in "Other"

### SECTION 5.K.(2) Separately Managed Accounts - Use of Borrowingsand Derivatives

☑ No information is required to be reported in this Section 5.K.(2) per the instructions of this Section 5.K.(2)

If your regulatory assets under management attributable to separately managed accounts are at least \$10 billion, you should complete Question (a). If your regulatory assets under management attributable to separately managed accounts are at least \$500 million but less than \$10 billion, you should complete Question (b).

(a) In the table below, provide the following information regarding the separately managed accounts you advise. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise. End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional* value of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

In column 3, provide aggregate *gross notional value* of derivatives divided by the aggregate regulatory assets under management of the accounts included in column 1 with respect to each category of derivatives specified in 3(a) through (f).

You may, but are not required to, complete the table with respect to any separately managed account with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

#### (i) Mid-Year

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings		(3)	Derivative Exp	osures		
			(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative	(d) Equity Derivative	(e) Commodity Derivative	(f) Other Derivative
Less than 10%	\$	\$	%	%	%	%	%	%
10-149%	\$	\$	%	%	%	%	%	%
150% or more	\$	\$	%	%	%	%	%	%

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

#### (ii) End of Year

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings		(3)	Derivative Exp	osures		
			(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative	(d) Equity Derivative	(e) Commodity Derivative	(f) Other Derivative
Less than 10%	\$	\$	%	%	%	%	%	%
10-149%	\$	\$	%	%	%	%	%	%
150% or more	\$	\$	%	%	%	%	%	%

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(b) In the table below, provide the following information regarding the separately managed accounts you advise as of the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional* value of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

You may, but are not required to, complete the table with respect to any separately managed accounts with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings
Less than 10%	\$	\$
10-149%	\$	\$
150% or more	\$	\$

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

## SECTION 5.K.(3) Custodians for Separately Managed Accounts

No Information Filed

#### **Item 6 Other Business Activities**

In this Item, we request information about your firm's other business activities.

A. You are actively engaged in business as a (check all that apply):

(1) broker-dealer (registered or unregistered)

В.	(1) A (2) If	futures commission merchant real estate broker, dealer, or agent insurance broker or agent bank (including a separately identifiable department or division of a bank) trust company	Yes O	•
	(3)	o you sell products or provide services other than investment advice to your advisory <i>clients</i> ?	Yes	
	li	"yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.		
EC	CTION 6.	A. Names of Your Other Businesses		
		No Information Filed		
EC	CTION 6.	B.(2) Description of Primary Business		
De	scribe y	our primary business (not your investment advisory business):		
lf y	ou enga	ge in that business under a different name, provide that name:		
		B.(3) Description of Other Products and Services		
De	scribe o	ther products or services you sell to your <i>client</i> . You may omit products and services that you listed in Section 6.B.(2) above.		
lf y	ou enga	ge in that business under a different name, provide that name:		
em	n 7 Finar	ncial Industry Affiliations		
n tl		we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you	and	
Α.	-	art of Item 7 requires you to provide information about you and your related persons, including foreign affiliates. Your related persons are all of your advisory affiliates that is under common control with you.	and a	any
	(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
		6) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles  that Item 7.A. should not be used to disclose that some of your employees perform investment advisory functions or are registered representatives of a broker-dealer	r. The	е

number of your firm's employees who perform investment advisory functions should be disclosed under Item 5.B.(1). The number of your firm's employees who are registered representatives of a broker-dealer should be disclosed under Item 5.B.(2).

Note that if you are filing an umbrella registration, you should not check Item 7.A.(2) with respect to your relying advisers, and you do not have to complete Section 7.A. in Schedule D for your relying advisers. You should complete a Schedule R for each relying adviser.

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than

	any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.	, idir	
EC	TION 7.A. Financial Industry Affiliations		
Coi	plete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.		
1.	Legal Name of <i>Related Person</i> : MOTIVE CAPITAL CYPRESS CO-INVESTMENT GP, LP		
2.	Primary Business Name of <i>Related Person</i> : MOTIVE CAPITAL CYPRESS CO-INVESTMENT GP, LP		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
4.	Related Person's (a) CRD Number (if any):		
	(b) CIK Number(s) (if any):  No Information Filed		
5.		⁄es	No
3.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	0
3.		0	
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:  Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:		

			Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	0
	(b)	If the answer is yes, under what exemption?		
40	<i>(</i> )			
10.	` ,	Is the related person registered with a foreign financial regulatory authority?  If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.	0	•
	_	No Information Filed		
11.	Doy	ou and the related person share any supervised persons?	⊙	0
12.	Do y	ou and the related person share the same physical location?	•	0
				=
1.	_	al Name of <i>Related Person</i> : IIVE RP CO-INVESTMENT GP, LP		
2.		nary Business Name of <i>Related Person</i> : IVE RP CO-INVESTMENT GP, LP		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
4.		ated Person's  CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant		
	(n) (o)	real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
_	D		Yes	
б.	ро у	ou control or are you controlled by the related person?	0	⊙
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	⊙	0
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:  Number and Street 1:  Number 2:		
		City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:		
		ii and addition to a private registering box.	Yes	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	0
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•

	(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.  No Information Filed		
11.	Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : MOTIVE VENTURE FUND I GP, LP		
2.	Primary Business Name of <i>Related Person</i> : MOTIVE VENTURE FUND I GP, LP		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
4.	Related Person's  (a) CRD Number (if any):		
	(b) CIK Number(s) (if any):		
	No Information Filed		
5.	Related Person is: (check all that apply)  (a)	Yes	No
6.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	0
8.	<ul> <li>(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i>?</li> <li>(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i>' funds or securities that are maintained at the <i>related person</i>?</li> <li>(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i>'s office responsible for <i>custody</i> of your <i>clients</i>' assets:     Number and Street 1:</li></ul>	0	© C
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?		0
10.	<ul> <li>(b) If the answer is yes, under what exemption?</li> <li>(a) Is the related person registered with a foreign financial regulatory authority?</li> <li>(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.  No Information Filed</li> </ul>	0	•
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0

1.	egal Name of <i>Related Person</i> : OTIVE CAPITAL FUND I GP, LP		
2.	rimary Business Name of <i>Related Person</i> : OTIVE CAPITAL FUND I GP, LP		
3.	elated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) . ther		
4.	elated Person's ) CRD Number (if any):		
	Olk Number(s) (if any):  No Information Filed		
5.	elated Person is: (check all that apply)    broker-dealer, municipal securities dealer, or government securities broker or dealer   other investment adviser (including financial planners)   crejistered municipal advisor   registered security-based swap dealer   major security-based swap participant   commodity pool operator or commodity trading advisor (whether registered or exempt from registration)   futures commission merchant   banking or thrift institution   trust company   accountant or accounting firm   lawyer or law firm   insurance company or agency   pension consultant   real estate broker or dealer   sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles   sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	es	No
	e you and the related person under comment control.	9	0
3.			
	Ye	es	No
9.	If the <i>related person</i> is an investment adviser, is it exempt from registration?  If the answer is yes, under what exemption?		0
10.	) Is the related person registered with a foreign financial regulatory authority?	5	•
	) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.  No Information Filed	3	**
11.	o you and the related person share any supervised persons?	9	0
12.	o you and the <i>related person</i> share the same physical location?	9	0
			_

ltom '	7 Drivete Fund Departing	
item	7 Private Fund Reporting	Vac Na
		Yes No
B. Aı	re you an adviser to any <i>private fund</i> ?	⊙ ○
If	"yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sen	tence and in
In	nstruction 6 of the Instructions to Part 1A. If you are registered or applying for registration with the SEC or reporting as an SEC exempt reporting adviser, and an	other SEC-registered
	dviser or SEC exempt reporting adviser reports this information with respect to any such private fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you have been also as a second of the	ou are a subadviser),
do	o not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.	
In	n either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical co	de or similar
	esignation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of	
SECT	FION 7.B.(1) Private Fund Reporting	
OLO:	Total 1.D.(1) 1 Trade 1 drid Reporting	
A. I	PRIVATE FUND	
Info	ormation About the Private Fund	
1.	(a) Name of the private fund:	
	GA LPA ACQUISITION, LP	
	(b) Private fund identification number:	
	(include the "805-" prefix also)	
	805-4975539025	
2.	Under the laws of what state or country is the <i>private fund</i> organized:	
-	State: Country:	
	Cayman Islands	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
	Name of General Partner, Manager, Trustee, or Director	
	MOTIVE CAPITAL FUND I GP, LP	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
	Filing Adviser/Relying Adviser Name	
	MOTIVE CAPITAL MANAGEMENT, LLC	
	MOTIVE UK ADVISORS, LLP	
4.	The private fund (check all that apply; you must check at least one):	
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940	
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940	
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.	
	No Information Filed	
		Yes No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	
0.		0 0
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	
	No Information Filed	
		Yes No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0 0
	(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?	
	Name of private fund:	
	Private fund identification number:	
	(include the "805-" prefix also)	

	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-arrangement or reporting on the funds separately.	reeue	
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds the following questions:	s ans	wer
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or it and each class (or series) invests substantially all of its assets in a single master fund.		
•		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of vehicles are also <i>private funds</i> or registered investment companies.	C whethe	<b>⊙</b> er
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		•
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund for private equity fund C real estate fund C securitized asset fund C venture capital fund C Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 41,093,992		
Ow	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 100 NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document fund).	ts of th	ıe
13.	Approximate number of the <i>private fund's</i> beneficial owners: 6		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 100%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  0%		
You	ur Advisory Services	Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	C	
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.		
	No Information Filed		
		Yes	No

18. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the *private fund*?

	` '	leave this question blank.	1) 15 11	J,	
		No Information Filed			
			Υe	s No	)
19.		your clients solicited to invest in the private fund?	C	•	ļ
	NO:	TE: For purposes of this question, do not consider feeder funds of the private fund.			
	App 0%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?			
<u>Priv</u>	ate (	Offering			
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Ye	s No	
22.	If ye	es, provide the <i>private fund</i> 's Form D file number (if any):			
		No Information Filed			
B. SE	RVI	CE PROVIDERS			
Aud	itors				
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?		es No	
20.		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	9	_	
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must comple questions (b) through (f) separately for each auditing firm.		, 0	,
		Additional Auditor Information : 1 Record(s) Filed.			
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must compare questions (b) through (f) separately for each auditing firm.	olete		
		(b) Name of the auditing firm: DELOITTE & TOUCHE LLP			
		(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):			
		City: State: Country:			
		NEW YORK New York United States	Vaa	Na	
		(d) Is the auditing firm an independent public accountant?	Yes	NO	
				~	
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0	
		If yes, Public Company Accounting Oversight Board-Assigned Number:			
		34			
		(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0	
			V	es No	_
	(g)	Are the <i>private fund</i> 's audited financial statements for the most recently completed fiscal year distributed to the <i>private fund</i> 's investors?	6		
	(h)	Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified opinions?	Ì	, .	F
		If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.			
<u>Prin</u>	ne B	<u>sroker</u>	•		
24.	(a)	Does the <i>private fund</i> use one or more prime brokers?		es No	
		If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more		う	ř

prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information F	Filed
------------------	-------

Yes No

|--|

25. (a)	Does the private fund use any cust	odians (including the prime brokers liste	d above) to hold some or all of its assets?	$\odot$	(
		yes," respond to questions (b) through (g stions (b) through (g) separately for each	) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian.	one	
	Additional Custodian Information	: 1 Record(s) Filed.			
		s "yes," respond to questions (b) through uestions (b) through (g) separately for ea	g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than ch custodian.	one	
	(b) Legal name of custodian: SILICON VALLEY BANK				
	(c) Primary business name of c	ustodian:			
	(d) The location of the custodian	n's office responsible for <i>custody</i> of the <i>p</i>	rivate fund's assets (city, state and country):		
	City:	State:	Country:		
	SANTA CLARA	California	United States		
	(e) Is the custodian a related pe	erson of your firm?	Ye C	es No	
	(f) If the custodian is a broker-c	ealer, provide its SEC registration number	er (if any):		
	-				
	CRD Number (if any):				
	0K2D5AK28E3O5CC06E35		not have an SEC registration number, provide its <i>legal entity identifier</i> (if any)		_
Admini	<u>strator</u>			Yes	1
26. (a)	Does the <i>private fund</i> use an admi	nistrator other than your firm?		•	
	If the answer to question 26.(a) is " (b) through (f) separately for each a		below. If the <i>private fund</i> uses more than one administrator, you must complete que	_	
	Additional Administrator Informat				
	If the answer to question 26.(a) i questions (b) through (f) separat		(f) below. If the <i>private fund</i> uses more than one administrator, you must complete		
	(b) Name of administrator:  SS&C TECHNOLOGIES, INC.	<b>.</b>			
	(c) Location of administrator (cit	v state and country):			
	City:	y, state and country). State:	Country:		
	WINDSOR	Connecticut	United States		
			Yes	No	
	(d) Is the administrator a related	d person of your firm?	o	•	
	(e) Does the administrator prep	are and send investor account statement	ts to the <i>private fund's</i> investors?		
	€ Yes (provided to all inves	tors) $_{f C}$ Some (provided to some but not	all investors) O No (provided to no investors)		
	(f) If the answer to question 26	(e) is "no" or "some," who sends the inve	estor account statements to the (rest of the) private fund's investors? If investor accour	nt	

statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

27.		ing your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?		
	0%	ude only these greats where (i) gueb person carried out the valuation precedure established for that agest if any including obtaining any relevant quotes, and (ii) the	•	
		ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the lation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such son.	3	
Ma	rkete	ers		
			s N	o
28.	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	0	ò
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the an to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer must complete questions (b) through (g) separately for each marketer.		
		No Information Filed		
		TE FUND  on About the <i>Private Fund</i>		=
1.	(a)	Name of the private fund:		
		MOTIVE CAPITAL CYPRESS CO-INVESTMENT, LP		
	` '	Private fund identification number: (include the "805-" prefix also)		
		805-4612767619		
2	Und	ler the laws of what state or country is the <i>private fund</i> organized:		
۷.		State: Country:		
		Delaware United States		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
Ο.	,	me of General Partner, Manager, Trustee, or Director		
		TIVE CAPITAL CYPRESS CO-INVESTMENT GP, LP		
		If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  Ing Adviser/Relying Adviser Name		
		OTIVE CAPITAL MANAGEMENT, LLC		1
	МО	OTIVE UK ADVISORS, LLP		
	<b>T</b> 1			
4.		private fund (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
		(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the investment Company Act of 1940		
5.	List	the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		_
		No Information Filed		
			s No	)
6.		Is this a "master fund" in a master-feeder arrangement?	•	)
	(b)	If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?		7
		No Information Filed		_
		Yes	s No	>
	(c)	Is this a "feeder fund" in a master-feeder arrangement?	•	)
	(d)	If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?	~	
		Name of private fund:		
		Private fund identification number:		
		r mate rama identification number.		

	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master arrangement or reporting on the funds separately.	-feede	r
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder function of the following questions:	ds ans	wer
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of	C wheth	<b>⊙</b> er
	they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund P private equity fund real estate fund c securitized asset fund venture capital fund C Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 95,000,000		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 100 NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documen fund).	its of th	ne
13.	Approximate number of the <i>private fund's</i> beneficial owners:  13		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%	W.	
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?		No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  0%		
<u> Υοι</u>	ur Advisory Services		
17	(a) Are you a subadviser to this <i>private fund</i> ?		No
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.		this

No Information Filed

(include the "805-" prefix also)

8. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private full		
	ınd?	
(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>pr</i> leave this question blank.	rivate fund. If the answer to question 18.(a) is "no	),"
No Information Filed		
	Ye	s N
Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	
NOTE: For purposes of this question, do not consider feeder funds of the private fund.	~	
pproximately what percentage of your clients has invested in the private fund?		
<b>)</b> %		
te Offering		
las the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities A		s N
vec provide the private fund's Form D file number (if any).		
f yes, provide the <i>private fund's</i> Form D file number (if any):  Form D file number		
021-361606		
RVICE PROVIDERS		
<u>tors</u>		
	Ye	s I
a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	e	) (
(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	)
If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more questions (b) through (f) separately for each auditing firm.	than one auditing firm, you must complete	
Additional Auditor Information : 1 Record(s) Filed.		
If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses mo questions (b) through (f) separately for each auditing firm.	re than one auditing firm, you must complete	
questions (b) through (f) separately for each auditing firm.	re than one auditing firm, you must complete	
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:	re than one auditing firm, you must complete	
questions (b) through (f) separately for each auditing firm.	re than one auditing firm, you must complete	
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:	re than one auditing firm, you must complete	
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP	re than one auditing firm, you must complete	
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):	re than one auditing firm, you must complete	
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City: State: Country:	re than one auditing firm, you must complete	No
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City: State: Country:		No O
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm: DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country): City: State: NEW YORK New York United States	Yes	_
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm: DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country): City: NEW YORK State: New York United States  (d) Is the auditing firm an <i>independent public accountant</i> ?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	Yes	0
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm: DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country): City: NEW YORK State: Country: NEW YORK New York United States  (d) Is the auditing firm an <i>independent public accountant</i> ?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If yes, Public Company Accounting Oversight Board-Assigned Number:	Yes	0
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm: DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country): City: NEW YORK State: New York United States  (d) Is the auditing firm an <i>independent public accountant</i> ?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	Yes	0
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:     DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):     City:	Yes ⊙	0
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:     DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):     City:	Yes ⊙	0
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:     DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):     City:         State:         Country:     NEW YORK         New York  (d) Is the auditing firm an <i>independent public accountant</i> ?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If yes, Public Company Accounting Oversight Board-Assigned Number:     34  (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversign Over	Yes  ⊙  sight Board in accordance with its rules?  ✓	0
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:     DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):     City:         State:         Country:     NEW YORK         New York  (d) Is the auditing firm an <i>independent public accountant</i> ?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If yes, Public Company Accounting Oversight Board-Assigned Number:     34  (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Company Accounting Oversig	Yes ⊙ sight Board in accordance with its rules? ⊙  Ye	O
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm: DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country): City: NEW YORK New York United States  (d) Is the auditing firm an <i>independent public accountant</i> ?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If yes, Public Company Accounting Oversight Board-Assigned Number: 34  (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Oversight Oversight Public Company Accounting Oversight Oversight Public Company Accounting Oversig	Yes  sight Board in accordance with its rules?  Ye  te fund's investors?	0
questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:     DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):     City: State: Country:     NEW YORK New York United States  (d) Is the auditing firm an <i>independent public accountant?</i> (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If yes, Public Company Accounting Oversight Board-Assigned Number:     34  (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversign Overs	Yes  sight Board in accordance with its rules?  Ye  te fund's investors?	0

			·	
		No Informat	on Filed	
dia	ın			
				Y
	Does the <i>private fund</i> use any custodians (including the			
	custodian, you must complete questions (b) through (		each custodian the private fund uses. If the private fund	uses more than on
	Additional Custodian Information : 1 Record(s) Filed.			
	If the answer to question 25.(a) is "yes," respond to custodian, you must complete questions (b) through		or each custodian the <i>private fund</i> uses. If the <i>private fund</i> an.	d uses more than o
	(b) Legal name of custodian: SILICON VALLEY BANK			
	(c) Primary business name of custodian: SILICON VALLEY BANK			
	(d) The location of the custodian's office responsible	e for custody of the private fund	s assets (city, state and country):	
	City: SANTA CLARA	State: California	Country: United States	
	O/WY//CD/WV	Galilottila	Office Otates	Yes
	(e) Is the custodian a <i>related person</i> of your firm?			0
	(f) If the custodian is a broker-dealer, provide its SI	EC registration number (if any):		
	=			
	CRD Number (if any):			
		oker-dealer but does not have a	n SEC registration number, provide its legal entity identific	er (if any)
	(g) If the custodian is not a broker-dealer, or is a broker-dealer.	oker-dealer but does not have a	n SEC registration number, provide its legal entity identific	<i>er</i> (if any)
st	(g) If the custodian is not a broker-dealer, or is a broker-dealer.	oker-dealer but does not have a	n SEC registration number, provide its legal entity identific	<i>er</i> (if any)
	(g) If the custodian is not a broker-dealer, or is a broker-dealer, or is a broker-dealer.		n SEC registration number, provide its legal entity identific	
	(g) If the custodian is not a broker-dealer, or is a broker-dealer,	your firm?	n SEC registration number, provide its legal entity identification.  The private fund uses more than one administrator, you make private fund uses more than one administrator, you make private fund uses more than one administrator.	Y
[     	(g) If the custodian is not a broker-dealer, or is a broker-dealer,	your firm? estions (b) through (f) below. If t		Y
[] []	(g) If the custodian is not a broker-dealer, or is a broker-dealer,	your firm? estions (b) through (f) below. If t		Y ust complete ques
[] []	(g) If the custodian is not a broker-dealer, or is a broker-dealer,	your firm? estions (b) through (f) below. If t iled. questions (b) through (f) below.	ne <i>private fund</i> uses more than one administrator, you m	Y ust complete ques
[] []	(g) If the custodian is not a broker-dealer, or is a brower of the private fund use an administrator other than all the answer to question 26.(a) is "yes," respond to question administrator.  Additional Administrator Information: 1 Record(s) Find the answer to question 26.(a) is "yes," respond to the private fund use an administrator of the private fund use an administra	your firm? estions (b) through (f) below. If t iled. questions (b) through (f) below.	ne <i>private fund</i> uses more than one administrator, you m	Y ust complete ques
[] []	(g) If the custodian is not a broker-dealer, or is a broker-dealer, or is a broker-dealer, or is a broker-dealer, or is a brough of the private fund use an administrator other than a lift the answer to question 26.(a) is "yes," respond to questional Administrator Information: 1 Record(s) Find the answer to question 26.(a) is "yes," respond to questions (b) through (f) separately for each administrator under the private fund use an administrator.	your firm? estions (b) through (f) below. If t iled. questions (b) through (f) below.	ne <i>private fund</i> uses more than one administrator, you m	Y ust complete ques
[     	(g) If the custodian is not a broker-dealer, or is a broker-dealer of the private fund use an administrator other than If the answer to question 26.(a) is "yes," respond to question (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Find the answer to question 26.(a) is "yes," respond to a questions (b) through (f) separately for each administrator (b) Name of administrator:  SS&C TECHNOLOGIES, INC.  (c) Location of administrator (city, state and country City:	your firm? estions (b) through (f) below. If t  iled.  questions (b) through (f) below. strator.	ne private fund uses more than one administrator, you m  If the private fund uses more than one administrator, you  Country:	Y ust complete ques
[ [	(g) If the custodian is not a broker-dealer, or is a broker-dealer of the custodian is not a broker-dealer, or is a broker-dealer of the custodian is not a broker-dealer, or is a broker-dealer of the custodian	your firm? estions (b) through (f) below. If tiled. questions (b) through (f) below. Istrator.	ne private fund uses more than one administrator, you m	Y ust complete ques

