

GRAYSON BRUNS H
Form 4
May 17, 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 *
GRAYSON BRUNS H

(Last) (First) (Middle)

ABS VENTURES, 950 WINTER STREET, SUITE 2600

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ACTIVE NETWORK INC [ACTV]

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

05/16/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 72,996 | I | ABS Ventures IT, L.P. ⁽¹⁾ |
| Common Stock | | | | | 1,570,939 | I | ABS Ventures IX, L.P. ⁽²⁾ |
| Common Stock | 05/16/2012 | | J ⁽³⁾ | 500,000 D \$ 0 | 1,500,000 | I | ABS Ventures VI, L.L.C. ⁽⁴⁾ |
| Common Stock | 05/16/2012 | | J ⁽³⁾ | 104,000 A \$ 0 | 104,000 | I | Calvert |

| Stock | | | | | | | | | Capital IV, L.L.C. ⁽⁴⁾ |
|--------------|------------|--|------------------|---------|---|------|--------|---|---|
| Common Stock | 05/16/2012 | | J ⁽⁵⁾ | 104,000 | D | \$ 0 | 0 | I | Calvert Capital IV, L.L.C. ⁽⁴⁾ |
| Common Stock | 05/16/2012 | | J ⁽⁶⁾ | 3,774 | D | \$ 0 | 0 | I | ABS Investors L.L.C. ⁽⁷⁾ |
| Common Stock | 05/16/2012 | | J ⁽⁸⁾ | 36,696 | A | \$ 0 | 70,271 | D | |

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

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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 Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| GRAYSON BRUNS H ABS VENTURES 950 WINTER STREET, SUITE 2600 WALTHAM, MA 02451 | X | | | |

Signatures

Bruns Grayson

05/17/2012

**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) Mr. Grayson is the president of Calvert Capital Management Company, the sole member of Calvert Capital VI LLC which is the general partner of ABS Ventures IT, L.P. and has voting and dispositive power with respect to these shares. Mr. Grayson disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(2) Mr. Grayson is the managing member of Calvert Capital V LLC, which is the general partner of ABS Ventures IX, L.P. and has voting and dispositive power with respect to these shares. Mr. Grayson disclaims beneficial ownership except to the extent of his pecuniary interests therein.

(3) Pro rata distribution of 500,000 shares from ABS Ventures VI, L.L.C. to its members. 104,000 of these shares were distributed to Calvert Capital IV, LLC, of which Mr. Grayson is the managing member.

(4) Mr. Grayson is the managing member of Calvert Capital IV L.L.C., the general partner of ABS Ventures VI, L.P. which is the sole member of ABS Ventures VI, L.L.C., and has voting and dispositive power with respect to these shares. Mr. Grayson disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(5) Pro rata distribution of 104,000 shares from Calvert Capital IV, L.L.C. to its members. 32,922 of these shares were distributed to Mr. Grayson.

(6) Distribution of 3,774 shares from ABS Investors, L.L.C. to Mr. Grayson.

(7) Mr. Grayson is the managing member of ABS Investors L.L.C. and has voting and dispositive power with respect to these shares. Mr. Grayson disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(8) Includes (1) pro rata distribution of 104,000 shares from Calvert Capital IV, L.L.C. to its members, of which 32,922 shares were distributed to Mr. Grayson, and (2) the distribution of 3,774 shares from ABS Investors, L.L.C. to Mr. Grayson.

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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