GRAYSON BRUNS H

Form 4 June 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Issuer

X Director

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

if no longer

Check this box

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

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year)

ACTIVE NETWORK INC [ACTV]

Symbol

1(b).

(Last)

(Print or Type Responses)

GRAYSON BRUNS H

1. Name and Address of Reporting Person *

(First)

(Middle)

See Instruction

· ·			05/31/2011				Officer (give title Other (specify below)		
			Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person		
WALTHA	M, MA 02451		_				Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Tal	ole I - Non-	Derivative Sec	uritie	s Acqu	ired, Disposed of	, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securities omr Disposed of (Instr. 3, 4 an	of (D)		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	05/31/2011		C	3,991	A	(<u>1</u>)	3,991	I	ABS Investors L.L.C. (2)
Common Stock	05/31/2011		С	10,058	A	<u>(1)</u>	14,049	I	ABS Investors L.L.C. (2)
Common Stock	05/31/2011		С	1,424,946	A	<u>(1)</u>	1,424,946	I	ABS Ventures IX, L.P. (3)
Common Stock	05/31/2011		С	358,865	A	<u>(1)</u>	510,907	I	ABS Ventures

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								VI L.L.C.
Common Stock	05/31/2011	С	942,482	A	(1)	1,453,389	I	ABS Ventures VI, L.L.C.
Common Stock	05/31/2011	С	315,920	A	<u>(1)</u>	1,769,309	I	ABS Ventures VI, L.L.C.
Common Stock	05/31/2011	С	745,188	A	(1)	2,514,497	I	ABS Ventures VI, L.L.C.

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of or 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 of Number of Shares
Series B-5 Preferred Stock	(1)	05/31/2011		С	62,857	<u>(1)</u>	<u>(1)</u>	Common Stock	62,85
Series B-6 Preferred Stock	(1)	05/31/2011		С	158,407	<u>(1)</u>	<u>(1)</u>	Common Stock	158,4
Series E Preferred Stock	(1)	05/31/2011		C	1,424,946	<u>(1)</u>	<u>(1)</u>	Common Stock	1,424,9
Series B-5 Preferred	(1)	05/31/2011		С	5,651,429	<u>(1)</u>	<u>(1)</u>	Common Stock	5,651,4

Stock								
Series B-6 Preferred Stock	(1)	05/31/2011	C	14,842,240	(1)	<u>(1)</u>	Common Stock	14,842,
Series C Preferred Stock	(1)	05/31/2011	C	4,975,124	<u>(1)</u>	<u>(1)</u>	Common Stock	4,975,1
Series D Preferred Stock	<u>(1)</u>	05/31/2011	C	745,188	<u>(1)</u>	<u>(1)</u>	Common Stock	745,18

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
GRAYSON BRUNS H ABS VENTURES 950 WINTER STREET, SUITE 2600 WALTHAM, MA 02451	X						

Signatures

/s/ Kourosh Vossoughi, Attorney-in-fact 06/02/2011

**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).
- (1) Immediately prior to the closing of the initial public offering of the Issuer's Common Stock the reported shares of Preferred Stock were converted to Common Stock based on the conversion ratio as set forth in the Issuer's Certificate of Incorporation.
- (2) Mr. Grayson is the managing member of ABS Investors L.L.C. and has voting and dispositive power with respect to these shares. Mr. Grayson disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- Mr. Grayson is the managing member of Calvert Capital V LLC which is the general partner of ABS Ventures IX, L.P. and has voting (3) and dispositive power with respect to these shares. Mr. Grayson disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- Mr. Grayson is the managing member of Calvert Capital IV LLC the general partner of ABS Ventures VI, L.P. which is the sole member of ABS Ventures VI, L.L.C. and has voting and dispositive power with respect to these shares. Mr. Grayson disclaims beneficial ownership except to the extent of his pecuniary interest therein.

Remarks:

Exhibit Index

Exhibit 24 - Power of Attorney

Reporting Owners 3

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