

Clancy Thomas N.
Form 4
June 02, 2011

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 *
Clancy Thomas N.

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)
10182 TELESIS COURT
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2011

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

SAN DIEGO, CA 92121
(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		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	05/31/2011		C		94,996	A	11	94,996	I	Tao Venture Partners, LLC ⁽²⁾
Common Stock	05/31/2011		C		6,930	A	11	101,926	I	Tao Venture Partners, LLC ⁽²⁾
Common Stock	05/31/2011		G ⁽³⁾	V	22,902	D	\$ 0	79,024	I	Tao Venture Partners, LLC ⁽²⁾

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Common Stock	05/31/2011	G ⁽³⁾	V	22,902	A	\$ 0	107,902	D
Common Stock	05/31/2011	S		22,902	D	\$ 15	85,000	D

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

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(9-02)

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P... Der... Sec... (Ins...)
					(A)	(D)	Date Exercisable	Expiration Date		
Series E Preferred Stock	(1)	05/31/2011		C	94,996		(1)	(1)	Common Stock	94,996
Series F Preferred Stock	(1)	05/31/2011		C	6,930		(1)	(1)	Common Stock	6,930

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clancy Thomas N. 10182 TELESIS COURT SAN DIEGO, CA 92121	X			

Signatures

/s/ Kourosh Vossoughi,
Attorney-in-fact

06/02/2011

**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) Immediately prior to the closing of the initial public offering of the Issuer's Common Stock the reported shares of Preferred Stock were converted to Common Stock based on the conversion ratio as set forth in the Issuer's Certificate of Incorporation.
- (2) Mr. Clancy is the managing member of Tao Venture Partners, LLC and has voting and dispositive power with respect to these shares. Mr. Clancy disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (3) Tao Ventures Partners, LLC transferred these shares to Thomas Clancy.

Remarks:

Exhibit Index

Exhibit 24 - Power of Attorney

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.