

<b>OMB APPROVAL</b>	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

**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 <sup>(1)</sup>

**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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series H Preferred Stock	(2)	(2)	Common Stock	2,264,538	(2)	I	see footnote <sup>(1)</sup>
Warrants (right to buy)	05/22/2008	12/28/2014	Common Stock	687,710	14.54	I	see footnote <sup>(1)</sup>
Warrants (right to buy)	02/23/2007	02/23/2012	Common Stock	103,126	35.55	I	see footnote <sup>(1)</sup>
Warrants (right to buy)	05/22/2008	12/28/2014	Common Stock	171,928	14.54	I	see footnote <sup>(1)</sup>
Warrants (right to buy)	05/16/2007	05/16/2014	Common Stock	128,571	32.25	I	see footnote <sup>(3)</sup>

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> <hr/> (Last) (First) (Middle) C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 <hr/> (Street) NEW YORK NY 10153 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

KOALA HOLDING LP

(Last) (First) (Middle)

445 HAMILTON AVENUE  
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

BARBERRY CORP.

(Last) (First) (Middle)

445 HAMILTON AVENUE  
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ICAHN ENTERPRISES L.P.

(Last) (First) (Middle)

445 HAMILTON AVENUE  
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

ICAHN ENTERPRISES G.P. INC.

(Last) (First) (Middle)

445 HAMILTON AVENUE  
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

BECKTON CORP

(Last) (First) (Middle)

445 HAMILTON AVENUE  
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>KOALA HOLDING GP CORP.</u>		
(Last)	(First)	(Middle)
445 HAMILTON AVENUE SUITE 1210		
(Street)		
WHITE PLAINS	NY	10601
(City)		
(State)	(Zip)	

**Explanation of Responses:**

- 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. Barberrry Corp. ("Barberrry"), 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. Barberrry disclaims beneficial ownership of such securities for all purposes. Mr. Carl C. Icahn, by virtue of owning 100% of the equity interests of Barberrry, may be deemed to beneficially own the securities, as to which Barberrry 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.

**Remarks:**

<u>CARL C. ICAHN</u>	<u>06/17/2010</u>
<u>ICAHN ENTERPRISES L.P.</u>	<u>06/17/2010</u>
<u>BARBERRY CORP.</u>	<u>06/17/2010</u>
<u>BECKTON CORP.</u>	<u>06/17/2010</u>
<u>ICAHN ENTERPRISES G.P. INC.</u>	<u>06/17/2010</u>
<u>KOALA HOLDING LP</u>	<u>06/17/2010</u>
<u>KOALA HOLDING GP CORP.</u>	<u>06/17/2010</u>

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**