

Alberga David
Form 4
May 23, 2013

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 *
Alberga David

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)
05/21/2013

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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | (A) or (D) | Price | | Alberga/Cernosia Revocable Declaration of Trust dated Oct. 26th, 2004 ⁽¹⁾ |
| Common Stock | 05/21/2013 | | M | 37,723 ⁽²⁾ | A ⁽³⁾ 127,980 ⁽⁴⁾ | D | |
| Common Stock | 05/21/2013 | | A | 203,052 ⁽⁵⁾ | A \$ 0 331,032 ⁽⁴⁾ | D | |
| Common Stock | 05/21/2013 | | F | 72,312 ⁽⁶⁾ | D \$ 6.13 258,720 ⁽⁴⁾ | D | |

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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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance-Based Restricted Stock Units | (3) | 05/21/2013 | | M | 37,723 (3) | (3) (3) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Alberga David 10182 TELESIS COURT SAN DIEGO, CA 92121 | X | | | |

Signatures

/s/ Kory Vossoughi, Attorney
in fact 05/23/2013

**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).
- (1) 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.
 - (2) Acceleration of the vesting of 37,723 Performance-Based Restricted Stock Units pursuant to the terms and conditions of the Separation and Severance Agreement dated May 21, 2013 between Mr. Alberga and the Company.
 - (3) Each Performance-Based Restricted Stock Units represents a contingent right to receive one share of the Company's Common Stock upon the Company's achievement of pre-established performance goals for the period ended December 31, 2014.
 - (4)

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Includes the acceleration of 14,762 Restricted Stock Units ("RSUs") pursuant to the terms and conditions of the Separation and Severance Agreement dated May 21, 2013 between Mr. Alberga and the Company.

- (5) Issuance of 203,052 fully vested restricted stock awards pursuant to the terms and conditions of the Separation and Severance Agreement dated May 21, 2013 between Mr. Alberga and the Company.
- (6) Represents amount of shares withheld to satisfy tax obligations on issuance of restricted stock awards.

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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