

GRAYSON BRUNS H
Form 4
June 07, 2011

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)

06/03/2011

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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	06/03/2011		C		72,996 ⁽¹⁾	A	\$ 16 72,996	I	ABS Ventures IT, L.P. ⁽²⁾
Common Stock	06/03/2011		C		145,993 ⁽³⁾	A	\$ 16 1,570,939	I	ABS Ventures IX, L.P. ⁽⁴⁾
Common Stock							14,049	I	ABS Investors L.L.C. ⁽⁵⁾
Common Stock							2,514,497	I	ABS Ventures

VI, L.L.C.
(6)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Convertible Promissory Note	\$ 16	06/03/2011		C	72,825	09/29/2009	09/29/2011	Common Stock	72,825
Convertible Promissory Note	\$ 16	06/03/2011		C	145,651	09/29/2009	09/29/2011	Common Stock	145,651

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 06/07/2011

**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) Consists of 72,825 shares of common stock issuable upon conversion of the Convertible Promissory Note as previously reported and 171 shares of common stock representing conversion of additional accrued but unpaid interest.

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.

(3) Consists of 145,651 shares of common stock issuable upon conversion of the Convertible Promissory Note as previously reported and 342 shares of common stock representing conversion of additional accrued but unpaid interest.

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.

(5) 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.

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.

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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