ACTIVE NETWORK INC
Form 10-Q
November 05, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
FOR THE QUARTERLY PERIOD ENDED September 30, 2013

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
FOR THE TRANSITION PERIOD FROM TO

Commission file number: 001-35187

The Active Network, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**33-0884962**
(State or Other Jurisdiction of	**(I.R.S. Employer**
Incorporation or Organization)	**Identification No.)**

10182 Telesis Court

San Diego, California 92121

(Address of Principal Executive Offices) (Zip Code)

(858) 964-3800

(Registrant s Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether 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 , smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ¨ Yes x No

As of October 28, 2013, the registrant had 64,737,183 shares of Common Stock ($0.001 par value) outstanding.

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The Active Network, Inc.

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PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

THE ACTIVE NETWORK, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except par value)

	September 30, 2013 (Unaudited)	December 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 103,330	$ 58,493
Restricted cash	308	1,145
Registrations receivable	22,580	16,260
Accounts receivable, net	51,774	51,363
Inventories	3,918	4,809
Prepaid expenses and other current assets	10,548	8,922
Total current assets	192,458	140,992
Property and equipment, net	42,500	41,236
Software development costs, net	49,073	51,151
Goodwill	242,869	243,716
Intangible assets, net	46,564	62,806
Other long-term assets	2,600	2,569
Total assets	$ 576,064	$ 542,470
Liabilities and stockholders equity		
Current liabilities:		
Accounts payable	$ 3,107	$ 8,174
Registration fees payable	88,125	61,272
Accrued expenses	51,669	38,865
Deferred revenue	69,715	66,846
Capital lease obligations, current portion	2,278	2,774
Other current liabilities	3,495	4,373
Total current liabilities	218,389	182,304
Capital lease obligations, net of current portion	1,088	2,462
Other long-term liabilities	5,690	6,192

Deferred tax liability		21,427		19,065
Total liabilities		246,594		210,023
Commitments and contingencies (Note 14)				
Stockholders equity:				
Preferred stock, $0.001 par value authorized, 100,000 shares; no shares issued and outstanding				
Common stock, $0.001 par value authorized, 1,000,000; issued, 65,303 and 60,670; outstanding, 63,528 and 60,894		64		62
Treasury stock (at cost, 1,776 shares)		(11,959)		(11,959)
Additional paid-in capital		676,592		653,694
Accumulated other comprehensive income		8,052		8,934
Accumulated deficit		(343,279)		(318,284)
Total stockholders equity		329,470		332,447
Total liabilities and stockholders equity	$	576,064	$	542,470

The accompanying Notes are an integral part of these Unaudited Condensed Consolidated Financial Statements.

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THE ACTIVE NETWORK, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(Unaudited)

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Net Revenue:				
Technology revenue	$ 104,407	$ 96,170	$ 318,870	$ 288,445
Marketing services revenue	13,128	13,049	37,036	36,776
Total net revenue	117,535	109,219	355,906	325,221
Cost of net revenue:				
Cost of technology revenue	50,896	45,571	156,355	142,038
Cost of marketing services revenue	916	1,826	3,131	5,257
Total cost of net revenue	51,812	47,397	159,486	147,295
Gross profit	65,723	61,822	196,420	177,926
Operating expenses:				
Sales and marketing	25,307	24,154	79,281	73,462
Research and development	20,703	20,624	63,375	62,954
General and administrative	20,441	15,862	61,980	49,309
Amortization of intangibles	3,956	5,492	12,396	16,780
Total operating expenses	70,407	66,132	217,032	202,505
Loss from operations	(4,684)	(4,310)	(20,612)	(24,579)
Interest income	13	23	44	73
Interest expense	(151)	(239)	(486)	(480)
Other income (expense), net	431	486	(592)	1,363
Loss before provision for income taxes	(4,391)	(4,040)	(21,646)	(23,623)
Provision for income taxes	904	1,982	3,349	5,062
Net loss attributable to common stockholders	$ (5,295)	$ (6,022)	$ (24,995)	$ (28,685)
Net loss per share attributable to common stockholders:				
Basic	$ (0.08)	$ (0.10)	$ (0.40)	$ (0.49)
Diluted	$ (0.08)	$ (0.10)	$ (0.40)	$ (0.49)

Weighted-average shares used to compute net loss per share attributable to common stockholders:				
Basic	62,757	59,444	61,718	58,259
Diluted	62,757	59,444	61,718	58,259

The accompanying Notes are an integral part of these Unaudited Condensed Consolidated Financial Statements.

