

BALEN JOHN V
Form 4
March 02, 2012

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 *
GREEN L STEPHEN

(Last) (First) (Middle)

C/O CANAAN PARTNERS, 285 RIVERSIDE AVENUE, SUITE 250

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/29/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/29/2012 | | S | 45,986 (1) D 16.0046 (2) | \$ 5,374,985 (3) | I | See footnotes (4) (5) (6) |
| Common Stock | 03/01/2012 | | S | 92,200 (7) D 16.0004 (8) | \$ 5,282,785 (9) | I | See footnotes (4) (5) (6) |
| Common Stock | | | | | 23,546 | D | |

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

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SEC 1474 (9-02)

required to respond unless the form 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GREEN L STEPHEN C/O CANAAN PARTNERS 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT, CT 06880 | X | | | |
| BALEN JOHN V C/O CANAAN PARTNERS 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT, CT 06880 | | X | | |
| DEEPAK KAMRA C/O CANAAN PARTNERS 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT, CT 06880 | | X | | |
| KOPCHINSKY GREGORY C/O CANAAN PARTNERS 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT, CT 06880 | | X | | |
| RUSSO GUY M C/O CANAAN PARTNERS 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT, CT 06880 | | X | | |
| | | | | X |

YOUNG ERIC A
 C/O CANAAN PARTNERS
 285 RIVERSIDE AVENUE, SUITE 250
 WESTPORT, CT 06880

Charmers Landing LLC
 C/O CANAAN PARTNERS
 285 RIVERSIDE AVENUE, SUITE 250
 WESTPORT, CT 06880 X

Stonehenge LLC
 C/O CANAAN PARTNERS
 285 RIVERSIDE AVENUE, SUITE 250
 WESTPORT, CT 06880 X

Waubeeka LLC
 C/O CANAAN PARTNERS
 285 RIVERSIDE AVENUE, SUITE 250
 WESTPORT, CT 06880 X

RUDNICK SETH
 C/O CANAAN PARTNERS
 285 RIVERSIDE AVENUE, SUITE 250
 WESTPORT, CT 06880 X

Signatures

/s/ Jaime Slocum, Attorney-in-fact for each of the Reporting
 Persons

03/02/2012

__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) Consists of 45,986 shares held by Canaan VII L.P., a limited partnership of which Canaan Partners VII LLC is the general partner.

The prices reported for this transaction range from \$16.00 to \$16.0575; the reporting persons hereby agree to provide, upon request by
 (2) the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Consists of 100,156 shares held by Canaan Equity II Entrepreneurs LLC, 1,261,595 shares held by Canaan Equity II L.P., 564,346 shares
 (3) held by Canaan Equity II L.P. (QP), 63,260 shares held by Canaan Equity III Entrepreneurs LLC, 1,693,993 shares held by Canaan Equity III L.P. and 1,691,635 shares held by Canaan VII L.P.

Mr. Green, John V. Balen, Deepak Kamra, Gregory Kopchinsky, Guy M. Russo, Eric A. Young (the "Canaan II Individuals"), Charmers
 Landing LLC ("Charmers"), Stonehenge LLC ("Stonehenge") and Waubeeka LLC ("Waubeeka") are managers of Canaan Equity
 Partners II LLC which is (a) the sole Manager of Canaan Equity II Entrepreneurs LLC and (b) the sole General Partner of each of Canaan
 (4) Equity II L.P and Canaan Equity II L.P. (QP). The sole managers of Charmers, Stonehenge and Waubeeka are Mr. Green, Mr.
 Kopchinsky and Mr. Russo, respectively. Such individuals may be deemed to have shared voting, investment and dispositive power with
 respect to shares held of record by Canaan Equity II Entrepreneurs LLC, Canaan Equity II, L.P., and Canaan II, L.P. (QP), but disclaim
 beneficial ownership of all shares except to the extent of any pecuniary interest therein.

Mr. Green, John V. Balen, Deepak Kamra, Gregory Kopchinsky, Seth A. Rudnick, Guy M. Russo, and Eric A. Young are Managers of
 Canaan Equity Partners III LLC which is (a) the sole Manager of Canaan Equity III Entrepreneurs LLC and (b) the sole General Partner
 (5) of Canaan Equity III L.P. Such individuals may be deemed to have shared voting, investment and dispositive power with respect to
 shares held of record by Canaan Equity III, L.P. and Canaan Equity III Entrepreneurs LLC, but disclaim beneficial ownership of all
 shares except to the extent of any pecuniary interest therein.

(6)

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Brenton K. Ahrens, John V. Balen, Maha S. Ibrahim, Deepak Kamra, Gregory Kopchinsky, Seth A. Rudnick, Guy M. Russo, Eric A. Young, Wende Hutton and Stephen Bloch are Managers of Canaan Partners VII LLC which is the sole General Partner of Canaan VII L.P. Such individuals may be deemed to have shared voting, investment and dispositive power with respect to shares held of record by Canaan VII L.P., but disclaim beneficial ownership of all shares except to the extent of any pecuniary interest therein. Mr. Green is not a member or manager of Canaan Partners VII LLC and does not have a pecuniary interest in the shares held by Canaan VII L.P.

- (7) Consists of 92,200 shares held by Canaan VII L.P., a limited partnership of which Canaan Partners VII LLC is the general partner.
- The prices reported for this transaction range from \$16.00 to \$16.01; the reporting persons hereby agree to provide, upon request by the
- (8) staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Consists of 100,156 shares held by Canaan Equity II Entrepreneurs LLC, 1,261,595 shares held by Canaan Equity II L.P., 564,346 shares
- (9) held by Canaan Equity II L.P. (QP), 63,260 shares held by Canaan Equity III Entrepreneurs LLC, 1,693,993 shares held by Canaan Equity III L.P. and 1,599,435 shares held by Canaan VII L.P.

Remarks:

This filing is the second of three Form 4s filed by the joint filers. Multiple forms are required because there are more than ten

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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