

MOTRICITY INC  
Form 3  
June 17, 2010

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

OMB APPROVAL

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**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â ICAHN CARL C</p> <p>(Last) (First) (Middle)</p> <p>C/O ICAHN ASSOCIATES CORP.,Â 767 FIFTH AVE., SUITE 4700</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10153</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/17/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MOTRICITY INC [MOTR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. 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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**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 Derivative	5. 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).

(1) 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.

(2) 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.

(3) 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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