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THE ACTIVE NETWORK, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(In thousands)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net loss	$ (5,295)	$ (6,022)	$ (24,995)	$ (28,685)
Other comprehensive income (loss):				
Foreign currency translation	675	1,483	(882)	1,446
Total other comprehensive income (loss)	675	1,483	(882)	1,446
Comprehensive loss	$ (4,620)	$ (4,539)	$ (25,877)	$ (27,239)

The accompanying Notes are an integral part of these Unaudited Condensed Consolidated Financial Statements.

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THE ACTIVE NETWORK, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Nine Months Ended September 30,	
	2013	**2012**
Operating activities		
Net loss	$ (24,995)	$ (28,685)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	30,311	23,995
Amortization of intangible assets	15,970	21,132
Stock-based compensation expense	19,086	11,992
Allowance for doubtful accounts, net of write-offs	(156)	(410)
Deferred tax liability	2,391	3,046
Amortization of acquisition-related costs	(779)	(898)
Gain on contingent consideration		(1,123)
Change in operating assets and liabilities, net of effect of acquisitions:		
Restricted cash	837	627
Registrations receivable	(6,321)	(4,274)
Accounts receivable	(453)	(2,483)
Inventories	891	(1,831)
Prepaid expenses and other assets	(1,680)	(2,692)
Accounts payable	(4,755)	(1,290)
Registration fees payable	26,854	252
Accrued expenses	15,639	4,706
Deferred revenue	3,105	13,914
Other liabilities	(329)	1,170
Net cash provided by operating activities	75,616	37,148
Investing activities		
Purchases of property and equipment	(16,690)	(12,665)
Capitalized software development	(16,266)	(17,194)
Cash paid for acquisitions, net of cash acquired		(38,037)
Net cash used in investing activities	(32,956)	(67,896)
Financing activities		
Proceeds from issuance of common stock	5,444	9,247
Payments on capital lease obligations	(1,869)	(3,552)
Payments of employee tax withholdings from equity transactions	(1,896)	

Proceeds from long-term debt		5,000
Repayment of long-term debt		(10,000)
Net cash provided by financing activities	1,679	695
Effect of exchange rates on cash	498	(147)
Net increase (decrease) in cash and cash equivalents	44,837	(30,200)
Cash and cash equivalents at beginning of period	58,493	108,699
Cash and cash equivalents at end of period	$ 103,330	$ 78,499
Supplemental disclosures of cash flow information		
Cash paid during the period for interest	$ 398	$ 378
Cash paid during the period for taxes	$ 524	$ 922
Supplemental disclosures of noncash financing and investing activities		
Acquisition of property and equipment under capital leases	$	$ 1,334
Fixed asset purchases included in accounts payable and accrued expenses	$ 739	$ 2,025

The accompanying Notes are an integral part of these Unaudited Condensed Consolidated Financial Statements.

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The Active Network, Inc.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Business

The Active Network, Inc., a Delaware corporation, and its subsidiaries (Active or the Company), provide cloud computing applications for Activity and Participant Management that form an online network connecting a fragmented and diverse group of activity and event organizers with a large base of potential participants. The Company s technology platform transforms the way organizers manage their activities and events by automating online registrations and streamlining other critical management functions, while driving consumer participation to their activities and events.

Pending Merger with Vista Equity Partners

On September 28, 2013, Active, Athlaction Holdings, LLC, a Delaware limited liability company (Parent), and Athlaction Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent (Purchaser), entered into an Agreement and Plan of Merger (the Merger Agreement). Parent and Purchaser are beneficially owned by affiliates of Vista Equity Partners Fund III, L.P. and Vista Equity Partners Fund IV, L.P. (collectively, Vista). Pursuant to the Merger Agreement, upon the terms and subject to the conditions thereof, Vista commenced a tender offer (the Offer) on October 8, 2013 to acquire all of the outstanding shares of common stock of the Company, $0.001 par value per share (the Shares), at a purchase price of $14.50 per Share in cash (the Offer Price), without interest.