		(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund</i> 's investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> 's investors, respond "not applicable."	
27.	Durir	ng your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?	
	0%		
		de only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the ation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such on.	
Mar	keter		
iviai	Ketei		s No
28.	(a) I	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	•
	t	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the ansologous or outlines on the private fund uses more than one marketer the private fund uses. If the private fund uses more than one marketer must complete questions (b) through (g) separately for each marketer.	
		No Information Filed	
A. PF	RIVAT	E FUND	
Infor	matio	on About the <i>Privat</i> e <i>Fund</i>	
IIIIOI	matio	III ADOUL THE FITVALE FUND	
1.	(a) I	Name of the private fund:	
	ı	MOTIVE CAPITAL CYPRESS CO-INVESTMENT I-A, LP	
	(b)	Private fund identification number:	
	(	(include the "805-" prefix also)	
	8	305-1074441633	
2.	Unde	er the laws of what state or country is the <i>private fund</i> organized:	
		State: Country:	
	[	Delaware United States	
3.	(a) I	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
		ne of General Partner, Manager, Trustee, or Director	
	MO	TIVE CAPITAL CYPRESS CO-INVESTMENT GP, LP	
	(h) I	f filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
		ng Adviser/Relying Adviser Name	
	MO	TIVE CAPITAL MANAGEMENT, LLC	
	MO	TIVE UK ADVISORS, LLP	
4.	The	private fund (check all that apply; you must check at least one):	
	-	1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940	
		2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940	
5.	List t	he name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed	
			No
6.	(a) I	s this a "master fund" in a master-feeder arrangement?	•
	(b) I	f yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	-5
		No Information Filed	
			N.
	(c) I	s this a "feeder fund" in a master-feeder arrangement?	No
	(5)	S tills a Teeder fullu III a master-reeder arrangement:	⊙

	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-arrangement or reporting on the funds separately.	-feede	ər
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder fund the following questions:	ls ans	wer
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund.	_	
_		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes O	s No ⊙
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund P private equity fund C real estate fund C securitized asset fund C venture capital fund C Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 12,868,766		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 100		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document fund).	ts of tl	he
13.	Approximate number of the <i>private fund's</i> beneficial owners:  1		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%	V.	
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?		S No
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		

(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17		0
question blank.	7.(a) is "no," lea	ve this
No Information Filed		
	Yo	es No
18. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	(	0
(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question blank.	stion 18.(a) is "r	10,"
No Information Filed		
	Ye	es No
19. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	(	0
NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%		
Private Offering		
	Ye	es No
21. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	6	9 0
22. If yes, provide the <i>private fund's</i> Form D file number (if any):		
Form D file number		
021-36160601		
Auditors  23. (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?		es N ⊙ (
(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?		9 (
If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must		
questions (b) through (f) separately for each auditing firm.		
Additional Auditor Information : 1 Record(s) Filed.		
If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you nestions (b) through (f) separately for each auditing firm.	must complete	
(b) Name of the auditing firm:		
DELOITTE & TOUCHE LLP		
(c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):		
(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City: State: Country:		
		No
City: State: Country: NEW YORK New York United States		_
City: State: Country:	⊚	0
City: State: Country: NEW YORK New York United States	•	0
City: State: Country: NEW YORK New York United States  (d) Is the auditing firm an independent public accountant?		
City: State: Country: NEW YORK New York United States  (d) Is the auditing firm an <i>independent public accountant</i> ?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If yes, Public Company Accounting Oversight Board-Assigned Number:	•	
City: NEW YORK New York United States  (d) Is the auditing firm an <i>independent public accountant</i> ?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If yes, Public Company Accounting Oversight Board-Assigned Number:  34	its rules?	0
City: NEW YORK New York United States  (d) Is the auditing firm an <i>independent public accountant</i> ?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If yes, Public Company Accounting Oversight Board-Assigned Number:  34	its rules? •	O es N
City: State: Country: NEW YORK New York United States  (d) Is the auditing firm an independent public accountant?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If yes, Public Company Accounting Oversight Board-Assigned Number:  34  (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with in the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the public Company Accounting Oversight Board in accordance with integrating the	its rules? •	0

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime B	<u>roker</u>				
24 (2)	Does the <i>private fund</i> use one or more p	rima hrokers?		Yes No	
	·		elow for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses mo	C ⊙ ore than one	ĺ
	prime broker, you must complete question				
		No Ir	nformation Filed		
Custodia	an				
	_			Yes No	)
	Does the <i>private fund</i> use any custodians			0 0	)
	If the answer to question 25.(a) is "yes," I custodian, you must complete questions		elow for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more to stodian.	than one	
	Additional Custodian Information : 1 Re	cord(s) Filed.			
	If the answer to question 25.(a) is "yes custodian, you must complete question		below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian.	e than one	
	(b) Legal name of custodian: SILICON VALLEY BANK				
	(c) Primary business name of custodi SILICON VALLEY BANK	an:			
	(d) The location of the custodian's offi	ce responsible for custody of the priva	te fund's assets (city, state and country):		
	City: SANTA CLARA	State: California	Country: United States		
	J. 1.7. 102 1131			Yes No	
	(e) Is the custodian a related person of	of your firm?		0 0	
	(f) If the custodian is a broker-dealer,	provide its SEC registration number (i	f anv):		
	-		•		
	CRD Number (if any):				
	(g) If the custodian is not a broker-dea 0K2D5AK28E3O5CC06E35	aler, or is a broker-dealer but does not	have an SEC registration number, provide its legal entity identifier (if any)		
Adminis	trator				
				Yes No	)
	Does the <i>private fund</i> use an administrate	•		⊙ ⊖	)
	If the answer to question 26.(a) is "yes," r (b) through (f) separately for each admini		low. If the <i>private fund</i> uses more than one administrator, you must complet	te questions	
	Additional Administrator Information : 1	Record(s) Filed.			
					1
	If the answer to question 26.(a) is "yes questions (b) through (f) separately for		below. If the <i>private fund</i> uses more than one administrator, you must comp	lete	
	(b) Name of administrator:				
	SS&C TECHNOLOGIES, INC.				
	(c) Location of administrator (city, stat	e and country):			
	City:	State:	Country:		
	WINDSOR	Connecticut	United States	Yes No	
	II.				

		(d) Is the administrator a <i>related person</i> of your firm?	•
		(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?	
		Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)	
		(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	
27.	Durin	ng your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?	
		ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the ation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such son.	ne
<u>Ma</u>	rketeı	<u>rs</u>	
			es No
28.			0
	1	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the ar to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer must complete questions (b) through (g) separately for each marketer.	
		No Information Filed	
		No information riled	
A. PI	RIVAT	TE FUND	
Infor	rmatic	on About the Private Fund	
1.	(a)	Name of the <i>private fund</i> :	
		MOTIVE CAPITAL CYPRESS CO-INVESTMENT I-B, LP	
		Private fund identification number:	
		(include the "805-" prefix also) 805-9305398448	
		000-93003390440	
2.	Unde	er the laws of what state or country is the <i>private fund</i> organized:	
	;	State: Country:	
		Cayman Islands	
3.	(a) l	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
	Nan	ne of General Partner, Manager, Trustee, or Director	
	MO	TIVE CAPITAL CYPRESS CO-INVESTMENT GP, LP	
	(1.)		
		If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  ng Adviser/Relying Adviser Name	
		TIVE CAPITAL MANAGEMENT, LLC	
	MO	TIVE UK ADVISORS, LLP	
	_		
4.		private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940	
		(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940	
5.	List t	the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.	
		No Information Filed	
			es No
6.		Is this a "master fund" in a master-feeder arrangement?	•
	(b)	If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  No Information Filed	
	1	NO INFORMATION LIEG	

		162	INO
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	•
	(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?		
	Name of private fund:		
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE V		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-arrangement or reporting on the funds separately.	reede	r
	arrangement of reporting on the rands coparatory.		
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds	s ansv	wer
	the following questions:		
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing	le fun	ıd
	("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or in		
	and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	$\circ$	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of w	∕heth€	er
	they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	$\circ$	$\circ$
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other	$\circ$	$\odot$
	than "money market funds," to the extent provided in Instruction 6.e.)?		
10	What type of fund is the <i>private fund</i> ?		
10.			
	C hedge fund C liquidity fund Private equity fund C real estate fund S securitized asset fund V venture capital fund C Other private fund:		
	NOTE: For definitions of those fined to reasonable processing Coefficients to Dort 44		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11	Current gross asset value of the <i>private fund</i> :		
	\$ 35,000,000		
	Ψ 33,000,000		
Ow	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 100		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational document	s of th	ne
	fund).		
13.	Approximate number of the <i>private fund</i> 's beneficial owners:		
	3		
4.4	What is the approximate a second and of the private found has finishly according to the contract of the private found has a finishly according to the contract of the private found has a finishly according to the contract of the private found has a finishly according to the contract of the private found has a finishly according to the contract of the private found has a finishly according to the contract of the private found has a finishly according to the contract of the co		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
	0%		
15	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
10.	0%		
		Yes	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales		
	of the fund limited to qualified clients?	0	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		

100%

our A	dvisory Services	Vo	s No
7. (a	Are you a subadviser to this <i>private fund</i> ?	(	_
(b	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.	_	
	No Information Filed		
		Ye	s No
8. (a	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	C	•
(b	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) leave this question blank.	is "n	),"
	No Information Filed		
9. Ar	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Ye	s No
N	TE: For purposes of this question, do not consider feeder funds of the private fund.	•	•
0. Ap	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
rivate	Offering		
		Ye	s No
1. Ha	s the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•	0
	es, provide the <i>private fund's</i> Form D file number (if any):		
2. If y			
0	Part D file number 21-36160602  CICE PROVIDERS  SE		
SER\	ICE PROVIDERS  s  (1) Are the <i>private fund</i> 's financial statements subject to an annual audit?	Ø	_
SER\	1-36160602 ICE PROVIDERS <u>s</u>	6	0
SER\	ICE PROVIDERS  (1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete	6	0
SER\	ICE PROVIDERS  (1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	6	0
SER\	ICE PROVIDERS  S  (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm, you must complete the private fund uses more than one auditing firm.	6	0
SER\	ICE PROVIDERS  (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:	6	0
SER\	ICE PROVIDERS  S  (1) Are the private fund's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City: State: Country:	6	0
SER\	ICE PROVIDERS  (1) Are the private fund's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City:  NEW YORK  New York  United States	6	) (
SER\	ICE PROVIDERS  S  (1) Are the private fund's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City: State: Country:	eete	) (
SER\	ICE PROVIDERS  (1) Are the private fund's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City:  NEW YORK  New York  United States	Yes	No C
SER\	Inception of the auditing firm:  DELOITE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City:  New York  (d) Is the auditing firm an independent public accountant?	ete Yes	No o

(g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?

(11)	To all of the reperted by the additing limit of the private fand entire year fact armadi apaditing american annual angularing american annual apaditing armanant annual angularing armanant armanant angularing armanant angularing armanant angularing armanant angularin		
	○ Yes ○ No ● Report Not Yet Received		
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.		
ime Bı	<u>roker</u>		
		Yes	
	Does the <i>private fund</i> use one or more prime brokers?  If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more		•
	prime broker, you must complete questions (b) through (e) separately for each prime broker.	TIAIT OI	
	No Information Filed		
ustodia	<u>an</u>		
(2)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	Yes	
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more that custodian, you must complete questions (b) through (g) separately for each custodian.	n one	0
	Additional Custodian Information : 1 Record(s) Filed.		
	If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.	an one	<b>)</b>
	(b) Legal name of custodian: SILICON VALLEY BANK		
	(c) Primary business name of custodian: SILICON VALLEY BANK		
	(d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):		
	City: State: Country: SANTA CLARA California United States		
		Yes N	No.
	(e) Is the custodian a <i>related person</i> of your firm?	0	•
	(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):		
	CRD Number (if any):		
	(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any)		
	0K2D5AK28E3O5CC06E35		
minis	strator		
(-)		Yes	No
	Does the <i>private fund</i> use an administrator other than your firm?  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete on the private fund uses more than one administrator.		_
	(b) through (f) separately for each administrator.		
	Additional Administrator Information : 1 Record(s) Filed.		
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.	<b>;</b>	
	(b) Name of administrator:		
	SS&C TECHNOLOGIES, INC.		

(c) Location of administrator (city, state and country):

	City:	State:	Country:	
	WINDSOR	Connecticut	United States	
				Yes No
	(d) Is the administrator a relati	ted person of your firm?		0 0
	(e) Does the administrator pre	epare and send investor account statements to t	he private fund's investors?	
		estors) $_{f C}$ Some (provided to some but not all in	vestors) O No (provided to no investors)	
		26.(e) is "no" or "some," who sends the investor at the (rest of the) <i>private fund's</i> investors, respond	account statements to the (rest of the) private fund's invedue to the private fund in	estors? If investor account
27. D	Ouring your last fiscal year, what perc	entage of the <i>private fund's</i> assets (by value) wa	s valued by a <i>person</i> , such as an administrator, that is	not your related person?
0	%			
V	-		established for that asset, if any, including obtaining any and fee calculations (including allocations) was the valu	
/lark/	eters			
riai K	<del>sters</del>			Yes No
28. (8	a) Does the <i>private fund</i> use the se	rvices of someone other than you or your <i>employ</i>	yees for marketing purposes?	0 0
	to question 28.(a) is "yes," respo		nt, finder, introducer, municipal advisor or other solicitor uch marketer the <i>private fund</i> uses. If the <i>private fund</i> uses.	·
		No. lef	annation Filed	
		NO INIC	ormation Filed	
. PRI\	VATE FUND			
form	ation About the <i>Private Fund</i>			
. (a	a) Name of the private fund:			
	MOTIVE CAPITAL FINANTIX CO-I	NVESTMENT, LP		
(k	b) Private fund identification numbe	r:		
	(include the "805-" prefix also)			
	805-8820387030			
2. U	Inder the laws of what state or count			
	State:	Country:		
		Cayman Islands		
3. (a	a) Name(s) of General Partner, Mar	nager, Trustee, or Directors (or <i>persons</i> serving i	n a similar capacity):	
1	Name of General Partner, Manager,	Trustee, or Director		
1	MOTIVE CAPITAL FUND I GP, LP			
/1	h) If filing an umbralla registration i	identify the filing educer and/or valving educer/o	) that anamar(a) or managa(a) this private fund	
	Filing Adviser/Relying Adviser Nam	dentify the filing adviser and/or relying adviser(s	that sponsor(s) or manage(s) this private rund.	
	MOTIVE CAPITAL MANAGEMENT, LL			
-	MOTIVE UK ADVISORS, LLP			
l. T	he private fund (check all that apply;	you must check at least one):		
			ction 3(c)(1) of the Investment Company Act of 1940	
V	<ul><li>(2) qualifies for the exclusion fron</li></ul>	n the definition of investment company under sec	ction 3(c)(7) of the Investment Company Act of 1940	
5. I	ist the name and country in English	, of each foreign financial regulatory authority wi	th which the <i>private fund</i> is registered.	
_			mation Filed	

6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
	(a) In this a "feeder fund" in a master feeder arrangement?	Yes	No
	<ul><li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li><li>(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?</li></ul>	О	⊙
	Name of <i>private fund</i> :		
	Name of private rand.		
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master arrangement or reporting on the funds separately.	-feede	r
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder function of the following questions:	ls ans	wer
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund.	interes	sts,
8.	(a) Is this <i>private fund</i> a "fund of funds"?		No
0.	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.	C whethe	<b>⊙</b> er
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		~	~
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund oprivate equity fund oprivate fund oprivate fund oprivate fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> :		
	\$ 25,959,156		
<u>Owi</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 100		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documen fund).	ts of th	ne
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
	4		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
	0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	37%		_
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No

16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
<u>You</u>	r Ad	visory Services		
17	(2)	Are you a subadviser to this <i>private fund</i> ?	Yes	s No
17.	(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no, question blank.	C leave,	• this
		No Information Filed		
			Yes	s No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
		If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) leave this question blank.	) is "no	,"
		No Information Filed		
			Yes	s No
19.		your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	⊙
	NO	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	App	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Priv</u>	ate (	Offering		
0.4			Yes	s No
21.	Has	the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	•
22.	If ye	es, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		
Aud			Ye	s No
23.		(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the appropriate question 23 (a)(1) is "yes," are the financial statements propagation accordance with U.S. GAAP3	0	
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.		0
		Additional Auditor Information : 1 Record(s) Filed.		
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must comp questions (b) through (f) separately for each auditing firm.	lete	
		(b) Name of the auditing firm: DELOITTE & TOUCHE LLP		
		(c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):		
		City: State: Country:		
		NEW YORK New York United States	Yes	No
		(d) Is the auditing firm an independent public accountant?	_	0
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
		If yes, Public Company Accounting Oversight Board-Assigned Number:  34		
		(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0

			s N
Are th	e private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	•	(
Do all	of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?		
<b>⊙</b> Y∈	es C No C Report Not Yet Received		
If you	check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.		
<u>roker</u>		٧a	- N
Does	the <i>private fund</i> use one or more prime brokers?	re	s N
	answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more the		
prime	broker, you must complete questions (b) through (e) separately for each prime broker.		
	No Information Filed		
ı <u>n</u>			
		Ye	s N
	the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	⊚	(
	answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than dian, you must complete questions (b) through (g) separately for each custodian.	one	
Addit	tional Custodian Information : 1 Record(s) Filed.		
	e answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses more that todian, you must complete questions (b) through (g) separately for each custodian.	n or	ie
(b)	Legal name of custodian: SILICON VALLEY BANK		
(c)	Primary business name of custodian: SILICON VALLEY BANK		
(d)	The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country):		
	City: State: Country:		
	SANTA CLARA California United States	'es	No
(e)	In the quatodian a related narray of your firm?	es O	• •
(f)	If the custodian is a broker-dealer, provide its SEC registration number (if any):		
	- CRD Number (if any):		
(g)	If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any) 0K2D5AK28E3O5CC06E35		

		SS&C TECHNOLO	GIES, INC.		
		(c) Location of adminis	strator (city, state and country):		
		City:	State:	Country:	
		WINDSOR	Connecticut	United States	Van Na
		(d) Is the administrato	r a <i>related person</i> of your firm?		Yes No ○ •
			rator prepare and send investor account statements of all investors) Of Some (provided to some but not a	•	
		• •	estion 26.(e) is "no" or "some," who sends the invest sent to the (rest of the) <i>private fund's</i> investors, resp	tor account statements to the (rest of the) private fund's invenond "not applicable."	estors? If investor account
27.	0% Include	e only those assets who	ere (i) such <i>person</i> carried out the valuation procedu	was valued by a <i>person</i> , such as an administrator, that is not	relevant quotes, and (ii) the
/lar	<u>keters</u>				
28	(a) Do	nes the <i>private fund</i> use	the services of someone other than you or your <i>em</i>	nlovees for marketing purposes?	Yes No
.0.	Yo	ou must answer "yes" w question 28.(a) is "yes,	hether the <i>person</i> acts as a placement agent, consu	ployees for marketing purposes?  Iltant, finder, introducer, municipal advisor or other solicitor h such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses.	· · · · · · · · · · · · · · · · · · ·
			No	Information Filed	
	(a) Na Me (b) Pr (ir	About the <i>Private Fun</i> ame of the <i>private fund</i> :  OTIVE CAPITAL FUND Intivate fund identification include the "805-" prefix and 155-5653967859	-A (AIV1), LP number:		
2.		the laws of what state oate:	or country is the <i>private fund</i> organized: Country: Cayman Islands		
3.	(a) Na	ame(s) of General Partn	ner, Manager, Trustee, or Directors (or <i>persons</i> servi	ng in a similar capacity):	
	Name	· ·	anager, Trustee, or Director		
	(b) If the second of the secon		ration, identify the filing adviser and/or relying advise	er(s) that sponsor(s) or manage(s) this private fund.	
		VE UK ADVISORS, LLP			
l.	(1)	qualifies for the exclus		section 3(c)(1) of the Investment Company Act of 1940 section 3(c)(7) of the Investment Company Act of 1940	

