

Landa Matthew
Form 4
May 23, 2013

FORM 4

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

OMB APPROVAL

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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
(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)
05/21/2013

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)
Common Stock					13,645	I	The Landa Family Trust utd May 18, 2007 ⁽¹⁾
Common Stock	05/21/2013		M	31,919 ⁽²⁾	A ⁽³⁾ 368,116 ⁽⁴⁾	D	
Common Stock	05/21/2013		A	253,245 ⁽⁵⁾	A \$ 0 621,361 ⁽⁴⁾	D	
Common Stock	05/21/2013		F	77,960 ⁽⁶⁾	D \$ 6.13 543,401 ⁽⁴⁾	D	

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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 Security (Instr. 3 and 4)			An or Nu of
								Date Exercisable	Expiration Date	
Performance-Based Restricted Stock Units	(3)	05/21/2013		M	31,919 <u>(3)</u>	<u>(3)</u> <u>(3)</u>	Common Stock			3

Reporting Owners

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

Signatures

/s/ Kory Vossoughi,
Attorney-in-fact 05/23/2013

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).
- (1) 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.
- (2) Acceleration of the vesting of 31,919 Performance-Based Restricted Stock Units pursuant to the terms and conditions of the Separation and Severance Agreement, dated May 21, 2013, between Mr. Landa and the Company.
- (3) Each Performance-Based Restricted Stock Units represents a contingent right to receive one share of the Company's Common Stock upon the Company's achievement of pre-established performance goals for the period ended December 31, 2014.
- (4) Includes the acceleration of 12,491 Restricted Stock Units ("RSUs") pursuant to the terms and and conditions of the Separation and Severance Agreement, dated May 21, 2013, between Mr. Landa and the Company.

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- (5) Issuance of 253,245 fully vested restricted stock awards pursuant to the terms and conditions of the Separation and Severance Agreement, dated May 21, 2013, between Mr. Landa and the Company.
- (6) Represents amount of shares withheld to satisfy tax obligations on issuance of restricted stock awards.

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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