The consummation of the Offer is conditioned on among other things (i) there having been validly tendered and not validly withdrawn Shares that represent one more than 50% of the total number of Shares outstanding on a fully diluted basis at the time of the expiration of the Offer, (ii) expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (HSR Act) and (iii) the receipt of proceeds by Parent under certain financing agreements. On October 21, 2013, the waiting period under the HSR Act applicable to the Offer was terminated, and accordingly, the condition relating to the expiration or termination of the HSR Act waiting period has been satisfied.

Following the consummation of the Offer and subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement and in accordance with the relevant provisions of the Delaware General Corporation Law (the DGCL) and other applicable laws, Purchaser will be merged with and into the Company (the Merger), with the Company continuing as the surviving corporation and a wholly owned subsidiary of Parent, at which time each outstanding Share (other than Shares owned by Parent, Purchaser or the Company, or any of their respective wholly owned subsidiaries, or Shares with respect to which appraisal rights are properly exercised under Delaware law) will be converted into the right to receive an amount in cash equal to the Offer Price, without interest.

The Merger Agreement contains certain termination rights of Vista and Active and provides that, upon the termination of the Merger Agreement under specified circumstances, Active would be required to pay Vista a termination fee of $32.0 million.

2. Basis of Presentation

The unaudited condensed consolidated financial statements include the accounts of Active and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

The unaudited condensed consolidated financial statements have been prepared by the Company, and reflect all adjustments, consisting only of normal recurring adjustments, that are, in the opinion of management, necessary for the fair presentation of the Company s financial position, results of operations, comprehensive loss and cash flows for the interim periods presented. The unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and in accordance with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, these statements do not include all information and footnotes required by GAAP for annual consolidated financial statements, and should be read in conjunction with our audited consolidated financial statements as of and for the fiscal year ended December 31, 2012 contained in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 27, 2013. The unaudited condensed consolidated financial statements prepared in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

The results of operations for the three and nine months ended September 30, 2013 are not necessarily indicative of the operating results to be expected for the full fiscal year or future operating periods.

3. Summary of Significant Accounting Policies

The Company s significant accounting policies and recent accounting pronouncements were described in Note 2 to its consolidated financial statements included in its 2012 Annual Report on Form 10-K for the fiscal year ended December 31, 2012. There have been no significant changes in the Company s accounting policies since December 31, 2012 other than as presented below.

4. Recent Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board (FASB) issued an update to the reporting of reclassifications out of accumulated other comprehensive income. The guidance requires an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income (loss) if the amount being reclassified is required under GAAP to be reclassified in its entirety to net income (loss). For other amounts that are not required under GAAP to be reclassified in their entirety from accumulated other comprehensive income to net income (loss) in the same reporting period, an entity is required to cross-reference other disclosures required under GAAP that provide additional detail about those amounts. This accounting standard became effective for the Company beginning in the first quarter of fiscal 2013, and its adoption did not have an impact on the Company s consolidated financial statements.

In July 2013, the FASB issued a new accounting standard that will require the presentation of certain unrecognized tax benefits as reductions to deferred tax assets rather than as liabilities in the consolidated balance sheets when a net operating carryforward, a similar tax loss or a tax credit carryforward exists. The Company will be required to adopt this new standard on a prospective basis in the first quarter of fiscal 2014; however, early adoption is permitted as is a retrospective application. The Company is currently evaluating the timing, transition method and impact of this new standard on its consolidated results of operations and financial condition.

5. Business Combination

Acquisition of StarCite, Inc.

On December 30, 2011, the Company completed its acquisition of all of the outstanding shares of StarCite, Inc. (StarCite), a provider of a technology platform that delivers content and services for meetings and event planning to corporations, hotels, venues and meetings suppliers for total consideration of $57.4 million. The acquisition enables the Company to provide an integrated solution for the events space and broaden its customer base.

