

MOTRICITY INC

Form 3

June 17, 2010

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â ICAHN CARL C

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/17/2010

3. Issuer Name **and** Ticker or Trading Symbol
MOTRICITY INC [MOTR]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)☐ Form filed by One Reporting
Person☒ Form filed by More than One
Reporting PersonC/O ICAHN ASSOCIATES
CORP.,Â 767 FIFTH AVE.,
SUITE 4700

(Street)

NEW YORK,Â NYÂ 10153

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

3,438,553

I

see footnote ⁽¹⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series H Preferred Stock	Â (2)	Â (2)	Common Stock	2,264,538	\$ (2)	I	see footnote (1)
Warrants (right to buy)	05/22/2008	12/28/2014	Common Stock	687,710	\$ 14.54	I	see footnote (1)
Warrants (right to buy)	02/23/2007	02/23/2012	Common Stock	103,126	\$ 35.55	I	see footnote (1)
Warrants (right to buy)	05/22/2008	12/28/2014	Common Stock	171,928	\$ 14.54	I	see footnote (1)
Warrants (right to buy)	05/16/2007	05/16/2014	Common Stock	128,571	\$ 32.25	I	see footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153	Â	Â X	Â	Â
KOALA HOLDING LP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	Â	Â X	Â	Â
BARBERRY CORP. 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	Â	Â X	Â	Â
ICAHN ENTERPRISES L.P. 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	Â	Â X	Â	Â
ICAHN ENTERPRISES G.P. INC. 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	Â	Â X	Â	Â
BECKTON CORP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601	Â	Â X	Â	Â
	Â	Â X	Â	Â

KOALA HOLDING GP CORP.
445 HAMILTON AVENUE
SUITE 1210
WHITE PLAINS, NY 10601

Signatures

CARL C. ICAHN 06/17/2010

Signature of Reporting Person

Date

ICAHN ENTERPRISES
L.P. 06/17/2010

Signature of Reporting Person

Date

BARBERRY CORP. 06/17/2010

Signature of Reporting Person

Date

BECKTON CORP. 06/17/2010

Signature of Reporting Person

Date

ICAHN ENTERPRISES
G.P. INC. 06/17/2010

Signature of Reporting Person

Date

KOALA HOLDING LP 06/17/2010

Signature of Reporting Person

Date

KOALA HOLDING GP
CORP. 06/17/2010

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Koala Holding LP ("Koala") is the direct beneficial owner of these securities. Koala Holding GP Corp. ("Koala GP"), by virtue of owning 100% of the general partnership interests of Koala, may be deemed to beneficially own the securities as to which Koala possesses direct beneficial ownership. Koala GP disclaims beneficial ownership of such securities for all purposes. Barberry Corp. ("Barberry"), by virtue of owning 100% of the equity interests of Koala GP, may be deemed to beneficially own the securities, as to which Koala GP possesses indirect beneficial ownership. Barberry disclaims beneficial ownership of such securities for all purposes. Mr. Carl C. Icahn, by virtue of owning 100% of the equity interests of Barberry, may be deemed to beneficially own the securities, as to which Barberry possesses indirect beneficial ownership. Mr. Carl C. Icahn disclaims beneficial ownership of such securities for all other purposes.

Mr. Icahn beneficially owns 20,040,161 shares of Series H Preferred Stock. The Series H Preferred Stock is convertible at any time, at the holder's election, and subject to mandatory conversion at the election of Motricity, Inc. under certain circumstances, in each case, at the applicable conversion rate in effect on the date of conversion. The conversion rate as of the date hereof is approximately 0.113 shares of common stock for each share of Series H Preferred Stock being converted. The Series H Preferred Stock has no expiration date.

Icahn Enterprises L.P. ("IELP") is the direct beneficial owner of these securities. Icahn Enterprises G.P. Inc. ("IEGP"), by virtue of owning 100% of the general partnership interests of IELP, may be deemed to beneficially own the securities as to which IELP possesses direct beneficial ownership. IEGP disclaims beneficial ownership of such securities for all other purposes. Beckton Corp. ("Beckton"), by virtue of owning 100% of the equity interests of IEGP, may be deemed to beneficially own the securities as to which IEGP possesses indirect beneficial ownership. Beckton disclaims beneficial ownership of such securities for all other purposes. Mr. Carl C. Icahn, by virtue of owning 100% of the equity interests of Beckton, may be deemed to beneficially own the securities as to which Beckton possesses indirect beneficial ownership. Mr. Icahn disclaims beneficial ownership of such securities for all other purposes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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