

ACTIVE NETWORK INC

Form 4

August 23, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

08/21/2012

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price			
Common Stock	08/21/2012		S		71,221 <u>(1)</u>	\$ 11.4737 <u>(2)</u>	3,620,025 <u>(3)</u>	I	See footnotes <u>(4)</u> <u>(5)</u> <u>(6)</u>
Common Stock	08/22/2012		S		50,000 <u>(7)</u>	\$ 11.3442 <u>(8)</u>	3,570,025 <u>(9)</u>	I	See footnotes <u>(4)</u> <u>(5)</u> <u>(6)</u>
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)

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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 Beneficially Owned Following Reported Transaction (Instr. 10)
				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

08/23/2012

__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 24,394 shares held by Canaan Equity II, L.P., 10,912 shares held by Canaan Equity II, L.P. (QP), 1,937 shares held by Canaan Equity II Entrepreneurs, LLC, 32,755 shares held by Canaan Equity III, L.P., and 1,223 shares held by Canaan Equity III Entrepreneurs, LLC.

(2) The prices reported for this transaction range from \$11.30 to \$11.62; 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 85,700 shares held by Canaan Equity II Entrepreneurs LLC, 1,079,501 shares held by Canaan Equity II L.P., 482,891 shares held by Canaan Equity II L.P. (QP), 54,129 shares held by Canaan Equity III Entrepreneurs LLC, 1,449,488 shares held by Canaan Equity III L.P. and 468,316 shares held by Canaan VII L.P.

(4)

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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 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.

- (5) 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.

- (6) 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 17,126 shares held by Canaan Equity II, L.P., 7,661 shares held by Canaan Equity II, L.P. (QP), 1,360 shares held by Canaan Equity II Entrepreneurs, LLC, 22,995 shares held by Canaan Equity III, L.P., and 858 shares held by Canaan Equity III Entrepreneurs, LLC.

- (8) The prices reported for this transaction range from \$11.28 to \$11.43; 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.

- (9) Consists of 84,340 shares held by Canaan Equity II Entrepreneurs LLC, 1,062,375 shares held by Canaan Equity II L.P., 475,230 shares held by Canaan Equity II L.P. (QP), 53,271 shares held by Canaan Equity III Entrepreneurs LLC, 1,426,493 shares held by Canaan Equity III L.P. and 468,316 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.

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