

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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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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 11/15/2013 | | U | 184,599 D | 0 | I | Alberga/Cernosia Revocable Declaration of Trust dated Oct. 26th, 2004 ⁽²⁾ |
| Common Stock | 10/10/2013 | | G ⁽³⁾ | V 2,436 D \$ 0 | 248,641 | D | |
| Common Stock | 11/15/2013 | | U | 219,119 D | 29,522 | D | |
| Common Stock | 11/15/2013 | | D | 29,522 ⁽⁴⁾ D | 0 | 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 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 |

| | | | | | | | | |
|------------------------------------|----------|------------|---|---------|------------|------------|--------------|---------|
| Stock Option (right to buy) | \$ 1.96 | 11/15/2013 | D | 48,980 | <u>(6)</u> | 03/05/2020 | Common Stock | 48,980 |
| Stock Option (right to buy) | \$ 7.88 | 11/15/2013 | D | 12,690 | <u>(6)</u> | 03/15/2021 | Common Stock | 12,690 |
| Stock Option (right to buy) | \$ 7.88 | 11/15/2013 | D | 297,310 | <u>(6)</u> | 03/15/2021 | Common Stock | 297,310 |
| Market Stock Option (right to buy) | \$ 13.06 | 11/15/2013 | D | 93,587 | <u>(7)</u> | 05/23/2022 | Common Stock | 93,587 |

Reporting Owners

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

Signatures

/s/ David
Alberga
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 (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.
- Mr. Alberga is the trustee of The Alberga/Cernosia Revocable Declaration of Trust dated October 26th, 2004 and has voting and (2) dispositive power with respect to these shares. Mr. Alberga disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (3) The reporting person gifted 2,436 shares of the Company's common stock on October 10, 2013.
- (4) Represents restricted stock units previously reported under Table I.
- (5) 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.

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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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