

ACTIVE NETWORK INC

Form 4

November 15, 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

(Last) (First) (Middle)

10182 TELESIS COURT

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/15/2013

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	11/15/2013		U		184,599	D	0	
Common Stock	10/10/2013		G <sup>(3)</sup>	V	2,436	D	\$ 0	248,641
Common Stock	11/15/2013		U		219,119	D	0	29,522
Common Stock	11/15/2013		D		29,522 <sup>(4)</sup>	D	0	0

Alberga/Cernosia Revocable Declaration of Trust dated Oct. 26th, 2004 <sup>(2)</sup>

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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 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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(6) 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.

(7) In connection with the merger, the market stock options were 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 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.

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