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?		
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	$\odot$
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master arrangement or reporting on the funds separately.	-feede	r
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder function of the following questions:	ds ansv	wer
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sin ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund.	-	
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.		<b>⊙</b> er
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
•		Yes	
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund P private equity fund C real estate fund C securitized asset fund C venture capital fund C Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 30,708,933		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 100		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documer fund).	ts of th	е
13.	Approximate number of the <i>private fund's</i> beneficial owners: 0		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		

0%

			Yes	No
	(b)	If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	0	0
	Wha	at is the approximate percentage of the private fund beneficially owned by non-United States persons:		
You	r Ad	visory Services		
<u></u>			Yes	No
		Are you a subadviser to this <i>private fund</i> ?	0	$\odot$
	(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," I question blank.	eave	this
		No Information Filed		
	, ,		Yes	No
		Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?  If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is	O"no	⊙
	(6)	leave this question blank.	, 110	
		No Information Filed		
19	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	_	No
		TE: For purposes of this question, do not consider feeder funds of the private fund.	0	⊙
	App 0%	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
	• 70			
Priv	ate (	Offering Control of the Control of t	Vos	. No
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	O	. NO
22.	If ye	es, provide the <i>private fund's</i> Form D file number (if any):  No Information Filed		
		THE INICINICAL PROCESSION OF THE PROCESSION OF T		
B. SE	RVI	CE PROVIDERS		
<u>Aud</u>	itors		Yes	s No
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.		
		Additional Auditor Information : 1 Record(s) Filed.		
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must comple	te	
		questions (b) through (f) separately for each auditing firm.		
		(b) Name of the auditing firm:		
		DELOITTE & TOUCHE LLP		
		(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
		City: State: Country:		
		NEW YORK New York United States	<b>1</b> 05	No
		(d) to the qualities first as independent with a consumtant?	′es ∣ ⊙	No
			_	~
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	⊙	0
		If yes, Public Company Accounting Oversight Board-Assigned Number:		

(a) In the quetodian a related narrow of your firm?		
(b) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualitied opinions?  (c) Yes (C) No (C) Report Not Yet Received 'your must promptly file an amendment to your Form ADV to update your response when the report is available.  (d) Does the private fund use one or more prime brokers?  If the answer to question 24 (b) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more the prime broker, your must complete questions (b) through (e) separately for each prime broker.  No Information Filed  stocian  Additional Custodian Information : 1 Record(e) Filed.  If the answer to question 25 (a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than custodian, your must complete questions (b) through (g) separately for each custodian the private fund uses. If the private fund uses more than custodian, your must complete questions (b) through (g) separately for each custodian the private fund uses. If the private fund uses more than custodian, your must complete questions (b) through (g) separately for each custodian the private fund uses. If the private fund uses more than custodian, your must complete questions (b) through (g) separately for each custodian the private fund uses. If the private fund uses more than custodian, your must complete questions (b) through (g) separately for each custodian the private fund uses. If the private fund uses more than custodian, your must complete questions (b) through (g) separately for each custodian the private fund uses. If the private fund uses more than custodian, your must complete questions (b) through (g) separately for each custodian the private fund uses. If the private fund uses more than custodian, your must complete questions (b) through (g) separately for each custodian the private fund uses. If the private fund uses more than custodian than private fu	Yes	s N
We vas C No C Report Not Yet Received.* you must promptly file an amendment to your Form ADV to update your response when the report is available.  The provider fund use one or more prime brokers?  If the answer to question 24.(a) is "yes" respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more the prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  **Additional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than custodian, you must complete questions (b) through (g) separately for each custodian the private fund uses. If the private fund uses more than custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses more than custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of outstodian:  SILICON VALLEY BANK  (c) Primary business name of outstodian:  SILICON VALLEY BANK  (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):  Cay:  SANTA CLARA  California  (e) Is the custodian is not a broker-dealer, provide its SEC registration number (if any):  CRD Number (if any):	•	(
If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.  **No Broker**  (a) Does the private fund use one or more prime brokers?  If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more the prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  **No Information Filed**  **No Information Filed**  **No Information Filed**  **Additional Custodian Sci, (a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than custodian, you must complete questions (b) through (g) separately for each custodian.  **Additional Custodian Information : 1 Record(e) Filed.**  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian: SILICON VALLEY BANK  (c) Primary business name of oustodian: SILICON VALLEY BANK  (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: State: Country: State: Country: SANTA CLARA California United States  (e) Is the custodian is a broker-dealer, provide its SEC registration number (if any): CRD Number (if any):		
(a) Does the private fund use one or more prime brokers?  If the answer to question 24.(a) is 'yes,' respond to questions (b) through (e) separately for each prime broker the private fund uses. If the private fund uses more it prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  **Total Contract Cont		
(a) Does the <i>private fund</i> use one or more prime brokers?  If the answer to question 24.(a) is 'yes,' respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more the prime broker, you must complete questions (b) through (e) separately for each prime broker.  No information Filed  todian  (a) Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is 'yes,' respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian information: 1 Record(s) Filed.  If the answer to question 25.(a) is 'yes,' respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian:  SILCON VALLEY BANK  (c) Primary business name of custodian:  SILCON VALLEY BANK  (d) The location of the custodian's office responsible for custody of the <i>private fund's</i> assets (city, state and country):  City:  State:  Country:  Calfornia  United States  (e) Is the custodian is a broker-dealer, provide its SEC registration number (if any):  CRD Number (if any):		
If the answer to question 24.(a) is "yes," respond to questions (b) through (e) separately for each prime broker.  No Information Filed  No Information Fi	Va	- 1
No Information Filed	Yes	
(a) Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian: SILICON VALLEY BANK  (c) Primary business name of custodian: SILICON VALLEY BANK  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country): City: Santa CLARA  California  United States  (e) Is the custodian a <i>related person</i> of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any):	an o	
(a) Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25 (a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information: 1 Record(s) Filed.  If the answer to question 25 (a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian:  SILICON VALLEY BANK  (c) Primary business name of custodian:  SILICON VALLEY BANK  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):  City:  SANTA CLARA  California  United States  (e) Is the custodian a <i>related person</i> of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any):  - CRD Number (if any):		
(a) Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25 (a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information: 1 Record(s) Filed.  If the answer to question 25 (a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian:  SILICON VALLEY BANK  (c) Primary business name of custodian:  SILICON VALLEY BANK  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country):  City:  SANTA CLARA  California  United States  (e) Is the custodian a <i>related person</i> of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any):  CRD Number (if any):		
If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses more that custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian: SILICON VALLEY BANK  (c) Primary business name of custodian: SILICON VALLEY BANK  (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: SANTA CLARA  California  United States  (e) Is the custodian a related person of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any):  CRD Number (if any):	Yes	s N
Additional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian: SILICON VALLEY BANK  (c) Primary business name of custodian: SILICON VALLEY BANK  (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: State: Country: SANTA CLARA California United States  (e) Is the custodian a related person of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any): CRD Number (if any):	•	_
If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian: SILICON VALLEY BANK  (c) Primary business name of custodian: SILICON VALLEY BANK  (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: State: Country: SANTA CLARA California United States  (e) Is the custodian a related person of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any): CRD Number (if any):	one	
custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian: SILICON VALLEY BANK  (c) Primary business name of custodian: SILICON VALLEY BANK  (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: SANTA CLARA California United States  (e) Is the custodian a related person of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any): CRD Number (if any):		
(d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):  City: State: Country: SANTA CLARA California United States  (e) Is the custodian a <i>related person</i> of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any): - CRD Number (if any):		
City: State: Country: SANTA CLARA California United States  (e) Is the custodian a <i>related person</i> of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any):  - CRD Number (if any):  (g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any)		
SANTA CLARA California United States  (e) Is the custodian a <i>related person</i> of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any):		
(e) Is the custodian a related person of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any):  - CRD Number (if any):  (g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (if any)		
<ul> <li>(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):</li> <li>CRD Number (if any):</li> <li>(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any)</li> </ul>	es	No
CRD Number (if any):  (g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any)		•
(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (if any)		
<u>iinistrator</u>	Yes	s N
(a) Does the <i>private fund</i> use an administrator other than your firm?	•	(
If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.	estic	ns
Additional Administrator Information : 1 Record(s) Filed.		

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete

questions (b) through (f) separately for each administrator.

	(b	) Name of administrator: SS&C TECHNOLOGIES	s, INC.			
	(c)	) Location of administrato	r (city, state and country):			
		City:	State:		Country:	
		WINDSOR	Connecticut		United States	
	(d	) Is the administrator a re	elated person of your firm?			Yes No
	(e		prepare and send investor account s	•		
		Yes (provided to all in	nvestors) C Some (provided to some	e but not all investors) O No (pro	ovided to no investors)	
	(f)		n 26.(e) is "no" or "some," who sends to the (rest of the) private fund's inve		s to the (rest of the) private fund's in	vestors? If investor account
27.	0% Include o	only those assets where (i	ercentage of the <i>private fund's</i> assets ) such <i>person</i> carried out the valuations or one of the subscriptions, redemptions or one	on procedure established for that	asset, if any, including obtaining ar	ny relevant quotes, and (ii) the
Mar	keters					Yes No
28.	(a) Does	s the <i>private fund</i> use the s	services of someone other than you	or your <i>employees</i> for marketing	purposes?	) ies inc
	You to qu	must answer "yes" whether uestion 28.(a) is "yes," res	er the <i>person</i> acts as a placement aground to questions (b) through (g) belnrough (g) separately for each marke	gent, consultant, finder, introduce low for each such marketer the <i>pr</i>	r, municipal advisor or other solicite	or, or similar <i>person</i> . If the answer
				No Information Filed		
. PF	RIVATE FL	JND				
nfor	mation Al	bout the <i>Private Fund</i>				
1.	(a) Nam	ne of the <i>private fund</i> :				
		TIVE CAPITAL FUND I-A, LF	<b>.</b>			
	` '	ate fund identification numure the "805-" prefix also)	ber:			
	805-	1835177820				
2.	Under the	e laws of what state or cou	untry is the <i>private fund</i> organized:			
	State Dela	e: aware		Country: United States		
3.	(a) Nam	ne(s) of General Partner, N	lanager, Trustee, or Directors (or per	rsons serving in a similar capacity	<b>'</b> ):	
		f General Partner, Manag	er, Trustee, or Director			
	MOTIVE	E CAPITAL FUND I GP, LP				
	,		n, identify the filing adviser and/or rely	ying adviser(s) that sponsor(s) or	manage(s) this private fund.	
		dviser/Relying Adviser Note to CAPITAL MANAGEMENT,				
		E UK ADVISORS, LLP				
4.			oly; you must check at least one):			
	(1) ~		om the definition of investment comm		nyaatmant Campany Act of 1010	

2 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.								
	No Information Filed								
6	(a) Is this a "master fund" in a master-feeder arrangement?	Yes							
6.	(a) Is this a master fund in a master-reeder arrangement?  (b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	0	•						
	No Information Filed								
	(c) Is this a "feeder fund" in a master-feeder arrangement?	Yes	No						
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?		٠						
	Name of private fund:								
	Private fund identification number: (include the "805-" prefix also)								
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master arrangement or reporting on the funds separately.	-feede	·r						
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder fund the following questions:	ls ans	wer						
	No Information Filed								
8.	("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund.  (a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.  (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	Yes C whethe	No ②						
		Yes	No						
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		0						
10.	What type of fund is the <i>private fund</i> ?								
	C hedge fund C liquidity fund P private equity fund C real estate fund C securitized asset fund C venture capital fund C Other private fund:								
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.								
11.	Current gross asset value of the <i>private fund</i> : \$ 204,486,028								
<u>Ow</u>	vnership								
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 5,000,000								
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documen fund).	ts of th	те						
13.	Approximate number of the <i>private fund's</i> beneficial owners:  24								
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :								

15.	(a) 46%	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	40 /0		Yes	s No
		If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	0	0
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
Yo	ur Adv	visory Services		
17	(a)	Are you a subadviser to this <i>private fund</i> ?	_	s No
	(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.	C leave	• this
		No Information Filed		
			Yes	s No
18.		Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	0	⊙
		If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) leave this question blank.	s "no	,"
		No Information Filed		
			Yes	s No
19.	_	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	$\circ$	$\odot$
	NO7	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Аррі	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
	0%			
Pri	vate C	Offering		
<u></u>	vale C	one mig	Yes	s No
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•	0
22.	_	s, provide the <i>private fund's</i> Form D file number (if any):  m D file number		
		-286657		
B. S	ERVIO	CE PROVIDERS		
<u>Au</u>	<u>ditors</u>		Va	s No
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	(e)	_
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	_
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete		
		questions (b) through (f) separately for each auditing firm.		
		Additional Auditor Information : 1 Record(s) Filed.		
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.	te	
		(b) Name of the auditing firm:  DELOITTE & TOUCHE LLP		
		DELOTTE & TOUCHE LEP		
		(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
		City: State: Country:		
		NEW YORK New York United States	Yes	No
		(d) to the auditing firm an independent public accountant?	_	0
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0

	If yes, Public Company Accounting Oversight Board-Ass	signed Number:		
	34			
	(f) If "yes" to (e) above, is the auditing firm subject to regula	ar inspection by the Public Com	pany Accounting Oversight Board in accordance with its	rules? o o
				Yes No
(g)	Are the <i>private fund's</i> audited financial statements for the most	recently completed fiscal year	distributed to the <i>private fund's</i> investors?	· · · · · · · · · · · · · · · · · · ·
(h)	Do all of the reports prepared by the auditing firm for the <i>privat</i>	e fund since your last annual u	odating amendment contain unqualified opinions?	
(.,)	⊙ Yes C No C Report Not Yet Received	,		
	If you check "Report Not Yet Received," you must promptly file	an amendment to your Form	ADV to update your response when the report is available	·.
Drimo D				
Prime B	<u>roker</u>			Yes N
24. (a)	Does the <i>private fund</i> use one or more prime brokers?			0 0
	If the answer to question 24.(a) is "yes," respond to questions prime broker, you must complete questions (b) through (e) sep		orime broker the <i>private fund</i> uses. If the <i>private fund</i> use	s more than one
		No Information File	d	
Custodia	<u>an</u>			Yes N
25. (a)	Does the private fund use any custodians (including the prime	brokers listed above) to hold s	ome or all of its assets?	· ·
	If the answer to question 25.(a) is "yes," respond to questions custodian, you must complete questions (b) through (g) separ	. ,	custodian the <i>private fund</i> uses. If the <i>private fund</i> uses n	nore than one
	Additional Custodian Information : 2 Record(s) Filed.			
	If the answer to question 25.(a) is "yes," respond to question custodian, you must complete questions (b) through (g) sep  (b) Legal name of custodian:  CARTA SECURITIES, LLC		i custodian the <i>private fund</i> uses. If the <i>private fund</i> uses	more than one
	(c) Primary business name of custodian: CARTA SECURITIES, LLC			
	(d) The location of the custodian's office responsible for cu	stody of the <i>private fund</i> 's asse	s (city, state and country):	
	City:	State:	Country:	
	SAN FRANCISCO	California	United States	Yes No
	(e) Is the custodian a <i>related person</i> of your firm?			0 0
	(f) If the custodian is a broker-dealer, provide its SEC regis	tration number (if any):		
	CRD Number (if any): 282086			
	(g) If the custodian is not a broker-dealer, or is a broker-dealer	aler but does not have an SEC	registration number, provide its legal entity identifier (if ar	ny)
	If the answer to question 25.(a) is "yes," respond to question custodian, you must complete questions (b) through (g) sep		custodian the private fund uses. If the private fund uses	more than one
	(b) Legal name of custodian: SILICON VALLEY BANK			
	(c) Primary business name of custodian: SILICON VALLEY BANK			

	(d)	The location of the custodian's o	ffice responsible for <i>custody</i> of the <i>private fu</i>	und's assets (city, state and country):	
		City: SANTA CLARA	State: California	Country: United States	
		SANTA CLARA	Calliottila	Officed States	Yes No
	(e)	Is the custodian a related person	of your firm?		o •
	(f)	If the custodian is a broker-deale	r, provide its SEC registration number (if an	y):	
		- CRD Number (if any):			
	(g)	If the custodian is not a broker-d 0K2D5AK28E3O5CC06E35	ealer, or is a broker-dealer but does not hav	ve an SEC registration number, provide its legal entity ide	entifier (if any)
<u>Admin</u>	<u>istrator</u>				
20 (5)	\ D	the minute found on a participation	ator other there were firm?		Yes No
26. (a		the private fund use an administration answer to question 26.(a) is "ves."	•	. If the <i>private fund</i> uses more than one administrator, yo	<ul> <li>O</li> <li>Ou must complete questions</li> </ul>
		ough (f) separately for each admi			74
	Addit	tional Administrator Information	1 Record(s) Filed.		
		ne answer to question 26.(a) is "yestions (b) through (f) separately f		ow. If the <i>private fund</i> uses more than one administrator,	you must complete
	(b)	Name of administrator:			
		SS&C TECHNOLOGIES, INC.			
	(c)	Location of administrator (city, sta	ate and country):		
		City:	State:	Country:	
		WINDSOR	Connecticut	United States	
	(d)	Is the administrator a related per	rson of your firm?		Yes No
	(e)		and send investor account statements to the		
		res (provided to all investors)	C Some (provided to some but not all inve	estors) O No (provided to no investors)	
	(f)		s "no" or "some," who sends the investor ac est of the) <i>private fund</i> 's investors, respond '	eccount statements to the (rest of the) private fund's invest	ors? If investor account
27 Dı	ırina vol	ur last fiscal year, what percentage	e of the private fund's assets (by value) was	valued by a <i>person</i> , such as an administrator, that is not	t vour related person?
0%		ar last lisear year, what percentage	, of the private runu's assets (by value) was	valued by a person, such as an auministrator, that is no	your related person:
va		•	•	tablished for that asset, if any, including obtaining any red fee calculations (including allocations) was the valuati	
Marke	<u>ters</u>				
20 (5)	N D	the minute found was the semilers	of common at how the survey of		Yes No
26. (a <sub>.</sub>	You m	nust answer "yes" whether the <i>per</i>	uestions (b) through (g) below for each suc	finder, introducer, municipal advisor or other solicitor, on the marketer the <i>private fund</i> uses. If the <i>private fund</i> uses	•
			No Infor	mation Filed	

4	(a) Name of the private found
1.	(a) Name of the <i>private fund</i> :  MOTIVE CAPITAL FUND I-B (AIV1), LP
	(b) Private fund identification number:
	(include the "805-" prefix also)
	805-3922649241
2.	Under the laws of what state or country is the <i>private fund</i> organized:
	State: Country:
	Cayman Islands
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):
	Name of General Partner, Manager, Trustee, or Director
	MOTIVE CAPITAL FUND I GP, LP
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.
	Filing Adviser/Relying Adviser Name
	MOTIVE CAPITAL MANAGEMENT, LLC
	MOTIVE UK ADVISORS, LLP
4.	The private fund (check all that apply; you must check at least one):
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.
	No Information Filed
	Yes No
6.	(a) Is this a "master fund" in a master-feeder arrangement?
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?
	No Information Filed
	Yes No
	(c) Is this a "feeder fund" in a master-feeder arrangement?
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?
	Name of private fund:
	Private fund identification number:
	(include the "805-" prefix also)
	NOTE: Very most approach as sold as a constant of a day approach as positive of sold as the constant of a day.
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.
7.	
	the following questions:
	No Information Filed
	NOTE: For purposes of questions 6 and 7 in a master feeder arrangement are as master feeder ("feeder feeder") invested ("feeder feeder").
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests,
	and each class (or series) invests substantially all of its assets in a single master fund.
	Yes No
8.	(a) Is this private fund a "fund of funds"?
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether

Information About the Private Fund

they are also *private funds* or registered investment companies.

