

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)
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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.