

ACTIVE NETWORK INC
Form 3
May 24, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

<p>1. Name and Address of Reporting Person * ^ Elicia Acquisition Corp. (Last) (First) (Middle)</p> <p>C/O IAC/INTERACTIVECORP, ^ 555 W. 18TH STREET (Street)</p> <p>NEW YORK, ^ NY ^ 10011 (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year) 05/24/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol ACTIVE NETWORK INC [ACTV]</p>	<p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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.