(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund equity fund C real estate fund C securitized asset fund C venture capital fund C Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 36,776,495		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 100		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents fund).	s of th	е
13.	Approximate number of the <i>private fund's</i> beneficial owners: 0		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	<ul><li>(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:</li></ul>		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  0%		
You	r Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	No ①
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," le question blank.		
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	0	⊙
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.	; "no,"	
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	⊙
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%		
<u>Priv</u>	rate Offering		
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes O	No ⊙
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		

B. SERVICE F	ROVIDERS		
<u>Auditors</u>			
23. (a) (1) A	re the <i>private fund's</i> financial statements subject to an annual audit?	Yes	
	the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	
If the	answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete	~	-
que	tions (b) through (f) separately for each auditing firm.		
Add	itional Auditor Information : 1 Record(s) Filed.		
	he answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete estions (b) through (f) separately for each auditing firm.	te	
(k	Name of the auditing firm: DELOITTE & TOUCHE LLP		
(0	The location of the auditing firm's office responsible for the private fund's audit (city, state and country):		
	City: State: Country:  NEW YORK New York United States		
		'es N	<b>1</b> 0
(0	Is the auditing firm an independent public accountant?	·	0
(€	Is the auditing firm registered with the Public Company Accounting Oversight Board?	⊙ (	0
	If yes, Public Company Accounting Oversight Board-Assigned Number:  34		
(f	If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	• •	0
		Yes	N
(g) Are	ne private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	•	C
(h) Do a	of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?		
0	es O No G Report Not Yet Received		
If yo	u check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.		
ime Broke			
		Yes	N
	the private fund use one or more prime brokers?		0
	answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more the broker, you must complete questions (b) through (e) separately for each prime broker.	an or	≀e —
	No Information Filed		
ustodian		Vaa	
5. (a) Doe	the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	Yes	N
	answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than	~	
cust	odian, you must complete questions (b) through (g) separately for each custodian.		_
Add	itional Custodian Information : 1 Record(s) Filed.		
	he answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses more tha stodian, you must complete questions (b) through (g) separately for each custodian.	n one	;
(t	Legal name of custodian: SILICON VALLEY BANK		

	(c) Primary business name of SILICON VALLEY BANK	custodian:			
	(d) The location of the custodi	an's office responsible for <i>custody</i> c	of the <i>private fund's</i> assets	(city_state and country):	
	City:	State	•	Country:	
	SANTA CLARA	Califo		United States	
	O/ WY/Y OLD WOY	- Calif	oma	Simod States	Yes No
	(e) Is the custodian a related p	erson of your firm?			O ⊙
	(f) If the custodian is a broker-	dealer, provide its SEC registration	number (if any):		
	- CRD Number (if any):				
	(g) If the custodian is not a bro 0K2D5AK28E3O5CC06E3		t does not have an SEC r	egistration number, provide its <i>legal</i> e	entity identifier (if any)
Adminis	<u>strator</u>				
					Yes No
26. (a)	Does the <i>private fund</i> use an adm	inistrator other than your firm?			⊙ ○
	If the answer to question 26.(a) is (b) through (f) separately for each		ough (f) below. If the <i>priva</i>	te fund uses more than one administ	rator, you must complete questions
	Additional Administrator Information	ation : 1 Record(s) Filed.			
	(c) Location of administrator (c)	ately for each administrator.	hrough (f) below. If the <i>pri</i>	vate fund uses more than one admin	istrator, you must complete
	City:	State:		Country:	
	WINDSOR	Connecticut		United States	
	THIND GOT	Commodicat		ormed claics	Yes No
	(d) Is the administrator a <i>relate</i>	ed person of your firm?			0 0
	(e) Does the administrator pre	pare and send investor account sta	tements to the private fur	nd's investors?	
	Yes (provided to all inventor)	stors) C Some (provided to some	but not all investors) ${}_{\hbox{\scriptsize C}}$ N	o (provided to no investors)	
		5.(e) is "no" or "some," who sends the (rest of the) private fund's invest		ments to the (rest of the) <i>private fund</i> ble."	's investors? If investor account
27. Dur	ing your last fiscal year, what perc	entage of the <i>private fund's</i> assets (	by value) was valued by a	person, such as an administrator, th	at is not your related person?
valu	•	•	•	r that asset, if any, including obtaining ations (including allocations) was the	
Markete	<u>ers</u>				
28. (a)	Does the <i>private fund</i> use the ser	vices of someone other than you or	your employees for mark	eting purposes?	Yes No
ν-7	You must answer "yes" whether the to question 28.(a) is "yes," response	ne <i>person</i> acts as a placement age	nt, consultant, finder, intro v for each such marketer	oducer, municipal advisor or other sol	icitor, or similar <i>person</i> . If the answer
			No Information Filed	1	

Info	rmation About the <i>Private Fund</i>		
1.	(a) Name of the <i>private fund</i> :		
	MOTIVE CAPITAL FUND I-B, LP		
	(b) Private fund identification number:		
	(include the "805-" prefix also) 805-7214356016		
	003-7214330010		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
۷.		Country:	
		United States	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or pers	ons serving in a similar capacity):	
	Name of General Partner, Manager, Trustee, or Director  MOTIVE CAPITAL FUND I GP, LP		
	MOTIVE CALITALT OND FOL, LI		
	(b) If filing an umbrella registration, identify the filing adviser and/or relyi	ng adviser(s) that sponsor(s) or manage(s) this private fund.	
	Filing Adviser/Relying Adviser Name		
	MOTIVE CAPITAL MANAGEMENT, LLC		
	MOTIVE UK ADVISORS, LLP		
4.	The private fund (check all that apply; you must check at least one):		
	lacksquare (1) qualifies for the exclusion from the definition of investment compa	any under section 3(c)(1) of the Investment Company Act of 1940	
	(2) qualifies for the exclusion from the definition of investment compa	ny under section 3(c)(7) of the Investment Company Act of 1940	
5.	List the name and country, in English, of each foreign financial regulatory	authority with which the private fund is registered.	
		No Information Filed	
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and <i>private fund</i> identification number (if any	<u> </u>	
		No Information Filed	
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	o	$\odot$
	(d) If yes, what is the name and <i>private fund</i> identification number (if any Name of <i>private fund</i> :	) of the master fund in which this <i>private fund</i> invests?	
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangem arrangement or reporting on the funds separately.	ent regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feede	∍r
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder at the following questions:	arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds ans	wer
		No Information Filed	
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement	ent, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fur	nd
	("master fund"). A fund would also be a "feeder fund" investing in a "mast and each class (or series) invests substantially all of its assets in a sing	ter fund" for purposes of this question if it issued multiple classes (or series) of shares or intere lle master fund.	sts,
		Yes	No
8.	(a) Is this private fund a "fund of funds"?	0	•

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether

A. PRIVATE FUND

	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	_	_
		0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund oprivate equity fund oprivate fund oprivate fund oprivate fund oprivate fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 245,287,745		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 5,000,000  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document fund).	s of th	ıe
13.	Approximate number of the <i>private fund's</i> beneficial owners: 26		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 14%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  93%		
<u> Υοι</u>	ur Advisory Services	V	NI-
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	_
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.	C leave	• this
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.	s "no,	11
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%		
Priv	vate Offering		
	<del></del>	Yes	No
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•	0

22. If yes, provide the *private fund's* Form D file number (if any):

	<u>s</u>				
23 (a)	(1) Are the <i>private fund's</i> financial statem	nents subject to an annual audit?			es I
20. (a)		"yes," are the financial statements prepare	ed in accordance with U.S. GAAP?		• •
		s," respond to questions (b) through (h) be	elow. If the <i>private fund</i> uses more than one auditing firm, you must comple		•
	Additional Auditor Information : 1 Reco	ord(s) Filed.			
	If the answer to question 23.(a)(1) is " questions (b) through (f) separately fo		below. If the private fund uses more than one auditing firm, you must comp	olete	
	(b) Name of the auditing firm: DELOITTE & TOUCHE LLP				
	(c) The location of the auditing firm's	office responsible for the private fund's au	udit (city, state and country):		
	City:	State:	Country:		
	NEW YORK	New York	United States	Yes	No
	(d) Is the auditing firm an independent	nt public accountant?		(€)	0
				•	
	(e) Is the auditing firm registered with	n the Public Company Accounting Oversigh	ht Board?	•	0
	If yes, Public Company Accountin	g Oversight Board-Assigned Number:			
	(f) If "yes" to (e) above, is the auditin	g firm subject to regular inspection by the I	Public Company Accounting Oversight Board in accordance with its rules?	•	0
				Y	es
(g)	Are the <i>private fund's</i> audited financial st	tatements for the most recently completed	I fiscal year distributed to the <i>private fund's</i> investors?	_	es I
,			I fiscal year distributed to the <i>private fund's</i> investors? st <i>annual updating amendment</i> contain unqualified opinions?	_	_
,		liting firm for the <i>private fund</i> since your las		_	_
,	Do all of the reports prepared by the aud • Yes O No O Report Not Yet Receive	liting firm for the <i>private fund</i> since your lasved		_	_
(h)	O all of the reports prepared by the aud Yes No Report Not Yet Received,"	liting firm for the <i>private fund</i> since your lasved	st annual updating amendment contain unqualified opinions?	(	•
(h)	Do all of the reports prepared by the aud  Yes No Report Not Yet Received,"  If you check "Report Not Yet Received,"	liting firm for the <i>private fund</i> since your last ved I you must promptly file an amendment to y	st annual updating amendment contain unqualified opinions?	(	•s ∣
,	Do all of the reports prepared by the aud  Yes No Report Not Yet Received,"  Broker  Does the private fund use one or more put the answer to question 24.(a) is "yes,"	liting firm for the <i>private fund</i> since your last ved by you must promptly file an amendment to your must promptly file an amendment to you must promptly file and amendment to you must prompt	st annual updating amendment contain unqualified opinions?  your Form ADV to update your response when the report is available.  w for each prime broker the private fund uses. If the private fund uses more	Y	es I
(h)	Do all of the reports prepared by the aud  Yes No Report Not Yet Received,"  Broker  Does the private fund use one or more put the answer to question 24.(a) is "yes,"	liting firm for the <i>private fund</i> since your last ved  I you must promptly file an amendment to your must promptly file and amendment to your must promptly file and amendment file file file file file file file file	st annual updating amendment contain unqualified opinions?  your Form ADV to update your response when the report is available.  w for each prime broker the private fund uses. If the private fund uses more	Y	es I
(h)  Prime I  24. (a)	O all of the reports prepared by the audion of Yes O No O Report Not Yet Received,"  Broker  Does the private fund use one or more purely the answer to question 24.(a) is "yes," prime broker, you must complete question.	liting firm for the <i>private fund</i> since your last ved  I you must promptly file an amendment to your must promptly file and amendment to your must promptly file and amendment file file file file file file file file	st annual updating amendment contain unqualified opinions?  your Form ADV to update your response when the report is available.  w for each prime broker the private fund uses. If the private fund uses more me broker.	Y	es I
(h)  Prime I  24. (a)	O all of the reports prepared by the audion of Yes O No O Report Not Yet Received,"  Broker  Does the private fund use one or more purely the answer to question 24.(a) is "yes," prime broker, you must complete question.	liting firm for the <i>private fund</i> since your last ved  I you must promptly file an amendment to your must promptly file and amendment to your must promptly file and amendment file file file file file file file file	st annual updating amendment contain unqualified opinions?  your Form ADV to update your response when the report is available.  w for each prime broker the private fund uses. If the private fund uses more me broker.	Y	es I
(h)  Prime I  24. (a)	Oo all of the reports prepared by the audion Yes O No O Report Not Yet Received,"  Broker  Does the private fund use one or more put the answer to question 24.(a) is "yes," prime broker, you must complete question.	liting firm for the <i>private fund</i> since your last ved  I you must promptly file an amendment to your must promptly file and amendment to your must promptly file and amendment file file file file file file file file	st annual updating amendment contain unqualified opinions?  your Form ADV to update your response when the report is available.  w for each prime broker the private fund uses. If the private fund uses more me broker.  rmation Filed	Ye	es loone
(h)	Do all of the reports prepared by the audion Yes No Report Not Yet Received, "  Broker  Does the private fund use one or more put the answer to question 24.(a) is "yes," prime broker, you must complete question important the answer to question 25.(a) is "yes,"	liting firm for the <i>private fund</i> since your last yed  I you must promptly file an amendment to your must promptly file an amendment to your must promptly file an amendment to your must promptly file an amendment to you must promptly file an amendment to your must promptly file an amendment file your must promptly file and file your must promptly file your must prom	st annual updating amendment contain unqualified opinions?  your Form ADV to update your response when the report is available.  w for each prime broker the private fund uses. If the private fund uses more me broker.  rmation Filed  re) to hold some or all of its assets?  w for each custodian the private fund uses. If the private fund uses more the	Yethan	es one

If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses more than one

custodian, you must complete questions (b) through (g) separately for each custodian.

Form D file number 021-286654

B.

		Legal name of custodian: CARTA SECURITIES, LLC				
		Primary business name of custodian: CARTA SECURITIES, LLC				
	(d)	The location of the custodian's office res	sponsible for <i>custody</i> of the <i>privat</i>	e fund's assets (city, state	and country):	
		City: SAN FRANCISCO	State: California	ı	Country: United States	
	(e)	Is the custodian a <i>related person</i> of you	r firm?			Yes No
		If the custodian is a broker-dealer, provide	de its SEC registration number (if	any):		
		8 - 69701 CRD Number (if any): 282086				
	(g)	If the custodian is not a broker-dealer, o	r is a broker-dealer but does not h	nave an SEC registration r	number, provide its legal entity identifier (if any)	
	customer (b)	e answer to question 25.(a) is "yes," respondian, you must complete questions (b)  Legal name of custodian:  SILICON VALLEY BANK			ne <i>private fund</i> uses. If the <i>private fund</i> uses more t	han one
	(c)	Primary business name of custodian: SILICON VALLEY BANK				
		The location of the custodian's office res	State:	C	ountry:	
		SANTA CLARA	California	U	nited States	Yes No
	(e)	Is the custodian a related person of your	r firm?			0 0
	(f)	If the custodian is a broker-dealer, provid-	de its SEC registration number (if	any):		
		CRD Number (if any):				
		If the custodian is not a broker-dealer, o 0K2D5AK28E3O5CC06E35	r is a broker-dealer but does not h	nave an SEC registration r	number, provide its legal entity identifier (if any)	
Administra	ator					
26. (a) D	oes t	he <i>private fund</i> use an administrator oth	er than your firm?			Yes I
		answer to question 26.(a) is "yes," respor		ow. If the <i>private fund</i> uses	s more than one administrator, you must complete	questions
A	Additi	ional Administrator Information : 1 Reco	ord(s) Filed.			
		e answer to question 26.(a) is "yes," resp stions (b) through (f) separately for each	. , , , , ,	elow. If the <i>private fund</i> us	ses more than one administrator, you must complet	te
	` '	Name of administrator: SS&C TECHNOLOGIES, INC.				
	(c)	Location of administrator (city, state and				
		City:	State:	Coun	try:	

WINDSOR

Connecticut

United States

		Yes	No	
	(d) Is the administrator a <i>related person</i> of your firm?	0	•	
	(e) Does the administrator prepare and send investor account statements to the private fund's investors?			
	(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investments are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."	estor accou	nt	
27.	During your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>rela</i>	ted person?		
	0%			
	Include only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant que valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determination.			
<u>Maı</u>	u <u>rketers</u>			
20	(a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?		Yes	
20.	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>p</i>	arson If the	_	⊙ or
	to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more tha must complete questions (b) through (g) separately for each marketer.			
	No Information Filed			
۱. PF	RIVATE FUND			
nfor	rmation About the <i>Private Fund</i>			
<u></u>				
1.	(a) Name of the private fund:			
	MOTIVE CAPITAL FUND I-MPF, LP			
	(b) Private fund identification number:			
	(include the "805-" prefix also)			
	805-3241416878			
2.	Under the laws of what state or country is the <i>private fund</i> organized:			
	State: Country:			
	Delaware United States			
2	(a) Name(a) of Canaral Partner, Managar, Trustee, or Directors (or parents carving in a similar capacity):			
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):  Name of General Partner, Manager, Trustee, or Director			
	MOTIVE CAPITAL FUND I GP, LP			
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.			
	Filing Adviser/Relying Adviser Name			
	MOTIVE CAPITAL MANAGEMENT, LLC			٦
	MOTIVE UK ADVISORS, LLP			
4.	The private fund (check all that apply; you must check at least one):			
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940			
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940			
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.			
٥.	No Information Filed			$\neg$
			Yes	 N∽
6.	(a) Is this a "master fund" in a master-feeder arrangement?		_	• •
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?			O

	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?		•
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		٠
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master arrangement or reporting on the funds separately.	·-feede	r
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder function of the following questions:	ls ansv	wer
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sin ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund.	_	
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of	C whethe	<b>⊙</b> er
	they are also <i>private funds</i> or registered investment companies.  (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	_	_
	(b) If yes, does the private rund fivest in funds managed by you of by a related person!	0	0
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes C	No ©
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund P private equity fund C real estate fund C securitized asset fund C venture capital fund C Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 16,788,782		
<u>Ow</u>	<u>rnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 100		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documer fund).	its of th	ıe
13.	Approximate number of the <i>private fund's</i> beneficial owners:  13		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  100%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes C	No ⊙

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:

Υοι	ır Ad	lvisory Services		
	( )		Yes	No
17.		Are you a subadviser to this <i>private fund</i> ?  If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," le	О 2V0	• thic
		question blank.	ave	แแร
		No Information Filed		
			Yes	No
18.		Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	0	$\odot$
		If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.	"no	"
		No Information Filed		
			Yes	No
19.	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$
	NO	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	App	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Priv</u>	/ate (	Offering .	Yes	No
21.	Has	s the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	•
22.	If ye	es, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		
	ditors		_	No
23.		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete	•	0
		questions (b) through (f) separately for each auditing firm.		
		Additional Auditor Information : 1 Record(s) Filed.		
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	)	
		(b) Name of the auditing firm:		
		DELOITTE & TOUCHE LLP		
		(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
		City: State: Country:		
		NEW YORK New York United States		
		(d) Is the auditing firm an independent public accountant?	es I	0
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	)	0
		If yes, Public Company Accounting Oversight Board-Assigned Number:  34		
		(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	)	0

(g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?

Yes No

O

(11)	Do an or the reports propared by the additing min	for the private rund since your last armue	r updating amendment contain unqualified opinions?	
	If you check "Report Not Yet Received," you must	promptly file an amendment to your For	m ADV to update your response when the report is ava	nilable.
ime B	<u>Broker</u>			
				Yes N
. (a)	Does the <i>private fund</i> use one or more prime brol			0 @
	If the answer to question 24.(a) is "yes," respond to prime broker, you must complete questions (b) the		th prime broker the <i>private fund</i> uses. If the <i>private fun</i> er.	d uses more than one
		No Information	Filed	
ustodia	a <u>n</u>			
	<del>-</del>			Yes No
. (a)	Does the <i>private fund</i> use any custodians (includi			© C
	If the answer to question 25.(a) is "yes," respond to custodian, you must complete questions (b) through		ch custodian the <i>private fund</i> uses. If the <i>private fund</i> u	ses more than one
	Additional Custodian Information : 2 Record(s) F	iled.		
	If the answer to question 25.(a) is "yes," respon custodian, you must complete questions (b) thr		ach custodian the <i>private fund</i> uses. If the <i>private fund</i>	uses more than one
	(b) Legal name of custodian: CARTA SECURITIES, LLC			
	(c) Primary business name of custodian: CARTA SECURITIES, LLC			
	(d) The location of the custodian's office respo	nsible for <i>custody</i> of the <i>private fund's</i> as	sets (city, state and country):	
	City:	State: California	Country:	
	SAN FRANCISCO	California	United States	Yes No
	(e) Is the custodian a related person of your firm	m?		0 0
	(f) If the custodian is a broker-dealer, provide in	its SEC registration number (if any):		
	8 - 69701 CRD Number (if any): 282086			
	(g) If the custodian is not a broker-dealer, or is	a broker-dealer but does not have an SI	EC registration number, provide its legal entity identifie	<i>r</i> (if any)
	If the answer to question 25.(a) is "yes," respon custodian, you must complete questions (b) thr		ach custodian the <i>private fund</i> uses. If the <i>private fund</i>	uses more than one
	(b) Legal name of custodian: SILICON VALLEY BANK			
	(c) Primary business name of custodian: SILICON VALLEY BANK			
	(d) The location of the custodian's office respo	nsible for <i>custody</i> of the <i>private fund's</i> as	sets (city, state and country):	
	City:	State:	Country:	
	SANTA CLARA	California	United States	Yes No
	(e) Is the custodian a <i>related person</i> of your fire	m?		0 0
	(f) If the custodian is a broker-dealer, provide	its SEC registration number (if any):		

	- CRD Number (if any):	
	(g) If the custodian is not a broker-dealer, or is a broker-dealer 0K2D5AK28E3O5CC06E35	but does not have an SEC registration number, provide its legal entity identifier (if any)
Adminis	<u>strator</u>	Yes No
26. (a)	Does the <i>private fund</i> use an administrator other than your firm?	<b>⊙</b> ○
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) separately for each administrator.	hrough (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions
	Additional Administrator Information : 1 Record(s) Filed.	
	If the answer to question 26.(a) is "yes," respond to questions (b questions (b) through (f) separately for each administrator.	) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete
	(b) Name of administrator: SS&C TECHNOLOGIES, INC.	
	(c) Location of administrator (city, state and country):	
	City: State: WINDSOR Connecticut	Country: United States
	WINDSOR Connecticut	Yes No
	(d) Is the administrator a <i>related person</i> of your firm?	○ ●
	(e) Does the administrator prepare and send investor accounts  • Yes (provided to all investors) • Some (provided to some	·
	(f) If the answer to question 26.(e) is "no" or "some," who send statements are not sent to the (rest of the) <i>private fund's</i> involutions.	Is the investor account statements to the (rest of the) <i>private fund</i> 's investors? If investor account estors, respond "not applicable."
0% Incl valu	ude only those assets where (i) such <i>person</i> carried out the valuati	s (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>related person</i> ? on procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the distributions, and fee calculations (including allocations) was the valuation determined by such
Markete	ers .	Voc. No.
28. (a)	Does the <i>private fund</i> use the services of someone other than you	or your <i>employees</i> for marketing purposes?
		gent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the answer low for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you
		No Information Filed
A. PRIVA	TE FUND	
	on About the Private Fund	
1. (a)	Name of the private fund:	

(b) Private fund identification number: (include the "805-" prefix also)