Total consideration comprised $38.1 million in cash, 1,350,000 shares of common stock with a fair value of approximately $18.4 million and 150,000 shares of contingently issuable common stock with an acquisition date fair value of approximately $1.1 million to be issued in the event that the Company s shares of common stock did not close trading at or above $15.00 per share for at least three consecutive days at any time during the sixty day period following the effective date of a registration statement filed to register the shares issued, pursuant to the agreement and plan of merger.

The Company s common stock traded at or above $15.00 per share for three consecutive days subsequent to April 11, 2012, the effective registration date of the shares; accordingly the contingently issuable shares were not issuable to the former StarCite security holders. Immediately prior to the effective date of the registration statement, the estimated fair value of the contingent consideration was approximately $38,000. The change in the estimated fair value of the contingent consideration was recorded in other income in the Company s unaudited condensed consolidated statements of operations and the remaining fair value was transferred from other current liabilities to equity.

The acquisition agreement included an initial escrow of approximately $0.3 million in cash to cover potential expenses of the security holders agent and 300,000 common shares valued at approximately $4.1 million, based on the closing price of the Company s common stock on the last trading day of fiscal 2011 to satisfy any claims under the indemnification provisions of the agreement for a period of 12 months following the acquisition date. During the year ended December 31, 2012, 20,320 escrow shares valued at approximately $0.3 million were cancelled in order to satisfy indemnification claims related to the acquisition, 34,197 escrow shares valued at $0.5 million were set aside by

the Company as a share reserve to satisfy unresolved indemnification claims related to the acquisition and 245,483 shares were issued and released from escrow. The cancellation of the shares was recorded as a purchase price adjustment with a corresponding reduction to goodwill, as the estimated fair value of assets acquired and liabilities assumed was preliminary.

The estimated fair values of assets acquired and liabilities assumed for the StarCite acquisition, are as follows (in thousands):

Cash	$ 572
Restricted cash	692
Accounts receivable	14,566
Prepaid and other assets	1,301
Fixed assets	1,912
Goodwill	21,690
Intangible assets	36,500
Accounts payable	(1,398)
Accrued expenses	(5,459)
Deferred revenue	(11,286)
Capital lease obligations	(480)
Other liabilities	(528)
Unfavorable leases	(695)
Total purchase price	$ 57,387

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The acquisition was accounted for as a purchase business combination. The following table summarizes the identifiable intangible assets acquired as of the date of the acquisition (dollars in thousands):

	Gross Amount at Acquisition Date	Amortization Period
Trademarks	$ 5,100	9 years
Customer relationships	17,300	9 years
Customer contracts	6,800	3 years
Complete technology	6,500	9 years
Non-compete agreements	800	1 year
Total intangible assets	$ 36,500	

Goodwill of $21.7 million, none of which is deductible for tax purposes, represents the excess of the purchase price over the estimated fair value assigned to tangible and identifiable intangible assets acquired and liabilities assumed from StarCite. The carrying amount of goodwill is allocated to the technology operating segment of the Company.

6. Fair Value Measurements

FASB guidance for fair value measurements clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the guidance establishes a three-tier value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs other than the quoted prices in active markets that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the Company to develop its own assumptions. This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value.

The Company s financial assets and liabilities that are measured at fair value on a recurring basis were insignificant at September 30, 2013 and December 31, 2012.

7. Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable is as follows (in thousands):

	September, 30 2013	December 31, 2012
Accounts receivable	$ 52,920	$ 52,353
Less: Allowance for doubtful accounts	(1,146)	(990)
Accounts receivable, net	$ 51,774	$ 51,363

Allowances for doubtful accounts are established based on various factors including individual accounts receivable over a specific aging, historical payments, and current economic trends. The Company reviews its allowances by assessing individual accounts receivable over a specific aging and amount, and all other balances on a pooled basis based on historical collection experience. Accounts receivable are written off on a case-by-case basis, net of any amounts that may be collected.

