

Landa Matthew
Form 4
January 19, 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 *
Landa Matthew

(Last) (First) (Middle)
10182 TELESIS COURT, SUITE 100
(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2012

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)
President

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 | (D) | Price | | | |
| Common Stock | 01/17/2012 | | S ⁽¹⁾ | | 64,129 | D | \$ 15.0334 <u>(2)</u> | | | |
| Common Stock | 01/17/2012 | | M | | 23,848 | A | \$ 1.96 | 23,848 | I | The Landa Family Trust utd May 18, 2007 ⁽³⁾ |
| Common Stock | 01/17/2012 | | S ⁽¹⁾ | | 23,848 | D | \$ 15.0334 <u>(2)</u> | 0 | I | The Landa Family |

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| | | | | | | | | |
|--------------|------------|------------------------|--------|---|--|--------|---|--|
| Common Stock | 01/18/2012 | M | 12,819 | A | \$ 1.96 | 12,819 | I | Trust utd May 18, 2007 ⁽³⁾ |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 12,819 | D | \$ <u>15.0093</u> ⁽⁴⁾ | 0 | I | The Landa Family Trust utd May 18, 2007 |
| Common Stock | 01/18/2012 | M | 8,717 | A | \$ 1.96 | 8,717 | I | The Landa Family Trust utd May 18, 2007 |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 8,717 | D | \$ <u>15.0093</u> ⁽⁴⁾ | 0 | I | The Landa Family Trust utd May 18, 2007 |
| Common Stock | 01/18/2012 | M | 4,046 | A | \$ 1.96 | 4,046 | I | The Landa Family Trust utd May 18, 2007 |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 4,046 | D | \$ <u>15.0093</u> ⁽⁴⁾ | 0 | I | The Landa Family Trust utd May 18, 2007 |
| Common Stock | 01/18/2012 | M | 4,118 | A | \$ 1.96 | 4,118 | I | The Landa Family Trust utd May 18, 2007 |
| Common Stock | 01/18/2012 | <u>S⁽¹⁾</u> | 4,118 | D | \$ 15.0093 | 0 | I | The Landa |

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(4)

Family
Trust utd
May 18,
2007

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

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(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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (Right to buy) | \$ 1.96 | 01/17/2012 | | M | 23,848 | 04/01/2009 ⁽⁵⁾ 04/01/2019 | Common Stock |
| Stock Option (Right to buy) | \$ 1.96 | 01/18/2012 | | M | 12,819 | 04/01/2009 ⁽⁵⁾ 04/01/2019 | Common Stock |
| Stock Option (Right to buy) | \$ 1.96 | 01/18/2012 | | M | 8,717 | ⁽⁶⁾ 01/20/2019 | Common Stock |
| Stock Option (Right to buy) | \$ 1.96 | 01/18/2012 | | M | 4,046 | ⁽⁶⁾ 02/27/2017 | Common Stock |
| Stock Option | \$ 1.96 | 01/18/2012 | | M | 4,118 | 02/21/2008 ⁽⁵⁾ 02/21/2018 | Common Stock |

(Right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Landa Matthew 10182 TELESIS COURT SUITE 100 SAN DIEGO, CA 92121 | X | | President | |

Signatures

/s/ Kourosh Vossoughi,
Attorney-in-fact

01/19/2012

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 15, 2011.
- (2) The sale prices for this transaction ranged from \$15 to \$15.24; the filer hereby agrees to provide, upon request, full information regarding the number of shares sold at each separate price.
- (3) Mr. Landa is the trustee of The Landa Family Trust utd May 18, 2007 and has voting and dispositive power with respect to these shares. Mr. Landa disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (4) The sale prices for this transaction ranged from \$15 to \$15.09; the filer hereby agrees to provide, upon request, full information regarding the number of shares sold at each separate price.
- (5) The options are immediately exercisable and vest in 48 equal monthly installments measured from the grant date.
- (6) The options are fully vested and exercisable as of the day of this report.

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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