

ACTIVE NETWORK INC

Form 4

November 15, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dejanovic Darko

(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
____X____ Officer (give title below) ____ Other (specify below)

President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/15/2013		U		167,807	D	<u>(1)</u>	407,255	D	
Common Stock	11/15/2013		D		<u>407,255</u> <u>(2)</u>	D	<u>(3)</u>	0	D	
Common Stock	11/15/2013		A		136,257	A	<u>(4)</u>	136,257	D	
Common Stock	11/15/2013		D		136,257	D	<u>(5)</u>	0	D	
Common Stock	11/15/2013		A		194,257	A	<u>(6)</u>	194,257	D	

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Common Stock 11/15/2013 D 194,257 D (5) 0 D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Performance Restricted Stock Units	\$ 0	11/15/2013		D	33,550	(5) (5)	Common Stock 33,550
Market Stock Options (right to buy)	\$ 13.06	11/15/2013		D	150,240	(7) 05/23/2022	Common Stock 150,240
Market Stock Units	\$ 0	11/15/2013		D	149,428	(8) (8)	Common Stock 149,428

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dejanovic Darko 10182 TELESIS COURT SAN DIEGO, CA 92121	President

Signatures

/s/ David Eisler,
Attorney-in-fact 11/15/2013

__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).

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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.
- (2) Represents restricted stock units previously reported under Table I.
- (3) 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.

On May 23, 2012 and August 28, 2012, the reporting person received performance stock unit awards (the "PSUs") to vest only upon
- (4) satisfaction of certain corporate performance criteria. In connection with the merger, the PSUs were settled for the maximum number of shares.
- (5) Per the terms of the Merger Agreement, each PSU 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.
- (6) On April 30, 2013, the reporting person received a performance stock unit award (the "PSU") to vest only upon satisfaction of certain corporate performance criteria. In connection with the merger, the PSU was settled for the maximum number of shares.

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.

Per the terms of the Merger Agreement, these market stock units that were outstanding as of the Effective Time (as defined in the Merger
- (8) Agreement), were settled for the maximum number of shares. Each market stock unit was cancelled and converted into the right to receive cash in an amount equal to \$14.50 per share.

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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