

GRAYSON BRUNS H

Form 4

June 02, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(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)

05/31/2011

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/31/2011		C		3,991	A	<u>11</u> 3,991	I	ABS Investors L.L.C. <u>(2)</u>
Common Stock	05/31/2011		C		10,058	A	<u>11</u> 14,049	I	ABS Investors L.L.C. <u>(2)</u>
Common Stock	05/31/2011		C		1,424,946	A	<u>11</u> 1,424,946	I	ABS Ventures IX, L.P. <u>(3)</u>
Common Stock	05/31/2011		C		358,865	A	<u>11</u> 510,907	I	ABS Ventures

Common Stock	05/31/2011	C	942,482	A	<u>(1)</u>	1,453,389	I	VI L.L.C. <u>(4)</u>
Common Stock	05/31/2011	C	315,920	A	<u>(1)</u>	1,769,309	I	ABS Ventures VI, L.L.C. <u>(4)</u>
Common Stock	05/31/2011	C	745,188	A	<u>(1)</u>	2,514,497	I	ABS Ventures VI, L.L.C. <u>(4)</u>

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

**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.**

SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Series B-5 Preferred Stock	<u>(1)</u>	05/31/2011		C	62,857	<u>(1)</u> <u>(1)</u>	Common Stock 62,857
Series B-6 Preferred Stock	<u>(1)</u>	05/31/2011		C	158,407	<u>(1)</u> <u>(1)</u>	Common Stock 158,407
Series E Preferred Stock	<u>(1)</u>	05/31/2011		C	1,424,946	<u>(1)</u> <u>(1)</u>	Common Stock 1,424,946
Series B-5 Preferred	<u>(1)</u>	05/31/2011		C	5,651,429	<u>(1)</u> <u>(1)</u>	Common Stock 5,651,429

## Stock

## Series

B-6 Preferred Stock	<u>(1)</u>	05/31/2011	C	14,842,240	<u>(1)</u>	<u>(1)</u>	Common Stock	14,842,240
Series C Preferred Stock	<u>(1)</u>	05/31/2011	C	4,975,124	<u>(1)</u>	<u>(1)</u>	Common Stock	4,975,124
Series D Preferred Stock	<u>(1)</u>	05/31/2011	C	745,188	<u>(1)</u>	<u>(1)</u>	Common Stock	745,188

## 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

/s/ Kourosh Vossoughi,  
Attorney-in-fact

06/02/2011

\_\_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) Immediately prior to the closing of the initial public offering of the Issuer's Common Stock the reported shares of Preferred Stock were converted to Common Stock based on the conversion ratio as set forth in the Issuer's Certificate of Incorporation.

(2) 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.

(3) 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 interest therein.

(4) Mr. Grayson is the managing member of Calvert Capital IV LLC 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.

### Remarks:

Exhibit Index

Exhibit 24 - Power of Attorney

## Edgar Filing: GRAYSON BRUNS H - Form 4

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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