

ACTIVE NETWORK INC
 Form 3
 May 24, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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
 *
 ^ Elicia Acquisition Corp.
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 05/24/2011

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O
 IAC/INTERACTIVECORP, ^ 555
 W. 18TH STREET
 (Street)

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

NEW YORK, ^ NY ^ 10011
 (City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|----------------------------|-------|-------|--------------|-----------|--------|----------------------------------|-------------------------|
| Series A-4 Preferred Stock | Â (1) | Â (1) | Common Stock | 1,167,315 | \$ (1) | I | IAC/InterActiveCorp (2) |
| Series B-3 Preferred Stock | Â (1) | Â (1) | Common Stock | 4,863,813 | \$ (1) | I | IAC/InterActiveCorp (2) |
| Series B-5 Preferred Stock | Â (1) | Â (1) | Common Stock | 952,381 | \$ (1) | I | IAC/InterActiveCorp (2) |
| Series B-6 Preferred Stock | Â (1) | Â (1) | Common Stock | 5,625,243 | \$ (1) | I | IAC/InterActiveCorp (2) |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock | 245,481 | \$ (1) | I | IAC/InterActiveCorp (2) |
| Series F Preferred Stock | Â (1) | Â (1) | Common Stock | 3,461,018 | \$ (1) | I | IAC/InterActiveCorp (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Elicia Acquisition Corp. C/O IAC/INTERACTIVECORP 555 W. 18TH STREET NEW YORK, NY 10011 | Â | Â X | Â | Â |
| IAC/INTERACTIVECORP 555 W. 18TH STREET NEW YORK, NY 10011 | Â | Â X | Â | Â |

Signatures

See Signatures on Exhibit 05/24/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Immediately prior to but contingent upon the closing of the initial public offering of the Issuer's Common Stock, all outstanding shares of Preferred Stock will be automatically converted, for no additional consideration, into shares of the Issuer's Common Stock.
 - (2) Reporting Person is a wholly owned subsidiary of IAC/InterActiveCorp, which has sole voting and dispositive power of the securities reported herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.