MOTIVE CAPITAL LMRKTS CO-INVESTMENT, LP

805-1286707681

2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country: Delaware United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director		
	MOTIVE CAPITAL FUND I GP, LP		
	(b) If filling an umbrella registration, identify the filling adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name  MOTIVE CAPITAL MANAGEMENT, LLC		
	MOTIVE UK ADVISORS, LLP		
4.	The private fund (check all that apply; you must check at least one):		
	<ul> <li>(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940</li> <li>✓ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940</li> </ul>		
	(=) quantities and exclusion and exclusion of the control of the c		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
6.	(a) Is this a "master fund" in a master-feeder arrangement?	Yes	_
0.	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	О	•
	No Information Filed		
	(c) Is this a "feeder fund" in a master-feeder arrangement?	Yes	_
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?	О	•
	Name of private fund:		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-arrangement or reporting on the funds separately.	·feede	r
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder fund the following questions:	s answ	wer
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or it and each class (or series) invests substantially all of its assets in a single master fund.		
8.	(a) Is this <i>private fund</i> a "fund of funds"?	Yes	
Ο.	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of v	C whethe	<b>⊙</b> er
	they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	. What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other private fund:		

11.	Current gross asset value of the <i>private fund</i> : \$ 5,068,075		
Ow	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 100  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document fund).	ts of th	ne
13.	Approximate number of the <i>private fund's</i> beneficial owners:  2		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales	Yes	
	of the fund limited to <i>qualified clients</i> ?	0	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  0%		
Υοι	ur Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	No ⊙
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.		_
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	0	⊙
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) leave this question blank.	ıs "no,	
	No Information Filed		
10	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Yes	
19.	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	0	•
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%		
<u>Priv</u>	vate Offering		
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes	No ©
			•
22.	If yes, provide the <i>private fund</i> 's Form D file number (if any):  No Information Filed		
3. SI	ERVICE PROVIDERS		
<u>Auc</u>	<u>litors</u>		
		Yes	No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?		0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	0

If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete

NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

	Addii	tional Auditor Information : 1 Record(s) Filed.					
		ne answer to question 23.(a)(1) is "yes," respond to questions (b) through (f) separately for each auditing firm.	stions (b) through (h) below. If the <i>pri</i>	vate fund uses more than one auditing firm, you must comp	olete		
	(b)	Name of the auditing firm:					
		DELOITTE & TOUCHE LLP					
	(c)	The location of the auditing firm's office responsible for	the private fund's audit (city, state ar	nd country):			
		City: State		Country:			
		NEW YORK New	/ York	United States			
	(4)	Is the auditing firm an <i>independent public accountant?</i>			Yes		
	(u)	is the additing initi all independent public accountant?			⊙	0	
	(e)	Is the auditing firm registered with the Public Company	Accounting Oversight Board?		•	0	
		If yes, Public Company Accounting Oversight Board-Ass 34	ssigned Number:				
	(f)	If "yes" to (e) above, is the auditing firm subject to regula	ar inspection by the Public Company	Accounting Oversight Board in accordance with its rules?	•	0	
					Υє	es No	,
g)	Are th	e private fund's audited financial statements for the most	t recently completed fiscal year distr	ibuted to the <i>private fund</i> 's investors?	0	0	ı
h)	Do all	of the reports prepared by the auditing firm for the private	te fund since your last annual updati	ing amendment contain unqualified opinions?			
	<b>⊙</b> Y∈	es O No O Report Not Yet Received					
	If you	check "Report Not Yet Received," you must promptly file	e an amendment to your Form ADV	to update your response when the report is available.			
e B	<u>oker</u>				٧	es No	1
(a)	Does	the private fund use one or more prime brokers?				0 0	
		answer to question 24.(a) is "yes," respond to questions broker, you must complete questions (b) through (e) se		e broker the <i>private fund</i> uses. If the <i>private fund</i> uses more			
			No Information Filed				
	<u>n</u>						
					Υє	es No	)
(a)		the private fund use any custodians (including the prime	·		0	9 0	
(a)	If the	answer to question 25.(a) is "yes," respond to questions	(b) through (g) below for each custo	or all of its assets?  Indian the private fund uses. If the private fund uses more the	0	9 0	
	If the a		(b) through (g) below for each custo		0	9 0	
(a)	If the acustod	answer to question 25.(a) is "yes," respond to questions dian, you must complete questions (b) through (g) separtional Custodian Information : 1 Record(s) Filed.	(b) through (g) below for each custorately for each custodian.		an one	9 C	
(a)	Addit	answer to question 25.(a) is "yes," respond to questions dian, you must complete questions (b) through (g) separtional Custodian Information : 1 Record(s) Filed.	(b) through (g) below for each custorately for each custodian.	odian the <i>private fund</i> uses. If the <i>private fund</i> uses more the	an one	9 C	
(a)	Addit	answer to question 25.(a) is "yes," respond to questions dian, you must complete questions (b) through (g) separational Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to question	(b) through (g) below for each custorately for each custodian.	odian the <i>private fund</i> uses. If the <i>private fund</i> uses more the	an one	9 C	
a)	Addit  If the cus  (b)	answer to question 25.(a) is "yes," respond to questions dian, you must complete questions (b) through (g) separational Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to question todian, you must complete questions (b) through (g) separational Custodian; you must complete questions (b) through (g) separations.	(b) through (g) below for each custorately for each custodian.	odian the <i>private fund</i> uses. If the <i>private fund</i> uses more the	an one	9 C	
a)	Addit  If the cus  (b)	answer to question 25.(a) is "yes," respond to questions dian, you must complete questions (b) through (g) separational Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to question todian, you must complete questions (b) through (g) separational Custodian:  Legal name of custodian:  SILICON VALLEY BANK  Primary business name of custodian:	(b) through (g) below for each custorately for each custodian.  Ins (b) through g) below for each custodian.	edian the private fund uses. If the private fund uses more the	an one	9 C	
a)	Addit  If the cus  (b)	answer to question 25.(a) is "yes," respond to questions dian, you must complete questions (b) through (g) separational Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to question todian, you must complete questions (b) through (g) separated to the custodian:  SILICON VALLEY BANK  The location of the custodian's office responsible for curcity:	(b) through (g) below for each custorately for each custodian.  Ins (b) through g) below for each custorately for each custodian.  Instance of the private fund's assets (cit state:	edian the private fund uses. If the private fund uses more the state of the private fund uses more to todian the private fund uses. If the private fund uses more to the private and country:	an one	9 C	
а)	Addit  If the cus  (b)	answer to question 25.(a) is "yes," respond to questions dian, you must complete questions (b) through (g) separational Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to question todian, you must complete questions (b) through (g) separated to the custodian:  SILICON VALLEY BANK  The location of the custodian's office responsible for custodian's office re	(b) through (g) below for each custorately for each custodian.  Ins (b) through g) below for each custodian.  Ins (b) through g) below for each custodian.	edian the private fund uses. If the private fund uses more the state of the private fund uses more to todian the private fund uses. If the private fund uses more to the private fund uses.	an one	e one	
a)	Addit  If the cus  (b)  (c)	answer to question 25.(a) is "yes," respond to questions dian, you must complete questions (b) through (g) separational Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to question todian, you must complete questions (b) through (g) separated to the custodian:  SILICON VALLEY BANK  The location of the custodian's office responsible for curcity:	(b) through (g) below for each custorately for each custodian.  Ins (b) through g) below for each custorately for each custodian.  Instance of the private fund's assets (cit state:	edian the private fund uses. If the private fund uses more the state of the private fund uses more to todian the private fund uses. If the private fund uses more to the private and country:	an one	e one	

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):	
- CRD Number (if any):	
(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any) 0K2D5AK28E3O5CC06E35	
Administrator	
<u>Administrator</u>	Yes No
26. (a) Does the <i>private fund</i> use an administrator other than your firm?	⊙ ⊙
If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete question (b) through (f) separately for each administrator.	stions
Additional Administrator Information : 1 Record(s) Filed.	
If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.	
(b) Name of administrator:	
SS&C TECHNOLOGIES, INC.	
(c) Location of administrator (city, state and country):	
City: State: Country: WINDSOR Connecticut United States	
WINDSOR Connecticut Onlied States  Yes	No
(d) Is the administrator a <i>related person</i> of your firm?	•
(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  (b) Yes (provided to all investors)  (c) Some (provided to some but not all investors)  (d) No (provided to no investors)	
(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	t
27. During your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>related person</i> ? 0% Include only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such <i>person</i> .	
<u>Marketers</u>	Yes No
28. (a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	res No
You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one market must complete questions (b) through (g) separately for each marketer.	answer
No Information Filed	
A. PRIVATE FUND	
Information About the <i>Private Fund</i>	

## Information

- 1. (a) Name of the private fund:
  - MOTIVE CAPITAL STAR CO-INVESTMENT, LP
  - (b) Private fund identification number:

	805-9560563151		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country:		
	Delaware United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director		
	MOTIVE CAPITAL FUND I GP, LP		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	MOTIVE CAPITAL MANAGEMENT, LLC		
	MOTIVE UK ADVISORS, LLP		
4.	The <i>private fund</i> (check all that apply; you must check at least one):		
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		Yes	No
3.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
		V	NI-
	(c) Is this a "feeder fund" in a master-feeder arrangement?	Yes	
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?	О	⊙
	Name of private fund:		
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-	-feeder	r
	arrangement or reporting on the funds separately.		
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds	s ansv	wer
	the following questions:		
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing	-	
	("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or in and each class (or series) invests substantially all of its assets in a single master fund.	nteres	its,
		Yes	No
3.	(a) Is this private fund a "fund of funds"?	0	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of v	vhethe	∍r
	they are also <i>private funds</i> or registered investment companies.  (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	_	_
	(b) if you, accounted private rather invest in raines managed by you of by a related person!	0	O
		Yes	Nο
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other		·
	than "money market funds," to the extent provided in Instruction 6.e.)?		•

(include the "805-" prefix also)

10. What type of fund is the private fund?

	0	hedge fund C liquidity fund Private equity fund real estate fund securitized asset fund venture capital fund C Other private fund:		
	NO <sup>-</sup>	TE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.		rrent gross asset value of the <i>private fund</i> : 1,424,291		
<u>Ow</u>	nersl	<u>ship</u>		
12.	Min	nimum investment commitment required of an investor in the private fund:		
	\$ 10	00		
	NO <sup>-</sup>	TE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational document d).	s of th	ne
13.	App 2	proximate number of the <i>private fund</i> 's beneficial owners:		
14.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
15.	(a) 0%	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
		If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?		No C
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
<u> Υοι</u>	ır Ad	Ivisory Services		
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	Yes	No ©
		If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.	eave	
		No Information Filed		
			Yes	No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	$\circ$	$\odot$
		If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.	s "no,	"
		No Information Filed		
40	۸		Yes	No
19.		your clients solicited to invest in the private fund?  TE: For purposes of this question, do not consider feeder funds of the private fund.	0	⊙
20.	App	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
Priv		Offering		
	<u>uto (</u>		Yes	No
21.	Has	s the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	•
22.	If ye	es, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		
s si	FRVI	ICE PROVIDERS		
0	!			
Aud	ditors	<u>s</u>	V	NI.

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

Additional	Auditor Information : 1 Record	(s) Filed.			
If the ans	wer to question 23.(a)(1) is "yes	s," respond to questions (b) through (h) b	elow. If the <i>private fund</i> uses more than one auditing firm, you mu	st complete	
questions	(b) through (f) separately for e	ach auditing firm.		·	
	e of the auditing firm:				
(c) The I	ocation of the auditing firm's off	fice responsible for the <i>private fund's</i> audi	t (city, state and country):		
City:	YORK	State: New York	Country: United States		
11211	Torus	1011 1011	C.mou States	Yes	s N
(d) Is the	auditing firm an independent p	oublic accountant?		•	(
(e) Is the	auditing firm registered with th	ne Public Company Accounting Oversight	Board?	•	(
.,		2			
34	, Public Company Accounting C	Oversight Board-Assigned Number:			
(f) If "vo	c" to (a) above is the auditing fi	irm cubiact to regular increation by the D	ablic Company Accounting Oversight Board in accordance with its	rulos? -	
(i) ii ye	s to (e) above, is the additing in	inn subject to regular inspection by the Pt	iblic Company Accounting Oversight Board in accordance with its	rules? 👩	-
				Y	es/
Are the <i>priva</i>	ate fund's audited financial state	ements for the most recently completed fi	scal year distributed to the private fund's investors?		•
Do all of the	reports prepared by the auditin	ng firm for the private fund since your last	annual updating amendment contain unqualified opinions?		
⊙ Yes ○	No C Report Not Yet Received	d			
If you check	"Report Not Yet Received," yo	ou must promptly file an amendment to yo	ur Form ADV to update your response when the report is available	Э.	
<u>roker</u>					
				Y	es/
•	ivate fund use one or more prir	me brokers?			$\circ$
		spond to questions (b) through (e) below s (b) through (e) separately for each prim	for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> use e broker.	es more than	on
		s (b) through (e) separately for each prim		es more than	on
		s (b) through (e) separately for each prim	e broker.	es more than	on
		s (b) through (e) separately for each prim	e broker.		
prime broke	r, you must complete questions	s (b) through (e) separately for each prim	e broker.	Y	es
nn Does the pr	r, you must complete questions  ivate fund use any custodians ( er to question 25.(a) is "yes," res	s (b) through (e) separately for each prim  No Inform  (including the prime brokers listed above)	e broker.  nation Filed  to hold some or all of its assets?  for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses n	Y	∕es ⊙
nn Does the <i>pr</i> If the answe	r, you must complete questions  ivate fund use any custodians ( er to question 25.(a) is "yes," res	(including the prime brokers listed above) spond to questions (b) through (g) below b) through (g) separately for each custodi	e broker.  nation Filed  to hold some or all of its assets?  for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses n	Y	∕es Ō
n Does the pr	r, you must complete questions  ivate fund use any custodians ( er to question 25.(a) is "yes," res you must complete questions (b	(including the prime brokers listed above) spond to questions (b) through (g) below b) through (g) separately for each custodi	e broker.  nation Filed  to hold some or all of its assets?  for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses n	Y	∕es ⊙
Does the process the answer custodian, y	ivate fund use any custodians (er to question 25.(a) is "yes," resour must complete questions (but Custodian Information: 1 Recovery to question 25.(a) is "yes,"	No Inform  No Inform  (including the prime brokers listed above spond to questions (b) through (g) below b) through (g) separately for each custodicated brd(s) Filed.	e broker.  Pation Filed  It to hold some or all of its assets?  If or each custodian the private fund uses. If the private fund uses nan.  If the private fund uses if the private fund uses.	Y nore than on	∕es ⊙ ne
Does the process of the answer custodian, you have a custodian of the answer c	ivate fund use any custodians (er to question 25.(a) is "yes," resour must complete questions (but Custodian Information: 1 Recovery to question 25.(a) is "yes,"	No Inform  No Inform  (including the prime brokers listed above) spond to questions (b) through (g) below b) through (g) separately for each custodicated brd(s) Filed.	e broker.  Pation Filed  It to hold some or all of its assets?  If or each custodian the private fund uses. If the private fund uses nan.  If the private fund uses if the private fund uses.	Y nore than on	∕es ⊙ ne
Does the process of the answer custodian (b) Lega SILIC (c) Prima	ivate fund use any custodians (er to question 25.(a) is "yes," resource must complete questions (but to question 25.(a) is "yes," resource were to question 25.(a) is "yes," a, you must complete questions.	No Inform	e broker.  Pation Filed  It to hold some or all of its assets?  If or each custodian the private fund uses. If the private fund uses nan.  If the private fund uses if the private fund uses.	Y nore than on	∕es ⊙ ne
n Does the pr If the answer custodian, y  Additional  If the ans custodian  (b) Lega SILIC  (c) Prima SILIC	ivate fund use any custodians (er to question 25.(a) is "yes," resour must complete questions (but to question 25.(a) is "yes," resour must complete questions: 1 Recover to question 25.(a) is "yes," a, you must complete questions. I name of custodian: ON VALLEY BANK	No Inform	e broker.  Pation Filed  It to hold some or all of its assets?  If the private fund uses. If the private fund uses man.  If the private fund uses. If the private fund uses man.	Y nore than on	∕es •••
Does the process of the answer custodian, you had been custodian.  If the answer custodian.  (b) Legan SILICOM  (c) Prima SILICOM  (d) The I City:	ivate fund use any custodians (er to question 25.(a) is "yes," resour must complete questions (but to question 25.(a) is "yes," resour must complete questions: 1 Recover to question 25.(a) is "yes," a, you must complete questions. I name of custodian: ON VALLEY BANK	No Inform  No Inform  (including the prime brokers listed above) spond to questions (b) through (g) below b) through (g) separately for each custodiction (s) Filed.  Prespond to questions (b) through g) below (b) through (g) separately for each custof (b) through (g) separately for each custof (b) through (g) separately for each custof (c) through (g) separately for each custof (d) through (g) through (	e broker.  Pation Filed  It to hold some or all of its assets?  If the private fund uses. If the private fund uses man.  If the private fund uses. If the private fund uses man.	Y nore than on	∕e: •ne

				Yes No
	(e) Is the custodian a related	person of your firm?		0 ⊙
	(f) If the custodian is a broke	r-dealer, provide its SEC registration number (if ar	ny):	
	- CRD Number (if any):			
	(g) If the custodian is not a bit 0K2D5AK28E3O5CC06E		ve an SEC registration number, provide its legal enti	ty identifier (if any)
Adminis	strator			
26. (a)	Does the <i>private fund</i> use an ad	ministrator other than your firm?		Yes No
20. (u)	•	s "yes," respond to questions (b) through (f) below	. If the <i>private fund</i> uses more than one administrate	or, you must complete questions
	Additional Administrator Inform	nation : 1 Record(s) Filed.		
	If the answer to question 26.(a questions (b) through (f) separations (b) Name of administrator:  SS&C TECHNOLOGIES,	rately for each administrator.	ow. If the <i>private fund</i> uses more than one administr	ator, you must complete
	(c) Location of administrator	city_state and country):		
	City: WINDSOR	State: Connecticut	Country: United States	
	(d) Is the administrator a rela	ted person of your firm?		Yes No ○ •
		epare and send investor account statements to th estors) $oldsymbol{\mathbb{C}}$ Some (provided to some but not all inve	·	
	''	26.(e) is "no" or "some," who sends the investor act the (rest of the) <i>private fund's</i> investors, respond	ccount statements to the (rest of the) <i>private fund's</i> in "not applicable."	vestors? If investor account
0% Incl valu	ude only those assets where (i) s	such <i>person</i> carried out the valuation procedure es	valued by a <i>person</i> , such as an administrator, that intablished for that asset, if any, including obtaining and fee calculations (including allocations) was the value	ny relevant quotes, and (ii) the
<u>Markete</u>	<u>ers</u>			
28. (a)	Does the <i>private fund</i> use the se	rvices of someone other than you or your <i>employe</i>	ees for marketing purposes?	Yes No
	to question 28.(a) is "yes," response		, finder, introducer, municipal advisor or other solicit th marketer the <i>private fund</i> uses. If the <i>private fund</i>	or, or similar <i>person</i> . If the answer
		No Infor	mation Filed	
۱. PRIVA	TE FUND			

## Information About the Private Fund

1. (a) Name of the private fund:

	(b) Private fund identification number:  (include the "805-" prefix also)		
	805-7054215654		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country: Delaware United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director		
	MOTIVE RP CO-INVESTMENT GP, LP		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name  MOTIVE CAPITAL MANAGEMENT, LLC		
	MOTIVE UK ADVISORS, LLP		
4.	The private fund (check all that apply; you must check at least one):		
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
_	(a) In this a linearter foundly in a property fooder arranged	Yes	
6.		0	⊙
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?  No Information Filed		
	THE INITIALIENT FIELD		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	•
	(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?		
	Name of private fund:		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-arrangement or reporting on the funds separately.	-feede	r
	analigement of reporting on the funde separately.		
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder fund	s ansv	wer
	the following questions:		
	No Information Filed		
	NOTE: For purpose of questions Cond 7 in a process for device or an expension of ("fooder funds") invest all or publications all of their constants.		الم.
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i	-	
	and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?		•
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of vehicles are also private funds or registered investment companies.	whethe	şr
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		-	~
		Yes	No
9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other	0	•
	than "money market funds," to the extent provided in Instruction 6.e.)?		

