

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Clancy Thomas N.

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

10182 TELESIS COURT

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

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

SAN DIEGO, CA 92121

(City) (State) (Zip)

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	79,024 D <u>(1)</u>	0	I	Tao Venture Partners, LLC <u>(2)</u>
Common Stock	11/15/2013		U	85,000 D <u>(1)</u>	17,858	D	
Common Stock	11/15/2013		D	17,858 <u>(3)</u> D <u>(4)</u>	0	D	

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 7.88	11/15/2013		D		46,000		<u>(5)</u>	03/24/2021	Common Stock	46,000
Stock Option (right to buy)	\$ 13.06	11/15/2013		D		16,911		<u>(5)</u>	05/23/2022	Common Stock	16,911

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clancy Thomas N. 10182 TELESIS COURT SAN DIEGO, CA 92121	X			

Signatures

/s/ Thomas
Clancy

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.

(2) Mr. Clancy is the managing member of Tao Venture Partners, LLC and has voting and dispositive power with respect to these shares. Mr. Clancy disclaims beneficial ownership except to the extent of his pecuniary interest therein.

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- (3) Represents restricted stock units previously reported under Table I.
- (4) 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.
- 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.
- (5)

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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