

ACTIVE NETWORK INC
Form 4
May 14, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
GREEN L STEPHEN

(Last) (First) (Middle)

C/O CANAAN PARTNERS, 285 RIVERSIDE AVENUE, SUITE 250

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACTIVE NETWORK INC [ACTV]

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 05/10/2012 | | S | 7,600 (1) D \$ 15.002 (2) | 4,620,279 (3) | I | See footnotes (4) (5) (6) |
| Common Stock | 05/11/2012 | | S | 6,506 (7) D \$ 14.75 | 4,613,773 (8) | I | See footnotes (4) (5) (6) |
| Common Stock | | | | | 23,546 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GREEN L STEPHEN C/O CANAAN PARTNERS 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT, CT 06880 | | X | | |

Signatures

/s/ Guy M. Russo,
Attorney-in-fact
Date: 05/14/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Consists of 7,600 shares held by Canaan VII, L.P.
The prices reported for this transaction range from \$15.00 to \$15.01; the reporting person hereby agrees to provide, upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Consists of 87,637 shares held by Canaan Equity II Entrepreneurs LLC, 1,103,895 shares held by Canaan Equity II L.P., 493,803 shares held by Canaan Equity II L.P. (QP), 55,352 shares held by Canaan Equity III Entrepreneurs LLC, 1,482,243 shares held by Canaan Equity III L.P. and 1,397,349 shares held by Canaan VII L.P.
- (4) Mr. Green, John V. Balen, Deepak Kamra, Gregory Kopchinsky, Guy M. Russo, Eric A. Young (the "Canaan II Individuals"), Charmers Landing LLC ("Charmers"), Stonehenge LLC ("Stonehenge") and Waubeeka LLC ("Waubeeka") are managers of Canaan Equity Partners II LLC which is (a) the sole Manager of Canaan Equity II Entrepreneurs LLC and (b) the sole General Partner of each of Canaan

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Equity II L.P. and Canaan Equity II L.P. (QP). The sole managers of Charmers, Stonehenge and Waubeeka are Mr. Green, Mr. Kopchinsky and Mr. Russo, respectively. Such individuals may be deemed to have shared voting, investment and dispositive power with respect to shares held of record by Canaan Equity II Entrepreneurs LLC, Canaan Equity II, L.P., and Canaan Equity II, L.P. (QP), but disclaim beneficial ownership of all shares except to the extent of any pecuniary interest therein.

- Mr. Green, John V. Balen, Deepak Kamra, Gregory Kopchinsky, Seth A. Rudnick, Guy M. Russo, and Eric A. Young are Managers of Canaan Equity Partners III LLC which is (a) the sole Manager of Canaan Equity III Entrepreneurs LLC and (b) the sole General Partner of Canaan Equity III L.P. Such individuals may be deemed to have shared voting, investment and dispositive power with respect to shares held of record by Canaan Equity III, L.P. and Canaan Equity III Entrepreneurs LLC, but disclaim beneficial ownership of all shares except to the extent of any pecuniary interest therein.

- Brenton K. Ahrens, John V. Balen, Maha S. Ibrahim, Deepak Kamra, Gregory Kopchinsky, Seth A. Rudnick, Guy M. Russo, Eric A. Young, Wende Hutton and Stephen Bloch are Managers of Canaan Partners VII LLC which is the sole General Partner of Canaan VII L.P. Such individuals may be deemed to have shared voting, investment and dispositive power with respect to shares held of record by Canaan VII L.P., but disclaim beneficial ownership of all shares except to the extent of any pecuniary interest therein. Mr. Green is not a member or manager of Canaan Partners VII LLC and does not have a pecuniary interest in the shares held by Canaan VII L.P.

- (7) Consists of 6,506 shares held by Canaan VII, L.P.

- Consists of 87,637 shares held by Canaan Equity II Entrepreneurs LLC, 1,103,895 shares held by Canaan Equity II L.P., 493,803 shares held by Canaan Equity II L.P. (QP), 55,352 shares held by Canaan Equity III Entrepreneurs LLC, 1,482,243 shares held by Canaan Equity III L.P. and 1,390,843 shares held by Canaan VII L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.