

ACTIVE NETWORK INC  
Form S-8 POS  
March 16, 2012

As filed with the Securities and Exchange Commission on March 16, 2012

Registration No. 333-174498

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**POST EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**THE ACTIVE NETWORK, INC.**

(Exact Name of Registrant as Specified in its Charter)

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(State or Other Jurisdiction of

(I.R.S. Employer

Incorporation or Organization)

10182 Telesis Court, Suite 100

Identification No.)

San Diego, CA 92121

(Address of Principal Executive Offices)

**2002 Stock Option/Stock Issuance Plan**

(Full Title of the Plan)

**David Alberga**

**Chief Executive Officer and**

**Chairman of the Board**

**Matthew Landa**

**President and Director**

**The Active Network, Inc.**

**10182 Telesis Court, Suite 100**

**San Diego, CA 92121**

**(858) 964-3800**

(Name and Address of Agent For Service)

*Copies to:*

**Kouros Vossoughi, Esq.**

**Chief Legal Officer, General Counsel and SVP**

**David M. Eisler, Esq.**

**VP, Senior Securities and Corporate Counsel**

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**The Active Network, Inc.**

**10182 Telesis Court, Suite 100**

**San Diego, California 92121**

**Telephone: (858) 964-3800**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF SHARES**

Effective as of April 13, 2011, The Active Network, Inc. (the Registrant) adopted the 2011 Equity Incentive Award Plan ( *2011 EIP* ), which replaces the Registrant's 2002 Stock Option/Stock Issuance Plan (the *Prior Plan* ). No future awards will be made under the Prior Plan. According to the terms of the 2011 EIP, any shares subject to outstanding awards under the Registrant's Prior Plan that have expired or been cancelled or forfeited after April 13, 2011 are available for issuance under the 2011 EIP. This Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8 filed May 25, 2011 (File No. 333-174498) (the *Prior Registration Statement* ) is filed to deregister 242,383 shares previously registered under the Prior Plan, for which the Prior Registration Statements had remained in effect with respect to outstanding options previously granted under the Prior Plan. The 242,383 shares deregistered by this Post-Effective Amendment will be registered by means of a Registration Statement on Form S-8 that will be filed simultaneously with this Post-Effective Amendment. The associated registration fees previously paid on these shares under the Prior Registration Statement are carried forward to cover the registration fee necessary to register the carry-over shares issuable under the Registrant's 2011 EIP. The Prior Registration Statement otherwise continues in effect as to the balance of the shares of common stock remaining available for offer or sale pursuant thereto.

There may be additional shares of common stock registered in connection with the Prior Plan that are represented by awards under the Prior Plan that, after April 13, 2011, expire or are cancelled or forfeited without delivery of shares, or otherwise result in the return of shares to the Registrant. The Registrant intends to periodically file additional post effective amendments to the Prior Registration Statement, and additional Registration Statements on Form S-8 carrying forward such shares for issuance in connection with the 2011 EIP.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on this 16th day of March, 2012.

**THE ACTIVE NETWORK, INC.**

By: /s/ David Alberga  
 David Alberga  
 Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ David Alberga	Chief Executive Officer and Chairman of	March 16, 2012
David Alberga	the Board of Directors  (principal executive officer)	
/s/ Scott Mendel	Chief Financial Officer	March 16, 2012
Scott Mendel	(principal financial and accounting officer)	
/s/ Matthew Landa	President and Director	March 16, 2012
Matthew Landa		
*	Director	March 16, 2012
Thomas N. Clancy		
*	Director	March 16, 2012
Bruns H. Grayson		
*	Director	March 16, 2012
Stephen L. Green		
*	Director	March 16, 2012
Joseph Levin		
*	Director	March 16, 2012
Scott Schultz		

\*By: /s/ David Alberga  
David Alberga

Attorney-in-fact