

ACTIVE NETWORK INC
Form 4
November 26, 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)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2012

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

WESTPORT, CT 06880

(City) (State) (Zip)

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

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	11/21/2012		S		5,938 (1)	D	\$ 4.9543 (2)	2,069,181 (3)	I	See footnotes (4) (5)
Common Stock	11/23/2012		S		1,368 (6)	D	\$ 4.85	2,067,813 (7)	I	See footnotes (4) (5)
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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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) Consists of 37 shares held by Canaan Equity II Entrepreneurs LLC, 469 shares held by Canaan Equity II L.P., 210 shares held by Canaan Equity II L.P. (QP), 23 shares held by Canaan Equity III Entrepreneurs LLC and 629 shares held by Canaan Equity III L.P.

(7) Consists of 56,228 shares held by Canaan Equity II Entrepreneurs LLC, 708,251 shares held by Canaan Equity II L.P., 316,823 shares held by Canaan Equity II L.P. (QP), 35,513 shares held by Canaan Equity III Entrepreneurs LLC and 950,998 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.

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