

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 *
Mendel Scott

(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)
Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 11/15/2013 | | U | 23,337 D (1) | 87,781 | D | |
| Common Stock | 11/15/2013 | | D | 87,781 (2) | 0 | D | |
| Common Stock | 11/15/2013 | | A | 109,008 D (4) | 109,008 | D | |
| Common Stock | 11/15/2013 | | D | 109,008 D (5) | 0 | D | |
| Common Stock | 11/15/2013 | | A | 121,059 D (6) | 121,059 | D | |

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Common Stock 11/15/2013 D 121,059 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 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 | 148,278 | (7) 03/08/2020 | Common Stock 148,278 |
| Stock Option (right to buy) | \$ 4.87 | 11/15/2013 | | D | 113,464 | (7) 11/18/2020 | Common Stock 113,464 |
| Stock Option (right to buy) | \$ 7.88 | 11/15/2013 | | D | 100,000 | (7) 03/15/2021 | Common Stock 100,000 |
| Market Stock Option (right to buy) | \$ 13.06 | 11/15/2013 | | D | 120,192 | (8) 05/23/2022 | Common Stock 120,192 |
| Market Stock Units | \$ 0 | 11/15/2013 | | D | 93,122 | (9) (9) | Common Stock 93,122 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Mendel Scott
10182 TELESIS COURT
SAN DIEGO, CA 92121

Chief Financial Officer

Signatures

/s/ Scott Mendel

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).

Per the terms of the Agreement and Plan of Merger dated September 28, 2013, by and among Athlaction Holdings, LLC, Athlaction 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.

(4) On May 23, 2012 and August 28, 2012, the reporting person received performance stock unit awards (the "PSUs") to vest only upon 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.

(7) 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.

(8) 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.

(9) Per the terms of the Merger Agreement, these market stock units that were outstanding as of the Effective Time (as defined in the Merger 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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