MOTIVE RP CO-INVESTMENT FUND, LP

10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund fund private equity fund c real estate fund c securitized asset fund c venture capital fund c Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 50,000,000		
<u>Ow</u>	nership_		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 100  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documen fund).	ts of th	ne
13.	Approximate number of the <i>private fund's</i> beneficial owners:  1		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	0%	Yes	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?		0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		
<u> Υοι</u>	ur Advisory Services	Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	•
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.	leave	this
	No Information Filed		
		Yes	No
18.	<ul><li>(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>?</li><li>(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i>. If the answer to question 18.(a) leave this question blank.</li></ul>	is "no,	."
	No Information Filed		
4.0		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?  NOTE: For purposes of this question, do not consider feeder funds of the private fund.	0	•
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%		
<u>Priv</u>	vate Offering		
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?		No
-1.	The property of the control of the c	0	⊙
22.	If yes, provide the <i>private fund</i> 's Form D file number (if any):		
	No Information Filed		
B. SI	ERVICE PROVIDERS		

<u>Auditors</u>

(4)	•	ents subject to an annual audit? yes," are the financial statements prepared	in accordance with U.S. GAAP?	
If th			ow. If the <i>private fund</i> uses more than one auditing firm, you must comple	te
	estions (b) through (f) separately for ea		The production and accomplete than one additing min, year mack complete	
Ad	Iditional Auditor Information : 1 Recor	rd(s) Filed.		
	f the answer to question 23.(a)(1) is "y questions (b) through (f) separately for		elow. If the <i>private fund</i> uses more than one auditing firm, you must comp	olete
(1	b) Name of the auditing firm: DELOITTE & TOUCHE LLP			
	c) The location of the auditing firm's o	office responsible for the <i>private fund</i> 's audi	it (city, state and country):	
	City: NEW YORK	State: New York	Country: United States	
				Yes
(	d) Is the auditing firm an independen	t public accountant?		$\odot$
(	e) Is the auditing firm registered with	the Public Company Accounting Oversight	Board?	•
		g Oversight Board-Assigned Number:		
	34			
(1	f) If "yes" to (e) above, is the auditing	firm subject to regular inspection by the Pu	ublic Company Accounting Oversight Board in accordance with its rules?	•
۸	the prince to finally and the differencial state.	stance and a familia amount we countly a committee of fi	scal year distributed to the <i>private fund's</i> investors?	Υ
	·			
			annual updating amendment contain unqualified opinions?	
0	Yes O No O Report Not Yet Receiv		ur Form ADV to update your response when the report is available.	
If v	ou check inepolitivol helinecelved. I	you must promptly me an amendment to yo		
If y	,		ar Form ADV to apadic your response when the report is available.	
	,		ar Form ADV to apacte your response when the report is available.	Y
rok	,		ar Form ADV to apacte your response when the report is available.	Y
Broke Doe	es the <i>private fund</i> use one or more pose answer to question 24.(a) is "yes," r	rime brokers? respond to questions (b) through (e) below	for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more	
Broke Doe	es the <i>private fund</i> use one or more pose answer to question 24.(a) is "yes," r	rime brokers?	for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more	
Broke Doe	es the <i>private fund</i> use one or more pose answer to question 24.(a) is "yes," r	rime brokers? respond to questions (b) through (e) below ns (b) through (e) separately for each prim	for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more	
Doe If th	es the <i>private fund</i> use one or more pose answer to question 24.(a) is "yes," r	rime brokers? respond to questions (b) through (e) below ns (b) through (e) separately for each prim	for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more e broker.	
Doe If th	es the <i>private fund</i> use one or more pose answer to question 24.(a) is "yes," r	rime brokers? respond to questions (b) through (e) below ns (b) through (e) separately for each prim	for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more e broker.	
Doe Doe Doe	es the <i>private fund</i> use one or more pone answer to question 24.(a) is "yes," me broker, you must complete question	rime brokers? respond to questions (b) through (e) below ons (b) through (e) separately for each prim  No Inform  s (including the prime brokers listed above)	for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more e broker.  nation Filed  to hold some or all of its assets?	than
Doe If the print Doe If the print Doe	es the <i>private fund</i> use one or more pone answer to question 24.(a) is "yes," me broker, you must complete question 25.(a) is "yes," resulting the answer to question 25.(b) is "yes," resulting the answer to question 25.(c) is "yes," resulting th	rime brokers? respond to questions (b) through (e) below ons (b) through (e) separately for each prim  No Inform  s (including the prime brokers listed above)	for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more e broker.  nation Filed  to hold some or all of its assets?  for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more that	than
Doe If the principal of the cus	es the <i>private fund</i> use one or more pone answer to question 24.(a) is "yes," me broker, you must complete question 25.(a) is "yes," resulting the answer to question 25.(b) is "yes," resulting the answer to question 25.(c) is "yes," resulting th	respond to questions (b) through (e) below ons (b) through (e) separately for each prime No Information (including the prime brokers listed above respond to questions (b) through (g) below (b) through (g) separately for each custodi	for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more e broker.  nation Filed  to hold some or all of its assets?  for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more that	than
Doe If the principal Doe If the cus	es the <i>private fund</i> use one or more pone answer to question 24.(a) is "yes," reme broker, you must complete question es the <i>private fund</i> use any custodians one answer to question 25.(a) is "yes," restodian, you must complete questions	respond to questions (b) through (e) below ons (b) through (e) separately for each prime No Information (including the prime brokers listed above respond to questions (b) through (g) below (b) through (g) separately for each custodi	for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more e broker.  nation Filed  to hold some or all of its assets?  for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more that	than
Doe If the print of the customer Add	es the <i>private fund</i> use one or more pone answer to question 24.(a) is "yes," me broker, you must complete question es the <i>private fund</i> use any custodians are answer to question 25.(a) is "yes," restodian, you must complete questions additional Custodian Information: 1 Refer the answer to question 25.(a) is "yes for the answer to question 25.(b) is "yes for the answer to question 25.(c) is "yes for the answer to question 25.(c) is "yes for the answer to question 25.(c) is "yes for the	rime brokers?  respond to questions (b) through (e) belowed to separately for each prime to limit the prime brokers listed above the spond to questions (b) through (g) belowed (b) through (g) separately for each custodicord(s) Filed.	for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more e broker.  nation Filed  to hold some or all of its assets?  for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the an.	Y and an or
Doe If the print of the customer Add	es the <i>private fund</i> use one or more pone answer to question 24.(a) is "yes," me broker, you must complete question es the <i>private fund</i> use any custodians are answer to question 25.(a) is "yes," restodian, you must complete questions additional Custodian Information: 1 Refer the answer to question 25.(a) is "yes for the answer to question 25.(b) is "yes for the answer to question 25.(c) is "yes for the answer to question 25.(c) is "yes for the answer to question 25.(c) is "yes for the	rime brokers? respond to questions (b) through (e) below this (b) through (e) separately for each prime.  No Inform  So (including the prime brokers listed above) respond to questions (b) through (g) below (b) through (g) separately for each custodicord(s) Filed.	for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more e broker.  nation Filed  to hold some or all of its assets?  for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the an.	Y and an or
Doe If the print of the customer Add	es the <i>private fund</i> use one or more price answer to question 24.(a) is "yes," reme broker, you must complete question answer to question 25.(a) is "yes," restodian, you must complete questions additional Custodian Information: 1 Refer the answer to question 25.(a) is "yes custodian, you must complete question 25.(b) is "yes custodian, you must complete question 25.(b) is "yes custodian, you must complete question 25.(c) is "yes custodian, you must complete question 25.(c)	rime brokers? respond to questions (b) through (e) below this (b) through (e) separately for each prime.  No Inform  So (including the prime brokers listed above) respond to questions (b) through (g) below (b) through (g) separately for each custodicord(s) Filed.	for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more e broker.  nation Filed  to hold some or all of its assets?  for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the an.	Y and an or
Doe If the print of the customer Add	es the <i>private fund</i> use one or more price answer to question 24.(a) is "yes," reme broker, you must complete question es the <i>private fund</i> use any custodians are answer to question 25.(a) is "yes," restodian, you must complete questions additional Custodian Information: 1 Restructional Custodian Information: 25.(a) is "yes custodian, you must complete question by Legal name of custodian:	rime brokers? respond to questions (b) through (e) belowed to the separately for each prime.  No Information (b) through (g) belowed to questions (b) through (g) belowed (b) through (g) separately for each custodiction (cord(s) Filed.  "respond to questions (b) through g) belowed (b) through (g) separately for each custodiction (c) through (g) thr	for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more e broker.  nation Filed  to hold some or all of its assets?  for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the an.	Y and an or

		ion of the custodian's office re		fund's assets (city, state and country):	
	City: SANTA C	LARA	State: California	Country: United States	
					Yes No
	(e) Is the cus	stodian a <i>related person</i> of yo	ur firm?		○ ●
	(f) If the cus	todian is a broker-dealer, prov	ride its SEC registration number (if ar	ny):	
	CRD Nun	nber (if any):			
		todian is not a broker-dealer, K28E3O5CC06E35	or is a broker-dealer but does not hav	ve an SEC registration number, provide its legal entity ident	ifier (if any)
Adminis	strator_				Yes No
26. (a)	Does the private	e fund use an administrator ot	her than your firm?		• o
		question 26.(a) is "yes," response parately for each administrate.		I. If the private fund uses more than one administrator, you	must complete questions
	Additional Adm	ninistrator Information : 1 Rec	cord(s) Filed.		
		to question 26.(a) is "yes," res through (f) separately for eac		ow. If the <i>private fund</i> uses more than one administrator, yo	u must complete
		administrator: CHNOLOGIES, INC.			
	(c) Location (	of administrator (city, state and	d country): State:	Country:	
	WINDSO	R	Connecticut	United States	
	(d) Is the adr	ministrator a <i>related person</i> of	your firm?		Yes No
	(e) Does the	administrator prepare and se	nd investor account statements to th	ne <i>private fund'</i> s investors?	
	€ Yes (p	rovided to all investors) ${f C}$ Sc	ome (provided to some but not all inve	estors) C No (provided to no investors)	
			or "some," who sends the investor ache) <i>private fund's</i> investors, respond	ccount statements to the (rest of the) private fund's investors "not applicable."	.? If investor account
0% Incl valu	ude only those a	assets where (i) such person o	carried out the valuation procedure es	s valued by a <i>person</i> , such as an administrator, that is not you stablished for that asset, if any, including obtaining any relevent fee calculations (including allocations) was the valuation	ant quotes, and (ii) the
Markete	<u>ers</u>				
29 (2)	Doos the private	a funduse the services of sen	neone other than you or your <i>employe</i>	oos for marketing purposas?	Yes No
20. (a)	You must answer to question 28.(a	er "yes" whether the <i>person</i> a	cts as a placement agent, consultant ns (b) through (g) below for each suc	ees for marketing purposes:  c, finder, introducer, municipal advisor or other solicitor, or si  ch marketer the <i>private fund</i> uses. If the <i>private fund</i> uses m	•
			No Infor	rmation Filed	

1.	<ul> <li>(a) Name of the <i>private fund</i>: MOTIVE VENTURE FUND I-B, LP</li> <li>(b) Private fund identification number: (include the "805-" prefix also)</li> <li>805-6206249549</li> </ul>	
2.	Under the laws of what state or country is the <i>private fund</i> organized:	
	State: Country: Delaware United States	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	_
	Name of General Partner, Manager, Trustee, or Director  MOTIVE VENTURE FUND I GP, LP	
	(b) If filling an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	_
	Filing Adviser/Relying Adviser Name	
	MOTIVE CAPITAL MANAGEMENT, LLC	
	MOTIVE UK ADVISORS, LLP	
4.	The private fund (check all that apply; you must check at least one):	
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940	
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940	
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.	
	No Information Filed	
	Yes No	)
6.	(a) Is this a "master fund" in a master-feeder arrangement?	)
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	
	No Information Filed	
	Yes No	,
	(c) Is this a "feeder fund" in a master-feeder arrangement?	ļ
	(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests? Name of private fund:	
	Name of private fund.	
	Private fund identification number:	
	(include the "805-" prefix also)	
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.	
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:	
		١
	No Information Filed	
		-
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests,	
	and each class (or series) invests substantially all of its assets in a single master fund.	
_	Yes No	
8.	(a) Is this private fund a "fund of funds"?	)
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether	

0 0

Information About the Private Fund

they are also *private funds* or registered investment companies.

(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund venture capital fund C Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> :  \$ 14,572,564		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 5,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents fund).	of th	е
13.	Approximate number of the <i>private fund's</i> beneficial owners:  1		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	0%	V	NI-
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		
Υοι	ır Advisory Services		
		Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	$\circ$	⊙
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," le question blank.	eave 1	this
	No Information Filed		
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	Yes	
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is	"no,"	•
	leave this question blank.		
	No Information Filed		
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Yes	No ②
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	~	
20	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
_0.	0%		
<u>Priv</u>	vate Offering		
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes	No O
		457	~
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		

B. SERV	CE PROVIDERS		
Auditor			_
23. (a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?		s N
,	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	0	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.		
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must comp questions (b) through (f) separately for each auditing firm.	olete	
	(b) Name of the auditing firm:  DELOITTE & TOUCHE LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country:		
	NEW YORK New York United States	Yes	No
	(d) Is the auditing firm an independent public accountant?		0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number:  34		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
		۷a	s No
(g)	Are the <i>private fund</i> 's audited financial statements for the most recently completed fiscal year distributed to the <i>private fund</i> 's investors?		S 140
(h)	Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified opinions?	٠	•
	⊙ Yes O No O Report Not Yet Received		
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.		
<u>Prime E</u>	<u>roker</u>		
24. (a)	Does the <i>private fund</i> use one or more prime brokers?	Ye	s No
24. (a)	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more prime broker, you must complete questions (b) through (e) separately for each prime broker.	than c	ne
	No Information Filed		
Custodi	a <u>n</u>	Ye	s No
25. (a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	e	
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more that custodian, you must complete questions (b) through (g) separately for each custodian.	an one	
	Additional Custodian Information : 2 Record(s) Filed.		
	If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.	han or	ie
	(b) Legal name of custodian:  CARTA SECURITIES, LLC		

	Primary business name of custodian: CARTA SECURITIES, LLC			
,				
	The location of the custodian's office re			
	City: SAN FRANCISCO	State: California	Country: United States	
				Yes N
(e)	Is the custodian a <i>related person</i> of you	ur firm?		0 0
(f)	If the custodian is a broker-dealer, prov	ide its SEC registration number (if any	):	
	8 - 69701			
	CRD Number (if any): 282086			
(g)	If the custodian is not a broker-dealer,	or is a broker-dealer but does not have	e an SEC registration number, provide its legal entity identifi	er (if any)
cust (b)	todian, you must complete questions (b Legal name of custodian:		w for each custodian the <i>private fund</i> uses. If the <i>private fun</i> odian.	d uses more than one
	SILICON VALLEY BANK			
	Primary business name of custodian: SILICON VALLEY BANK			
(d)	The location of the custodian's office re	esponsible for <i>custody</i> of the <i>private fur</i>	nd's assets (city, state and country):	
	City:	State:	Country:	
	SANTA CLARA	California	United States	
(e)	Is the custodian a related person of you	ur firm?		Yes N
(f)	If the custodian is a broker-dealer, prov	ide its SEC registration number (if any	).	
(†)	-	ide its SEC registration number (if any	<i>)</i> .	
	CRD Number (if any):			
	If the custodian is not a broker-dealer, oK2D5AK28E3O5CC06E35	or is a broker-dealer but does not have	e an SEC registration number, provide its legal entity identifi	er (if any)
ator				
				Yes
	the <i>private fund</i> use an administrator ot			•
	answer to question 26.(a) is "yes," respo ough (f) separately for each administrate		If the <i>private fund</i> uses more than one administrator, you m	oust complete question
Addit	ional Administrator Information : 1 Rec	ord(s) Filed.		
	e answer to question 26.(a) is "yes," res stions (b) through (f) separately for each		v. If the <i>private fund</i> uses more than one administrator, you	must complete
(b)	Name of administrator:			
	SS&C TECHNOLOGIES, INC.			
(c)	Location of administrator (city, state and	d country):		
. ,	City:	State:	Country:	
	WINDSOR	Connecticut	United States	
,				Yes No
(d)	Is the administrator a related person of	your firm?		0.0

		(e) Does the administrator prepare and send investor account statements to the private fund's investors?
		e Yes (provided to all investors) C Some (provided to some but not all investors) No (provided to no investors)
		(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."
27	Duri	ng your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?
21.	0%	ig your last listal year, what percentage of the private rund's assets (by value) was valued by a person, such as an administrator, that is not your related person?
		ide only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the ation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such on.
<u>Ma</u>	<u>rkete</u>	
28.	(a)	Yes No Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.
		No Information Filed
A. P	RIVAT	'E FUND
<u>Info</u>	rmatio	on About the Private Fund
1.	(a)	Name of the <i>private fund</i> :
••	` ,	MOTIVE VENTURE FUND I-MPF, LP
	(b)	Private fund identification number:
		(include the "805-" prefix also)
		805-6509106683
2.		er the laws of what state or country is the <i>private fund</i> organized:  State:  Country:
		Delaware United States
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):
		ne of General Partner, Manager, Trustee, or Director
	МО	TIVE VENTURE FUND I GP, LP
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.
		ng Adviser/Relying Adviser Name
		TIVE CAPITAL MANAGEMENT, LLC TIVE UK ADVISORS, LLP
	IVIO	TIVE OR ADVISORS, LLP
4.	The	private fund (check all that apply; you must check at least one):
		(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
		(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
5.	List	the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.
		No Information Filed
6.	(a)	Yes No Is this a "master fund" in a master-feeder arrangement?
٥.		Is this a "master fund" in a master-reeder arrangement?  O  O  O  O  O  O  O  O  O  O  O  O  O
		No Information Filed

	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	$\odot$
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-arrangement or reporting on the funds separately.	feed∈	;r
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds the following questions:	s ans	wer
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or in and each class (or series) invests substantially all of its assets in a single master fund.	ntere	sts,
8.	(a) Is this <i>private fund</i> a "fund of funds"?		No
0.	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of we they are also <i>private funds</i> or registered investment companies.		<b>⊙</b> er
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes	No ⊙
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund venture capital fund C Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 300,460		
<u>Ow</u>	nershi <u>p</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 100		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document fund).	s of th	те
13.	Approximate number of the <i>private fund's</i> beneficial owners:  1		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  100%		
15.	<ul><li>(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:</li></ul>		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No ⊙
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  0%		

(c) Is this a "feeder fund" in a master-feeder arrangement?

Your Advisory Services

(a)		Ye	
(4)	) Are you a subadviser to this <i>private fund</i> ?	(	•
(b)	) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no, question blank.	" leav	e this
	No Information Filed		
		Υe	s No
a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?		
)	) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) leave this question blank.	is "n	0,"
	No Information Filed		
r	re your <i>clients</i> solicited to invest in the <i>private fund</i> ?		s No
	OTE: For purposes of this question, do not consider feeder funds of the private fund.	(	) @
-	oproximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
	e Offering		
	<del>s Oriening</del>	Υe	s No
ła	as the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Ø	_
f y	yes, provide the <i>private fund</i> 's Form D file number (if any):		
F	orm D file number		
U,	21-332045		
ito		Y	es N
	) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit?	(	0 0
		(	
	) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.	(	0 0
	) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet	(	0 0
	) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.	e	0 0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must comp	e	0 0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must comp questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP	e	0 0
	(1) Are the <i>private fund</i> 's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must comp questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP	e	0 0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must comp questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):	e	0 0
	(2) If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City: State: Country:	e	
	(2) If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must comp questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City:  State:  Country:  New YORK  New York  United States  (d) Is the auditing firm an independent public accountant?	e e lete	No O
	) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  Additional Auditor Information : 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must compare questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):  City:  NEW YORK  New York  United States  (d) Is the auditing firm an <i>independent public accountant?</i>	Yes	No
	(2) If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must comp questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City:  State:  Country:  New YORK  New York  United States  (d) Is the auditing firm an independent public accountant?	e e lete	No O
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must comp questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City:  State:  Country:  NEW YORK  New York  United States  (d) Is the auditing firm an independent public accountant?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If yes, Public Company Accounting Oversight Board-Assigned Number:	e e lete	No O
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must comp questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City:  State:  Country:  NEW YORK  New York  United States  (d) Is the auditing firm an independent public accountant?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If yes, Public Company Accounting Oversight Board-Assigned Number:  34	Yes  •	No o
(a)	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must comp questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City:  State:  Country:  NEW YORK  New York  United States  (d) Is the auditing firm an independent public accountant?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If yes, Public Company Accounting Oversight Board-Assigned Number:  34	Yes  Yes  Yes	No o

⊙ Yes O No O Report Not Yet Received

n yo	u check "Report Not Yet Received," you must pro	mptly file an amendment to your Forn	n ADV to update your response when the report is	available.
Broke	<u>r</u>			
ı) Doe	s the <i>private fund</i> use one or more prime brokers	2		Yes
If the	e answer to question 24.(a) is "yes," respond to que broker, you must complete questions (b) throug	uestions (b) through (e) below for each		C fund uses more than one
		No Information F	iled	
<u>dian</u>				
) Doo	s the <i>private fund</i> use any custodians (including t	ha prima brakara liatad abaya) ta bak	Learne or all of its assets?	Yes
If the	e answer to question 25.(a) is "yes," respond to quedian, you must complete questions (b) through (	uestions (b) through (g) below for each		nd uses more than one
Add	litional Custodian Information : 2 Record(s) Filed			
CL	the answer to question 25.(a) is "yes," respond to istodian, you must complete questions (b) through  Legal name of custodian:  CARTA SECURITIES, LLC		ch custodian the <i>private fund</i> uses. If the <i>private t</i>	fund uses more than one
(c				
(d	) The location of the custodian's office responsib	le for custody of the private fund's ass	ets (city, state and country):	
	City: SAN FRANCISCO	State: California	Country: United States	
	SANT MANOISSO	Camorna	Officed Otales	Yes No
(e	) Is the custodian a <i>related person</i> of your firm?			0 @
(f)	If the custodian is a broker-dealer, provide its S 8 - 69701	EC registration number (if any):		
	CRD Number (if any): 282086			
(g	) If the custodian is not a broker-dealer, or is a bi	roker-dealer but does not have an SE	C registration number, provide its legal entity iden	ntifier (if any)
	the answer to question 25.(a) is "yes," respond to stodian, you must complete questions (b) through		ch custodian the <i>private fund</i> uses. If the <i>private t</i>	fund uses more than one
(b	) Legal name of custodian: SILICON VALLEY BANK			
(c	Primary business name of custodian: SILICON VALLEY BANK			
(d	) The location of the custodian's office responsib City:	le for <i>custody</i> of the <i>private fund's</i> ass State:	ets (city, state and country):  Country:	
	SANTA CLARA	California	United States	Yes No
(e	) Is the custodian a <i>related person</i> of your firm?			0 @
(f)	If the custodian is a broker-dealer, provide its S	EC registration number (if any):		

