

ACTIVE NETWORK INC
Form 4
November 15, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

10182 TELESIS COURT

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ACTIVE NETWORK INC [ACTV]

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

11/15/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/15/2013 | | U | | 23,546 | D | 17,858 |
| Common Stock | 11/15/2013 | | D | | 17,858 | D | 0 |

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

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 control number.

SEC 1474 (9-02)

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

Edgar Filing: ACTIVE NETWORK INC - Form 4

| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 7.88 | 11/15/2013 | | D | 46,000 | ⁽⁴⁾ 03/24/2021 | Common Stock | 46,000 |
| Stock Option (right to buy) | \$ 13.06 | 11/15/2013 | | D | 16,911 | ⁽⁴⁾ 05/23/2022 | Common Stock | 16,911 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GREEN L STEPHEN 10182 TELESIS COURT SAN DIEGO, CA 92121 | X | | | |

Signatures

/s/ Stephen Green 11/15/2013

**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).
- Per the terms of the Agreement and Plan of Merger dated September 28, 2013, by and among Athlaction Holdings, LLC, Athlaction
- (1) Merger Sub, Inc. and The Active Network, Inc. (the "Merger Agreement"), each share of The Active Network, Inc. (the "Company") common stock was converted into the right to receive cash in an amount equal to \$14.50 per share.
 - (2) Represents restricted stock units previously reported under Table I.
 - (3) Per the terms of the Merger Agreement, each restricted stock unit granted that was outstanding as of the Effective Time (as defined in the Merger Agreement), was cancelled and converted into the right to receive cash in an amount equal to \$14.50 per share.
 - (4) Per the terms of the Merger Agreement, each stock option that was outstanding and unexercised as of the Effective Time, whether or not vested, was cancelled and converted into the right to receive cash in an amount equal to (i) the total number of shares subject to each such option immediately prior to the Effective Time (without regard to vesting) multiplied by (ii) the excess, if any, of (x) \$14.50 over (y) the exercise price payable per share under each such stock option.

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

Edgar Filing: ACTIVE NETWORK INC - Form 4

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.