

ACTIVE NETWORK INC
Form 4
January 24, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O CANAAN PARTNERS, 285 RIVERSIDE AVENUE, SUITE 250

3. Date of Earliest Transaction (Month/Day/Year)
01/22/2013

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

WESTPORT, CT 06880

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/22/2013		S(1)		40,000	D	See footnotes (5) (6)
					(2)		
					\$		
					5.4287		
					(3)		
					1,801,672	(4)	
Common Stock	01/23/2013		S(1)		40,000	D	See footnotes (5) (6)
					(2)		
					\$		
					5.4315		
					(7)		
					1,761,672	(8)	
Common Stock					23,546	D	

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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. 3 and 4)
				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/ Jaime Slocum,
Attorney-in-fact

01/24/2013

**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).

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Canaan Equity II L.P., Canaan Equity II L.P. (QP), Canaan Equity II Entrepreneurs LLC, Canaan Equity III L.P., and Canaan Equity III Entrepreneurs LLC on November 27, 2012.

(2) Consists of 1,088 shares held by Canaan Equity II Entrepreneurs LLC, 13,700 shares held by Canaan Equity II L.P., 6,128 shares held by Canaan Equity II L.P. (QP), 688 shares held by Canaan Equity III Entrepreneurs LLC and 18,396 shares held by Canaan Equity III L.P.

(3) The prices reported for this transaction range from \$5.37 to \$5.55; 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.

(4) Consists of 48,990 shares held by Canaan Equity II Entrepreneurs LLC, 617,097 shares held by Canaan Equity II L.P., 276,045 shares held by Canaan Equity II L.P. (QP), 30,941 shares held by Canaan Equity III Entrepreneurs LLC and 828,599 shares held by Canaan

Edgar Filing: ACTIVE NETWORK INC - Form 4

Equity III L.P.

- 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
- (5) 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
- (6) 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.

- The prices reported for this transaction range from \$5.39 to \$5.53; the reporting person hereby agrees to provide, upon request by the staff
- (7) 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.

- Consists of 47,902 shares held by Canaan Equity II Entrepreneurs LLC, 603,397 shares held by Canaan Equity II L.P., 269,917 shares
- (8) held by Canaan Equity II L.P. (QP), 30,253 shares held by Canaan Equity III Entrepreneurs LLC and 810,203 shares held by Canaan Equity III 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.