	0K2D5AK28E3O5CC06E3	5		
<u>Admini</u>	<u>strator</u>			
26 (a)	Does the <i>private fund</i> use an adm	inistrator other than your firm?		Yes No
20. (a)	•	•	и. If the <i>private fund</i> uses more than one administrator, yo	<ul> <li>O</li> <li>O</li></ul>
	(b) through (f) separately for each			74act cop.o.to quecinoo
	Additional Administrator Informa	ation : 1 Record(s) Filed.		
	If the answer to question 26.(a) questions (b) through (f) separa		low. If the <i>private fund</i> uses more than one administrator,	you must complete
	(b) Name of administrator:			
	SS&C TECHNOLOGIES, IN	IC.		
	(c) Location of administrator (c	ity, state and country):		
	City:	State:	Country:	
	WINDSOR	Connecticut	United States	
				Yes No
	(d) Is the administrator a relate	ea person of your firm?		○ ⊙
		pare and send investor account statements to the stors) $_{f C}$ Some (provided to some but not all investors)		
		6.(e) is "no" or "some," who sends the investor a the (rest of the) <i>private fund's</i> investors, respond	account statements to the (rest of the) private fund's invest d'not applicable."	ors? If investor account
0% Ind val	lude only those assets where (i) su	ich <i>person</i> carried out the valuation procedure e	s valued by a <i>person</i> , such as an administrator, that is not stablished for that asset, if any, including obtaining any reand fee calculations (including allocations) was the valuati	elevant quotes, and (ii) the
Market	<u>ers</u>			Voc. No.
28. (a)	Does the <i>private fund</i> use the serv	vices of someone other than you or your <i>employ</i>	vees for marketing purposes?	Yes No
` '	You must answer "yes" whether the to question 28.(a) is "yes," response	ne <i>person</i> acts as a placement agent, consultant	t, finder, introducer, municipal advisor or other solicitor, outlier the private fund uses. If the private fund uses	r similar <i>person</i> . If the answer
		No Info	ormation Filed	

(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (if any)

. PI	RIVATE FUND			
for	mation About the Private Fund			
l.	<ul> <li>(a) Name of the <i>private fund</i>:         MOTIVE VENTURE PATTERN CO-INVESTMENT, LP</li> <li>(b) <i>Private fund</i> identification number:         (include the "805-" prefix also)         805-9460985059</li> </ul>			
2.	Under the laws of what state or country is the <i>private fund</i> organized:	Occupation		
	State: Delaware	Country: United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or per	sons serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director			
	MOTIVE CAPITAL FUND I GP, LP			
	(b) If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>rel</i>	ving adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name			
	MOTIVE CAPITAL MANAGEMENT, LLC			
	MOTIVE UK ADVISORS, LLP			
5.	<ul> <li>□ (1) qualifies for the exclusion from the definition of investment comp</li> <li>□ (2) qualifies for the exclusion from the definition of investment comp</li> <li>List the name and country, in English, of each foreign financial regulator</li> </ul>	pany under section 3(c)(7) of the Investment Company Act of 1940		
		No Information Filed		
			Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?		0	⊙
	(b) If yes, what is the name and <i>private fund</i> identification number (if an	<u> </u>		
		No Information Filed		
			Yes	Nο
	(c) Is this a "feeder fund" in a master-feeder arrangement?			•
	(d) If yes, what is the name and <i>private fund</i> identification number (if an	ny) of the master fund in which this <i>private fund</i> invests?		۳
	Name of private fund:			
	Private fund identification number: (include the "805-" prefix also)			
	NOTE: You must complete question 6 for each master-feeder arranger arrangement or reporting on the funds separately.	ment regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-fe	∍eder	
<b>7</b> .	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder the following questions:	arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds	answ	/er
		No Information Filed		

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests,

and each class (or series) invests substantially all of its assets in a single master fund.

ο.	(a) is this private fund a fund of funds ?	0	⊙
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of vehicles are also <i>private funds</i> or registered investment companies.	vhethe	er
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		•
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund P private equity fund C real estate fund C securitized asset fund C venture capital fund C Other <i>private fund</i> :		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 2,008,723		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 100		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document fund).	is of th	ne
13.	Approximate number of the <i>private fund's</i> beneficial owners:  1		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%	Van	NI-
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  0%		
<u>Yo</u>	ur Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	No ⊙
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.		
	No Information Filed		
	No information i neu		
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	Yes	No ⊙
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.	s "no,	"
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%		
Dri	vate Offering		
<u> </u>	inter the state of	Yes	No

21. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. l	f yes	s, provide the <i>private fund</i> 's Form D file number (if any):		
		No Information Filed		
B. SEF	RVIC	CE PROVIDERS		
<u>Audit</u>	ors			
00 (			Yes	No
23. (		<ul><li>(1) Are the private fund's financial statements subject to an annual audit?</li><li>(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?</li></ul>	⊙ ⊙	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete	•	0
		questions (b) through (f) separately for each auditing firm.		
		Additional Auditor Information : 1 Record(s) Filed.		
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.		
		(b) Name of the auditing firm:  DELOITTE & TOUCHE LLP		
		(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
		City: State: Country:		
		NEW YORK New York United States	s N	
		(d) Is the auditing firm an independent public accountant?		
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	C	5
		If yes, Public Company Accounting Oversight Board-Assigned Number:  34		
		(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	C	>
			Yes	No
(	(g)	Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?		0
(	h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?		
		C Yes C No		
		If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.		
Prime	e Br	roker		
	<del></del>		Yes	No
24. (		Does the <i>private fund</i> use one or more prime brokers?		$\odot$
		If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more that prime broker, you must complete questions (b) through (e) separately for each prime broker.	ı on	<b>∋</b>
		No Information Filed		
Custo	odia	_	Yes	No
25. (	a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	<b>⊙</b>	0
·		If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than custodian, you must complete questions (b) through (g) separately for each custodian.	_	•
		Additional Custodian Information : 2 Record(s) Filed.		

If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses more than one

(C)	Primary business name of custodian:			
(0)	CARTA SECURITIES, LLC			
(d)	The location of the custodian's office response	onsible for <i>custody</i> of the <i>private fund</i> 's as	sets (city, state and country):	
	City: SAN FRANCISCO	State: California	Country: United States	
(e)	Is the custodian a related person of your fire	rm?		
(f)	If the custodian is a broker-dealer, provide	its SEC registration number (if any):		
	8 - 69701			
	CRD Number (if any): 282086			
(g)	If the custodian is not a broker-dealer, or is	s a broker-dealer but does not have an SE	EC registration number, provide its legal entity in	lentifier (if any)
If th	he answer to question 25 (a) is "yes " respon	nd to questions (h) through a) helow for e	ach custodian the <i>private fund</i> uses. If the <i>priva</i> t	e fund uses more th
	stodian, you must complete questions (b) the		acii custodian the <i>private fund</i> uses. If the <i>privat</i>	e luna uses more in
(b)	Legal name of custodian: SILICON VALLEY BANK			
(c)	Primary business name of custodian: SILICON VALLEY BANK			
(d)	The location of the custodian's office response	onsible for <i>custody</i> of the <i>private fund's</i> as	sets (city, state and country):	
	City: SANTA CLARA	State: California	Country: United States	
	OANTA OLAIVA	Gamornia	Office Glates	
(e)	Is the custodian a related person of your fire	rm?		
(f)	If the custodian is a broker-dealer, provide	its SEC registration number (if any):		
	- CRD Number (if any):			
	CKD Number (ii any).			
	If the custodian is not a broker-dealer, or is	s a broker-dealer but does not have an SE	EC registration number, provide its legal entity ic	lentifier (if any)
(g)	0K2D5AK28E3O5CC06E35			
(g)	0K2D5AK28E3O5CC06E35			
(g)				
rator		than your firm?		
rator Does f the	the <i>private fund</i> use an administrator other	•	orivate fund uses more than one administrator, y	ou must complete c
rator Does f the b) th	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respond	to questions (b) through (f) below. If the p	private fund uses more than one administrator, y	ou must complete c

custodian, you must complete questions (b) through (g) separately for each custodian.

SS&C TECHNOLOGIES, INC.

(c) Location of administrator (city, state and country):

		WINDSOR	Connecticut	United States		
				2	Yes No	
		(d) Is the administrator a	related person of your firm?		0 0	
			r prepare and send investor account statements to the linvestors) Some (provided to some but not all inve			
		Tes (provided to al	Thivestors) O some (provided to some but not all live	Sarota) O to (brovided to no investors)		
		•	ion 26.(e) is "no" or "some," who sends the investor ac nt to the (rest of the) <i>private fund</i> 's investors, respond	· · · · · · · · · · · · · · · · · · ·	nvestors? If investor account	
27.	During	g your last fiscal year, what	percentage of the <i>private fund's</i> assets (by value) was	valued by a person, such as an administrator, that	is not your related person?	
		tion used for purposes of in	(i) such <i>person</i> carried out the valuation procedure es exestor subscriptions, redemptions or distributions, an			
Maı	rketers	<u>s</u>			Voo	Na
28.	(a) D	oes the <i>private fund</i> use the	e services of someone other than you or your <i>employe</i>	ees for marketing purposes?	Yes	⊙ 140
		•	her the <i>person</i> acts as a placement agent, consultant,			
		• • • •	espond to questions (b) through (g) below for each suc through (g) separately for each marketer.	th marketer the <i>private fund</i> uses. If the <i>private fund</i>	duses more than one marketer y	/ou
			No Infor	rmation Filed		
ı. Pl	RIVATE	FUND				
nf n	matian	About the Private Fund				
1101	<u>manor</u>	About the Private Fund				
1.	(a) N	ame of the <i>private fund</i> :				
	M	OTIVE VENTURE POLLINA	TE CO-INVESTMENT LP			
	. ,	rivate fund identification nu				
		nclude the "805-" prefix also	<b>b</b> )			
	81	05-6336139345				
2.			ountry is the <i>private fund</i> organized:			
		tate: elaware	Country: United States			
3.	(a) N	ame(s) of General Partner,	Manager, Trustee, or Directors (or <i>persons</i> serving in	a similar capacity):		
		e of General Partner, Mana				
	MOT	IVE CAPITAL FUND I GP, LF	,			
	(b) If	filing an umbrella registrati	ion, identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> t	that enoneor(e) or managa(e) this private fund		
		g Adviser/Relying Adviser		That sponsor(s) of manage(s) this private rund.		
	_	IVE CAPITAL MANAGEMEN				
	МОТ	IVE UK ADVISORS, LLP				
4.	-	·	oply; you must check at least one):			
	-		from the definition of investment company under secti			
	<b>⊻</b> (2	y quaimes for the exclusion	from the definition of investment company under section	ιστι δ(ε)(τ) οι την investment Company Act of 1940		
5.	List th	ie name and country, in Enç	glish, of each foreign financial regulatory authority with	which the <i>private fund</i> is registered.		
			No Informa	ation Filed		
					Yes	No

6. (a) Is this a "master fund" in a master-feeder arrangement?

	No Information Filed		
	(c) Is this a "feeder fund" in a master-feeder arrangement?	Yes	
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?	0	⊙
	Name of private fund:		
	Private fund identification number: (include the "805-" prefix also)		
	(include the 600- prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master arrangement or reporting on the funds separately.	-feeder	ſ
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder fund the following questions:	s ansv	ver
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund.	-	
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of vehicles.		<b>⊙</b> er
	they are also <i>private funds</i> or registered investment companies.  (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	_	_
	(b) If you, about the private rand invocation and agout by you of by a rolated person.	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund o private equity fund or real estate fund of securitized asset fund oventure capital fund of Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 13,469,260		
<u>Ow</u>	<u>nership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 100		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document fund).	ts of th	е
13.	Approximate number of the <i>private fund's</i> beneficial owners:  1		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%	V	Na
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	NO

	0%			
<u> Υοι</u>	ır Ad	visory Services	Yes	No
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	0	(O)
		If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.		
		No Information Filed		
			Yes	No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
		If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.		
		No Information Filed		
			Yes	No
19.	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	$\circ$	•
	NOT	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.		roximately what percentage of your clients has invested in the private fund?		
	0%			
Priv	/ate C	Offering Control of the Control of t		
04		the private foundation and accounting form as sisterily of its accounting Defilies Defilies Defilies Act of 40000	Yes	No
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	•
22.	If ye	es, provide the <i>private fund</i> 's Form D file number (if any):		
		No Information Filed		
	ditors		Yes	
23.		(1) Are the <i>private fund</i> 's financial statements subject to an annual audit?		C
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	С
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.		
		Additional Auditor Information : 1 Record(s) Filed.		
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must comple questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:	<b>e</b>	
		DELOITTE & TOUCHE LLP		
		(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
		City: State: Country:		
		NEW YORK New York United States		
		(d) to the qualities firm as independent multiple consumtant?	es M	10 0
		(a) In the condition firm we richard with the Dublic Common Accounting Oversight Board?		
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	) (	0
		If yes, Public Company Accounting Oversight Board-Assigned Number:  34		
		(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	9 (	

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:

Do all				
	of the reports prepared by the auditing firm for	or the <i>private fund</i> since your last <i>ann</i>	ual updating amendment contain unqualified opinions?	
OY	es C No   Report Not Yet Received			
If you	check "Report Not Yet Received," you must p	promptly file an amendment to your Fo	orm ADV to update your response when the report is available.	
roker				
Does	the <i>private fund</i> use one or more prime broke	ers?		Yes
	·		each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses mo	C ore than one
	broker, you must complete questions (b) thro			
		No Information	n Filed	
<u>an</u>				Yes
Does	the <i>private fund</i> use any custodians (includin	g the prime brokers listed above) to h	nold some or all of its assets?	•
	answer to question 25.(a) is "yes," respond to dian, you must complete questions (b) throug		each custodian the private fund uses. If the private fund uses more	
Addi	ional Custodian Information : 1 Record(s) Fi	led.		
	e answer to question 25.(a) is "yes," respond todian, you must complete questions (b) thro		each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses morn.	e than one
(b)	Legal name of custodian:			
	SILICON VALLEY BANK			
(c)	Primary business name of custodian: SILICON VALLEY BANK			
(d)	The location of the custodian's office respon	sible for <i>custody</i> of the <i>private fund's</i>	assets (city, state and country):	
	City: SANTA CLARA	State: California	Country: United States	
	OANTA OLAIVA	Gaillottila	Officed States	Yes No
(e)	Is the custodian a related person of your firm	1?		0 0
(f)	If the custodian is a broker-dealer, provide its	s SEC registration number (if any):		
	- CRD Number (if any):			
	If the quatedian is not a broker dealer, or is a	a broker-dealer but does not have an	SEC registration number, provide its legal entity identifier (if any)	
(g)	0K2D5AK28E3O5CC06E35			

(b) Name of administrator:

SS&C TECHNOLOGIES, INC.

	(c) Location of administrator	(city state and country):							
			Country						
	City: WINDSOR	State: Connecticut	Country: United States						
	WINDOOK	Commedicat	Office States	Yes No					
	(d) Is the administrator a rela	ated person of your firm?		O •					
	(e) Does the administrator p	repare and send investor account statements to t	he private fund's investors?						
	Yes (provided to all investors) C Some (provided to some but not all investors) No (provided to no investors)								
	(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."								
0% Incl valu	ude only those assets where (i)	such <i>person</i> carried out the valuation procedure e	es valued by a <i>person</i> , such as an administrator, that established for that asset, if any, including obtaining and fee calculations (including allocations) was the v	any relevant quotes, and (ii) the					
Markete	<u>ers</u>			Yes No					
28. (a)	Does the private fund use the se	ervices of someone other than you or your <i>emplo</i>	yees for marketing purposes?	0 0					
	to question 28.(a) is "yes," resp	· · · · · · · · · · · · · · · · · · ·	nt, finder, introducer, municipal advisor or other solic such marketer the <i>private fund</i> uses. If the <i>private fund</i>	-					
		No Inf	ormation Filed						

# SECTION 7.B.(2) Private Fund Reporting

### No Information Filed

## Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your clients' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your clients. Newly-formed advisers should base responses to these questions on the types of participation and interest that you expect to engage in during the next year.

Like	Item	n 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates.		
Pro	priet	tary Interest in <i>Client</i> Transactions		
A.	Do	you or any related person:	Yes	No
	(1)	buy securities for yourself from advisory clients, or sell securities you own to advisory clients (principal transactions)?	$\odot$	0
	(2)	buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients?	0	•
	(3)	recommend securities (or other investment products) to advisory <i>clients</i> in which you or any <i>related person</i> has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?	0	0
Sal	es In	nterest in <i>Client</i> Transactions		
B.	Doy	you or any related person:	Yes	No
	(1)	as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)?	0	•
	(2)	recommend to advisory <i>clients</i> , or act as a purchaser representative for advisory <i>clients</i> with respect to, the purchase of securities for which you or any <i>related</i> person serves as underwriter or general or managing partner?	0	•
	(3)	recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?	0	•
Inv	estm	nent or Brokerage Discretion		
C.	Doy	you or any related person have discretionary authority to determine the:	Yes	No
	(1)	securities to be bought or sold for a <i>client's</i> account?	$\odot$	0
	(2)	amount of securities to be bought or sold for a <i>client's</i> account?	•	0
	(3)	broker or dealer to be used for a purchase or sale of securities for a client's account?	•	0
	(4)	commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	•	0
D.	If yo	ou answer "yes" to C.(3) above, are any of the brokers or dealers related persons?	0	•
E.	Doy	you or any related person recommend brokers or dealers to clients?	0	•
F.	If yo	ou answer "yes" to E. above, are any of the brokers or dealers related persons?	0	0
G.	(1)	Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions?	0	0
	(2)	If "yes" to G.(1) above, are all the "soft dollar benefits" you or any related persons receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?	0	0
Н.	(1)	Do you or any related person, directly or indirectly, compensate any person that is not an employee for client referrals?	0	•
	(2)	Do you or any <i>related person</i> , directly or indirectly, provide any <i>employee</i> compensation that is specifically related to obtaining <i>clients</i> for the firm (cash or non-cash compensation in addition to the <i>employee's</i> regular salary)?	0	•
I.	_	you or any related person, including any employee, directly or indirectly, receive compensation from any person (other than you or any related person) for client errals?	0	•
	In y	our response to Item 8.I., do not include the regular salary you pay to an employee.		
		responding to Items 8.H. and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H.) or received from (in answering to the second of the secon	vering	!

# Item 9 Custody

(b) securities?

In this Item, we ask you whether you or a related person has custody of client (other than clients that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

А. (1) С	Do you have <i>custody</i> of any advisory <i>clients'</i> :	Yes N	10
(	(a) cash or bank accounts?	⊙ (	0

**(** 

	clie		"No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from glient assets in connection with advisory services you provide to clients, but you have overcome the presumption to Act rule 206(4)-2(d)(5)) from the related person.		эu
	(2)	If you checked "yes" to Item 9.A.(1)(a) or (b), what is	the approximate amount of <i>client</i> funds and securities and total number of <i>clients</i> for which you have <i>custody</i> :		
		U.S. Dollar Amount	Total Number of Clients		
		(a) \$ 551,334,524	(b) 17		
	of th	nose assets and the number of those clients in your re	have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the esponse to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you number of those clients in your response to 9.A.(2). Instead, include that information in your response to Item 9.B.	ou pro	
B.	(1)	In connection with advisory services you provide to a (a) cash or bank accounts?	clients, do any of your related persons have custody of any of your advisory clients':	Yes	
		(b) securities?		•	0
		(a) coodimico.		•	0
	You	are required to answer this item regardless of how yo	ou answered Item 9.A.(1)(a) or (b).		
	(2)	If you checked "yes" to Item 9.B.(1)(a) or (b), what is custody:	the approximate amount of <i>client</i> funds and securities and total number of <i>clients</i> for which your <i>related persons</i>	have	
		U.S. Dollar Amount	Total Number of Clients		
		(a) \$ 551,334,524	(b) 17		
C.	(1)	A qualified custodian(s) sends account statements a	or securities in connection with advisory services you provide to <i>clients</i> , check all the following that apply:  at least quarterly to the investors in the pooled investment vehicle(s) you manage.		
	(2)	An <i>independent public accountant</i> audits annually the investors in the pools.	ne pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the	1	
			ual surprise examination of <i>client</i> funds and securities.		
	(4)	An independent public accountant prepares an interfor client funds and securities.	rnal control report with respect to custodial services when you or your related persons are qualified custodians		
	repo		9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal of st auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the pri		I
D.	Doy	you or your related person(s) act as qualified custodia	ans for your clients in connection with advisory services you provide to clients?	Yes	No
	(1)	you act as a qualified custodian		0	•
	(2)	your related person(s) act as qualified custodian(s)		0	•
	_		hat act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must b ether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advise		<u> </u>
E.	-	ou are filing your annual updating amendment and yoe (MM/YYYY) the examination commenced:	u were subject to a surprise examination by an <i>independent public accountant</i> during your last fiscal year, provic	le the	
F.	-	ou or your related persons have custody of client funds your clients in connection with advisory services you p	s or securities, how many <i>persons</i> , including, but not limited to, you and your <i>related persons,</i> act as qualified custrovide to <i>clients?</i>	stodia:	ns
SEC	TION	9.C. Independent Public Accountant			
			No Information Filed		
Item	10 C	Control Persons			
	is Ite iser c		r indirectly, controls you. If you are filing an umbrella registration, the information in Item 10 should be provided fo	r the f	iling
If yo	ou ar	e submitting an initial application or report, you must	complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive of	officers	3.

Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that

you filed with your initial application or report, you must complete Schedule C.

		Yes	No						
A.	Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your management or policies?	0	•						
	If yes, complete Section 10.A. of Schedule D.								
	Tryes, complete decitor 16.71. or deficulte B.								
В.	3. If any <i>person</i> named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.								
SEC	TION 10.A. Control Persons								
	No Information Filed								
<b>&gt;</b>	TION 40 D. Constant Dans on Bubblic Boundaries Communica								
SEC	TION 10.B. Control Person Public Reporting Companies								
	No Information Filed								
tem	11 Disclosure Information								
In th	nis Item, we ask for information about your disciplinary history and the disciplinary history of all your advisory affiliates. We use this information to determine whether to grain	nt vou	ır						
	lication for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem are	-							
	s on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below. In accordance with General Instruction 5 to Form A "your" include the filing adviser and all relying advisers under an umbrella registration.	DV, "y	ou"						
Υοι	r advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all of your officers	2							
part	ners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly controlling you or controlled by you. If you are a "separately identifiat artment or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory affiliates are.								
lf y	ou are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the	date	of						
-	event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date								
	nt only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the dat	e the	final						
ora	er, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.								
You	must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.								
D-		Yes	No						
	any of the events below involve you or any of your <i>supervised persons</i> ?	0	•						
	"yes" answers to the following questions, complete a Criminal Action DRP:								
Α.	In the past ten years, have you or any advisory affiliate:  (1) heap convicted of an plad quilturer pale contenders ("an content") in a demostic foreign, or military court to any follow?	Yes							
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ?	0	⊙						
	(2) been charged with any felony?	0	•						
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are conceptable.	urrentl	y						
B.	In the past ten years, have you or any advisory affiliate:								
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to	0	•						
	commit any of these offenses?  (2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?	0	•						
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are compending.	ırrenti	У						
For	"yes" answers to the following questions, complete a Regulatory Action DRP:								
C.	Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes	No						
	(1) found you or any advisory affiliate to have made a false statement or omission?	$\circ$	$\odot$						
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	$\circ$	$\odot$						
	(3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•						
	(4) entered an order against you or any advisory affiliate in connection with investment-related activity?	0	•						
	(5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or any advisory affiliate to cease and desist from any activity?	0	•						

D. Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.

	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	0	⊙	
	(3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•	
	(4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?	0	•	
	(5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity?	0	0	
E.	. Has any self-regulatory organization or commodities exchange ever:			
	(1) found you or any advisory affiliate to have made a false statement or omission?	0	•	
	(2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approve by the SEC)?	red C	•	
	(3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked restricted?	or O	•	
	(4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities?	te o	•	
F.	. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended?	0	•	
G.	Are you or any advisory affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?	0	•	
	or "yes" answers to the following questions, complete a Civil Judicial Action DRP:  . (1) Has any domestic or foreign court:	Ye	s No	_
	(a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?	0	•	
	(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	o	_	
	(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any advisory affiliate by a state or foreign financial regulatory authority?	0	_	
	(2) Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?	0	•	
tem	m 12 Small Businesses			
The	m 12 Small Businesses  ne SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the mall business" or "small organization" under rule 0-7.	e definit	tion o	f
The "sm Ans	ne SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the	ent of le	ess	f
The "sm Ans thai	ne SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the mall business" or "small organization" under rule 0-7.  Inswer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under managem an \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching fro	ent of le	ess	f
The "sm Ans thai	ne SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the mall business" or "small organization" under rule 0-7.  Inswer this Item 12 only if you are registered or registering with the SEC <b>and</b> you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under managem an \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching fro atteregistration.	ent of le m SEC t se the t vise. Any	ess to total	f
The "sm" Ans than stat	e SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the mall business" or "small organization" under rule 0-7.  Inswer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under managem an \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching fro ate registration.  For purposes of this Item 12 only:  Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of clients. In determining your or another person's total assets, you may assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).  Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or other person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is	ent of le m SEC t se the t vise. Any s presur	ess to total by med	•
The "sm Ans than stat For	ne SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the mall business" or "small organization" under rule 0-7.  Inswer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under managem an \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from a teregistration.  To purposes of this Item 12 only:  Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of clients. In determining your or another person's total assets, you may use assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).  Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or other person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is to control the other person.	ent of le m SEC t se the t vise. Any s presur	ess to total by med	•
The "sm Ans thai stat For A.	ne SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the mall business" or "small organization" under rule 0-7.  Inswer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under managem an \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching fro ate registration.  To purposes of this Item 12 only:  Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of clients. In determining your or another person's total assets, you may use assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).  Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or other person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is to control the other person.  Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?  "yes," you do not need to answer Items 12.B. and 12.C.	ent of le m SEC t se the t vise. Any s presur	ess to total by med	•
The "sm Ans thai stat For A.	ne SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the mall business" or "small organization" under rule 0-7.  Inswer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under managem an \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from a teregistration.  To purposes of this Item 12 only:  1. Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of clients. In determining your or another person's total assets, you may use assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).  2. Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or other person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is to control the other person.  2. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?  2. "yes," you do not need to answer Items 12.B. and 12.C.  2. Do you:	ent of lem SEC for see the to vise. Any see presure	ess to total by med	•
The "sm Ans thai stat For A.	ne SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the mall business" or "small organization" under rule 0-7.  Inswer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under managem an \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching fro ate registration.  To purposes of this Item 12 only:  Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of clients. In determining your or another person's total assets, you may a assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).  Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or other person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is to control the other person.  Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?  "yes," you do not need to answer Items 12.B. and 12.C.  Do you:  (1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more of the last day of its most recent fiscal year?	ent of lem SEC to see the to vise. Any sepresure	ess to total by med	
The "sm Ans thai stat For A.	ne SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the mall business" or "small organization" under rule 0-7.  Inswer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under managem an \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching fro ate registration.  Per purposes of this Item 12 only:  Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of <i>clients</i> . In determining your or another <i>person</i> 's total assets, you may assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).  Control means the power to direct or cause the direction of the management or policies of a <i>person</i> , whether through ownership of securities, by contract, or other <i>person</i> that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another <i>person</i> is to <i>control</i> the other <i>person</i> .  Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?  "yes," you do not need to answer Items 12.B. and 12.C.  Do you:  (1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more of the last day of its most recent fiscal year?  (2) control another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	ent of lem SEC to see the to vise. Any sepresure	ess to total by med	
The "sm Ans thai stat For A.	ne SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the mall business" or "small organization" under rule 0-7.  Inswer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under managem an \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching fro ate registration.  To purposes of this Item 12 only:  Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of clients. In determining your or another person's total assets, you may a assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).  Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or other person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is to control the other person.  Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?  "yes," you do not need to answer Items 12.B. and 12.C.  Do you:  (1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more of the last day of its most recent fiscal year?	se the t	ess to total by med	

(1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?

0 0

Schedule A

- 1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- 2. Direct Owners and Executive Officers. List below the names of:
  - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
  - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);
  - Direct owners include any person that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a person beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
  - (c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
  - (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
  - (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- 5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: NA less than 5% B - 10% but less than 25% D - 50% but less than 75%
  - A 5% but less than 10% C 25% but less than 50% E 75% or more
- 7. (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
  - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
  - (c) Complete each column

(c) Complete each countri.							
FULL LEGAL NAME (Individuals: Last	DE/FE/I	Title or Status	Date Title or Status	Ownership	Control	PR	CRD No. If None: S.S. No. and Date of
Name, First Name, Middle Name)			Acquired MM/YYYY	Code	Person		Birth, IRS Tax No. or Employer ID No.
MOTIVE PARTNERS OPERATING	DE	MEMBER	08/2016	E	Υ	N	81-3005988
COMPANY, LP							
Heyvaert, Paul Luc, Robert	I	FOUNDER, MANAGING PARTNER, CHIEF EXECUTIVE OFFICER	08/2016	NA	Υ	N	6706802
TRIESTE, KRISTY, ANN	I	PARTNER, CHIEF FINANCIAL OFFICER, CHIEF COMPLIANCE OFFICER	03/2017	NA	Υ	N	4009193

# Schedule B

# **Indirect Owners**

- 1. Complete Schedule B only if you are submitting an initial application or report. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- 2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a person beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (b) in the case of an owner that is a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- 3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- 5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: C 25% but less than 50% E 75% or more D - 50% but less than 75% F - Other (general partner, trustee, or elected manager)
- 7. (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note
- that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons. (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
  - (c) Complete each column.

	FULL LEGAL NAME (Individuals: Last	DE/FE/I	Entity in Which Interest is	Status	Date Status	Ownership	Control	PR	CRD No. If None: S.S. No. and Date of	
Name, First Name, Middle Name)			Owned		Acquired	Code	Person		Birth, IRS Tax No. or Employer ID No.	
					MM/YYYY					
	MOTIVE PARTNERS GP, LLC	DE	MOTIVE PARTNERS	GENERAL	08/2016	F	Υ	N	30-0952074	

		OPERATING COMPANY, LP	PARTNER					
ROB EXPLORATION, LLC	DE	RH VENTURES L.P.	GENERAL	06/2016	F	Υ	N	81-1091555
			PARTNER					
Heyvaert, Paul Luc, Robert	I	RH VENTURES L.P.	LIMITED	06/2016	Е	Υ	N	6706802
			PARTNER					
Heyvaert, Paul Luc, Robert	I	ROB EXPLORATION, LLC	MEMBER	01/2016	E	Υ	N	6706802
ROB EXPLORATION, LLC	DE	MOTIVE PARTNERS GP,	MEMBER	08/2016	E	Υ	N	81-1091555
		LLC						
MOTIVE PARTNERS HOLDINGS II, LP	DE	MOTIVE PARTNERS	LIMITED	12/2016	D	Υ	N	81-3913691
		OPERATING COMPANY, LP	PARTNER					
MOTIVE PARTNERS GP, LLC	DE	MOTIVE PARTNERS	GENERAL	08/2016	F	Υ	N	30-0952074
		HOLDINGS II, LP	PARTNER					
RH VENTURES L.P.	DE	MOTIVE PARTNERS	LIMITED	08/2016	E	Υ	N	81-3045559
		HOLDINGS II, LP	PARTNER					

Schedule D - Miscellaned	้นเ
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You may use the space below to explain a response to an Item or to provide any other information.

Normal business hours at this location:

9-5

Sc	I	<b>!</b> -	 _

ched	lule R				
SEC	CTION 1	Identifying Information			
Res	sponse	s to this Section tell us who you (the relying adviser) are, wh	ere you are doing business, and how	we can contact you.	
A.		full legal name: VE UK ADVISORS, LLP			
B.		under which you primarily conduct your advisory business, if VE UK ADVISORS, LLP	different from Section 1.A. above or It	em 1.A. of the <i>filing adviser'</i> s Fo	orm ADV Part 1A.
C.	List a	ny other business names and the jurisdictions in which you	use them. Complete this question for	each other business name.	
			No Information Filed		
	You	lo not have to include the names or jurisdictions of the filing a	adviser or other relying adviser(s) in re	sponse to this Section 1 C	
	700 0	io not have to molade the hames of junealistic of the himly o	aviour or ourier relying advisor(o) in re-	oponico to una acculori i.e.	
D.	-	currently have, or ever had, a number ("CRD Number") assig number:	ned by the FINRA's CRD system or by	the IARD system (other than the	ne filing adviser's CRD number), your
	2320		No Information Filed		
	If you	do not have a CRD number, skip this Section 1.D. Do not pr	ovide the CRD number of one of your	officers, employees, or affiliate	s (including the filing adviser).
E.	Princ	ipal Office and Place of Business			
	(1)	Address (do not use a P.O. Box):			
		☐ Same as the <i>filing adviser</i> .			
		Number and Street 1: THE COLUMBUS BUILDING, 7 WESTFERRY CIRCUS		Number and Street 2: CANARY WHARF	
		City: LONDON	State:	Country: United Kingdom	ZIP+4/Postal Code: E14 4HB
		If this address is a private residence, check this box: $\Box$		-	
	(2)	Days of week that you normally conduct business at your post of Monday - Friday Other:	rincipal office and place of business:		

	(3)		Telephone number at +442037616133	this location:			
	(4)	F	acsimile number at th	nis location, if any:			
F.	Mail	ing a	address, if different fro	om your principal office and place of busines	ss address:		
		Sam	ne as the <i>filing advise</i>	r.			
			er and Street 1: OLUMBUS BUILDING	, 7 WESTFERRY CIRCUS		Number and Street 2: CANARY WHARF	
	City LOI	/: NDC	ON	State:		Country: United Kingdom	ZIP+4/Postal Code: E14 4HB
	If th	nis a	address is a private re	sidence, check this box: $\square$			
G.	Prov	vide	your Legal Entity Ider	ntifier if you have one:			
	A leg	gal e	entity identifier is a un	que number that companies use to identify	each other in the financial ma	arketplace. You may not hav	re a legal entity identifier.
H.	If yo	u ha	ave Central Index Key	numbers assigned by the SEC ("CIK Number	ers"), all of your CIK numbers No Information Filed	y:	
					No illioillation Filed		
			EC Registration				
				(and you) determine whether you are eligib			
A.	(8), l	belo	ow. Part 1A Instruction	nust be independently eligible to register (or 2 provides information to help you determin	,		, ,
		•	e relying adviser):				
	V	(1)	are a large advisory				
			(a) has regulatory as	ssets under management of \$100 million (ir	u.S. dollars) or more; or		
			(b) has regulatory as registered with the	ssets under management of \$90 million (in late sec;	U.S. dollars) or more at the ti	me of filing its most recent	annual updating amendment and is
		(2)	are a <b>mid-sized advi</b> you are either:	sory firm that has regulatory assets under	management of \$25 million (	in U.S. dollars) or more but	less than \$100 million (in U.S. dollars) and
			(a) not required to b	e registered as an adviser with the state sec	curities authority of the state v	vhere you maintain your <i>prin</i>	cipal office and place of business; or
			(b) not subject to exa	amination by the state securities authority of	the state where you maintain	your principal office and pla	ace of business;
			Click <b>HERE</b> for a	a list of states in which an investment adviser	r, if registered, would not be s	subject to examination by the	e state securities authority.
		(3)	Reserved				
		(4)	have your principal o	ffice and place of business outside the Unit	ed States;		
		(5)		r under rule 203A-2(b) that controls, is contr fice and place of business is the same as th		n control with, an investment	adviser that is registered with the SEC,
		(6)	are an <b>adviser</b> relyin	g on rule 203A-2(c) because you <b>expect to</b>	be eligible for SEC registrat	ion within 120 days;	
			If you check this box	, you must make both of the representations	below:		
				ed or required to be registered with the SEC nin 120 days after the date my registration w			xpectation that I will be eligible to register
			-	s Form ADV to the SEC, the filing adviser un nis application for umbrella registration with he SEC.		_	
		(7)	are a multi-state adv	viser that is required to register in 15 or mor	e states and is relying on rule	e 203A-2(d);	
			If this is your initial fi	ling as a relying adviser, you must make bot	th of these representations:		
				the applicable state and federal laws and ha state securities authorities in those states.	ve concluded that I am requi	red by the laws of 15 or mor	re states to register as an investment
				r undertakes to file an amendment to this <i>ur</i> d by the laws of fewer than 15 states to regi			
			If you are submitting	your annual updating amendment, you mus	st make this representation:		

	Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the state securities authorities in those states.	
	[8] have <b>received an SEC</b> <i>Order</i> exempting you from the prohibition against registration with the SEC. If you check this box, provide the following information:	
	Application Number: 803- Date of <i>Order</i> .	
	(9) are <b>no longer eligible</b> to remain registered with the SEC.	
9E <i>(</i>	TION 3 Form of Organization	
	How are you organized?	-
/ ۱.	Corporation	
	Sole Proprietorship	
	- Limited Liebility Partnership (LLD)	
	- Portnorphin	
	- Limited Liability Company (LLC)	
	- Limited Partnership (LD)	
	Other (energial), LIMITED LIADILITY DADTNEDCLIID	
	The other (specify): LIMITED LIABILITY PARTNERSHIP	
R	In what month does your fiscal year end each year?	
О.	DECEMBER	
C.	Under the laws of what state or country are you organized?	
	State Country	
	United Kingdom	
	If you are a partnership, provide the name of the state or country under whose laws your partnership was formed.	
9E <i>(</i>	TION 4.A. Direct Owners and Executive Officers	_
		+
	nis Section 4, we ask you to identify each other <i>person</i> that, directly or indirectly, <i>controls</i> you.	_
` '	Section 4.A. asks for information about your direct owners and executive officers.	
(2)	Direct Owners and Executive Officers. List below the names of:  (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, director and any other individuals with similar status or functions;	
	(b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company	
	(a company subject to Section 12 or 15(d) of the Exchange Act);	
	Direct owners include any person that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting	
	securities. For purposes of this Section 4.A., a <i>person</i> beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent,	
	spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.	
	(c) if you are organized as a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or	
	more of your capital;	
	(d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and	
	(e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.	
(3)	Do you have any indirect owners to be reported on Section 4.B. below?	
(4)	In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.	
(5)	Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).	

(c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME

DE/FE/I Title or Status

Date Title or Status

Ownership

Control

PR CRD No.

B - 10% but less than 25% D - 50% but less than 75%

(7) (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control.

Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.

A - 5% but less than 10%  $\,$  C - 25% but less than 50%  $\,$  E - 75% or more

(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.

(6) Ownership codes are: NA - less than 5%

ı	FULL LEGAL INAIVIE		Title of Status	Date Title of Status	Ownership	Control	ГN	CKD No.	ш
	(Individuals: Last Name, First Name,			Acquired	Code	Person		If None: S.S. No. and Date of Birth, IRS Tax No. or	ıl
	Middle Name)			MM/YYYY				Employer ID No.	ı
	BROWN, ROBERT, DOUGLAS	I	MANAGING	02/2020	NA	Υ	N	2535061	ı
			MEMBER						ı

Cochrane, Neil, Andrew		MEMBER	12/2016	NA	Υ	N	6909989
MOTIVE CAPITAL MANAGEMENT UK,	FE	DESIGNATED	08/2016	E	Υ	N	98-1345353
LTD.		MEMBER					

#### **SECTION 4.B. Indirect Owners**

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (4) In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- (6) Ownership codes are: C 25% but less than 50% E 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- (7) (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
  - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last	DE/EE/I	Entity in Which Interest is	Status	Date Status	Ownership	Control	DD	CRD No. If None: S.S. No. and Date of
Name, First Name, Middle Name)	וטטו טט	Owned	Status		-	Person		Birth, IRS Tax No. or Employer ID No.
iname, First Name, Middle Name)		Owned		Acquired MM/YYYY	Code	Person		Birth, IKS Tax No. of Employer ID No.
Heyvaert, Paul Luc, Robert	I	RH VENTURES L.P.	LIMITED PARTNER	06/2016	E	Υ	N	6706802
Heyvaert, Paul Luc, Robert	I	ROB EXPLORATION, LLC	MEMBER	01/2016	E	Υ	N	6706802
MOTIVE PARTNERS GP, LLC	DE	MOTIVE PARTNERS OPERATING COMPANY, LP	GENERAL PARTNER	08/2016	F	Υ	N	30-0952074
MOTIVE PARTNERS GP, LLC	DE	MOTIVE PARTNERS HOLDINGS II, LP	GENERAL PARTNER	08/2016	F	Υ	N	30-0952074
MOTIVE PARTNERS HOLDINGS II, LP	DE	MOTIVE PARTNERS OPERATING COMPANY, LP	LIMITED PARTNER	12/2016	D	Υ	N	81-3913691
MOTIVE PARTNERS OPERATING COMPANY, LP	DE	MOTIVE CAPITAL MANAGEMENT UK, LTD.	SOLE SHAREHOLDER	08/2016	E	Υ	N	81-3005988
RH VENTURES L.P.	DE	MOTIVE PARTNERS HOLDINGS II, LP	LIMITED PARTNER	08/2016	E	Υ	N	81-3045559
ROB EXPLORATION, LLC	DE	RH VENTURES L.P.	GENERAL PARTNER	06/2016	F	Υ	N	81-1091555
ROB EXPLORATION, LLC	DE	MOTIVE PARTNERS GP, LLC	MEMBER	08/2016	E	Υ	N	81-1091555

#### SECTION 4.C. Control Persons

Yes No

C. Does any person not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, control your management or policies?

 $\circ$ 

If yes, you must complete the information below for each *control person* not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly *controls* your management or policies.

No Information Filed

RP Pages
RIMINAL DISCLOSURE REPORTING PAGE (ADV)
o Information Filed
EGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)
o Information Filed

No Information Filed

# CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

#### Part 2

## Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Yes No

Are you exempt from delivering a brochure to all of your clients under these rules?

0 0

If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

Brochure ID	Brochure Name	Brochure Type(s)				
318295	MCM FORM ADV PART 2A BROCHURE	Private funds or pools				

#### **Execution Pages**

## DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

## Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

## Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: Date: MM/DD/YYYY
KRISTY TRIESTE 03/30/2020

Printed Name: Title:

KRISTY TRIESTE PARTNER, CHIEF FINANCIAL OFFICER AND CHIEF COMPLIANCE OFFICER

Adviser *CRD* Number: 285341

# ${\it NON-RESIDENT}$ INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

#### 1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

### 2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

#### 3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

#### Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: Date: MM/DD/YYYY

Printed Name: Title:

Adviser CRD Number:

285341