#### ACTIVE NETWORK INC

Form 4

November 15, 2013

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

Symbol

**OMB APPROVAL** 

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

ACTIVE NETWORK INC [ACTV]

1(b).

Alberga David

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

						-	-	(C	Check all appli	icable)	
	(Last)	(First)	(Middle) 3. Da	e of Earliest	Transaction						
	10100			h/Day/Year)	)			_X_ Director	give title	_ 10% Owner	
10182 TELESIS COURT			11/1	11/15/2013				below)	Other (specify v)		
		(Street)	4. If A	mendment,	Date Origina	1		6. Individual of	or Joint/Group	Filing(Check	
			Filed	Filed(Month/Day/Year)				Applicable Line)			
	CANDIEC	TO CA 02121						_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	SAN DIEC	GO, CA 92121						Person			
	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es Acq	uired	5. Amount of	6.	7. Nature of Indirect	
Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)					on(A) or Disp			Securities	Ownership	Beneficial Ownership	
			Code (Instr. 3, 4 and 5) ear) (Instr. 8)				Beneficially Owned	Form: Direct (D)	(Instr. 4)		
			(Wionthi/Day/Tear	(msu. 6)				Following	or Indirect		
						(A)		Reported	(I)		
						or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
				Code V	Amount	(D)	Price	(IIISti. 3 aliti 4)			
										Alberga/Cernosia	
	Common	11/15/2012		**	104.500	ъ		0	<b>T</b>	Revocable	
	Stock	11/15/2013		U	184,599	D	<u>(1)</u>	0	I	Declaration of	
										Trust dated Oct. 26th, 2004 (2)	
										2011, 2004 <u>(-)</u>	
	Common	10/10/2013		G <sup>(3)</sup> V	2,436	D	\$0	248,641	D		
	Stock	10/10/2015		<b></b> ,	2, .50		ΨΟ	210,011	2		
	Common	11/15/2012		TT	210 110	D	(1)	20.522	D		
	Stock	11/15/2013		U	219,119	D	<u>(1)</u>	29,522	D		
	Common				29,522						
	Stock	11/15/2013		D	(4)	D	<u>(5)</u>	0	D		

(4)

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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)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$ 

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.96	11/15/2013		D		289,829	<u>(6)</u>	11/09/2016	Common Stock	289,829
Stock Option (right to buy)	\$ 1.96	11/15/2013		D		355,650	<u>(6)</u>	09/06/2017	Common Stock	355,650
Stock Option (right to buy)	\$ 1.96	11/15/2013		D		100,000	<u>(6)</u>	02/21/2018	Common Stock	100,000
Stock Option (right to buy)	\$ 1.96	11/15/2013		D		158,966	<u>(6)</u>	08/22/2018	Common Stock	158,966
Stock Option (right to buy)	\$ 1.96	11/15/2013		D		101,026	<u>(6)</u>	11/20/2018	Common Stock	101,026
Stock Option (right to buy)	\$ 1.96	11/15/2013		D		20,920	<u>(6)</u>	01/20/2019	Common Stock	20,920
Stock Option (right to buy)	\$ 1.96	11/15/2013		D		100,000	<u>(6)</u>	04/01/2019	Common Stock	100,000

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Stock Option (right to buy)	\$ 1.96	11/15/2013	D	48,980	<u>(6)</u>	03/05/2020	Common Stock	48,980
Stock Option (right to buy)	\$ 7.88	11/15/2013	D	12,690	<u>(6)</u>	03/15/2021	Common Stock	12,690
Stock Option (right to buy)	\$ 7.88	11/15/2013	D	297,310	<u>(6)</u>	03/15/2021	Common Stock	297,310
Market Stock Option (right to buy)	\$ 13.06	11/15/2013	D	93,587	<u>(7)</u>	05/23/2022	Common Stock	93,587

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b>FB</b>	Director	10% Owner	Officer	Other				
Alberga David								
10182 TELESIS COURT	X							
SAN DIEGO, CA 92121								

### **Signatures**

/s/ David
Alberga

\*\*Signature of Reporting Person

Alberga

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.
- Mr. Alberga is the trustee of The Alberga/Cernosia Revocable Declaration of Trust dated October 26th, 2004 and has voting and dispositive power with respect to these shares. Mr. Alberga disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (3) The reporting person gifted 2,436 shares of the Company's common stock on October 10, 2013.
- (4) Represents restricted stock units previously reported under Table I.
- (5) 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.

Reporting Owners 3

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- 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.
- In connection with the merger, the market stock options were cancelled and converted into the right to receive cash in an amount equal to (7) (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 market 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. 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.