8. Property and Equipment

Property and equipment is as follows (in thousands):

	September 30, 2013	December 31, 2012
Computer and software	$ 92,133	$ 80,521
Furniture and fixtures	10,776	10,307
Leasehold improvements	7,702	6,485
Property and equipment	110,611	97,313
Less: Accumulated depreciation	(68,111)	(56,077)
Property and equipment, net	$ 42,500	$ 41,236

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Depreciation expense was $4.1 million and $3.9 million for the three months ended September 30, 2013 and 2012, respectively, and $12.3 million and $11.6 million for the nine months ended September 30, 2013 and 2012, respectively.

Included in fixed assets are $14.5 million of equipment under capital leases at September 30, 2013 and December 31, 2012. Accumulated amortization of assets under capital leases totaled $9.6 million and $7.9 million at September 30, 2013 and December 31, 2012, respectively.

9. Software Development Costs

Capitalized software development costs are as follows (in thousands):

	September 30, 2013	December 31, 2012
Software development costs	$ 104,945	$ 89,221
Less: Accumulated amortization	(55,872)	(38,070)
Software development costs, net	$ 49,073	$ 51,151

Amortization expense was $6.2 million and $4.2 million for the three months ended September 30, 2013 and 2012, respectively, and $18.0 million and $12.4 million for the nine months ended September 30, 2013 and 2012, respectively.

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10. Goodwill

The change in the carrying amount of goodwill for the nine months ended September 30, 2013 is as follows (in thousands):

	Technology	Marketing Services	Total
Balance at December 31, 2012	$ 230,998	$ 12,718	$ 243,716
Effect of exchange rate changes	(847)		(847)
Balance at September 30, 2013	$ 230,151	$ 12,718	$ 242,869

11. Intangible Assets

Intangible assets are amortized using a combination of straight-line and accelerated methods based on the expected cash flows from the assets.

Certain of the Company s intangible assets were recorded in foreign currencies and both the gross carrying amounts and accumulated amortization are subject to foreign exchange adjustments. The carrying values of amortized intangible assets are as follows (in thousands):

	September 30, 2013			December 31, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intellectual property	$ 24,353	$ (17,308)	$ 7,045	$ 24,800	$ (14,124)	$ 10,676
Non-compete agreements	2,098	(1,357)	741	2,098	(832)	1,266
Customer relationships	44,132	(16,074)	28,058	44,132	(11,256)	32,876
Trade names	12,920	(5,087)	7,833	13,385	(4,113)	9,272
Customer contracts	27,997	(25,110)	2,887	46,888	(38,172)	8,716
Intangible assets	$ 111,500	$ (64,936)	$ 46,564	$ 131,303	$ (68,497)	$ 62,806

Amortization of intellectual property is recorded in cost of revenue, while the amortization of other acquired intangible assets is included in operating expenses. The following table summarizes the classification of amortization expense of acquired intangible assets for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Cost of technology revenue	$ 1,166	$ 1,323	$ 3,530	$ 4,034
Cost of marketing services revenue	15	85	44	318
Operating expenses	3,956	5,492	12,396	16,780

Total amortization of acquired intangible assets	$ 5,137	$ 6,900	$ 15,970	$ 21,132

12. Accrued Expenses

The following table presents the detail of accrued expenses for the periods presented (in thousands):

	September 30, 2013	December 31, 2012
Accrued compensation	$ 24,088	$ 14,569
Sales and other foreign taxes	7,468	6,065
Accrued rebates	4,719	4,234
Other accrued expenses	15,394	13,997
Accrued expenses	$ 51,669	$ 38,865

13. Long-Term Debt

In December 2011, the Company entered into a five-year, senior secured revolving credit facility, with certain institutional lenders, for an initial aggregate principal amount of $50 million (the Credit Facility). The Company has the ability to issue up to $15 million for letters of credit and $5 million for swing line loans under the Credit Facility. The Credit Facility also includes an accordion feature which allows the Company, subject to certain terms and conditions, to increase the lending commitments by up to $25 million. The Credit Facility has a maturity date of December 16, 2016, but the outstanding amounts may be prepaid at any time without penalty or premium (except for certain customary break funding payments in connection with LIBOR loans) and is available to fund acquisitions and ongoing operations.

In July 2012, the Company amended the Credit Facility by increasing the aggregate principal amount to $100 million, increasing the ability to issue letters of credit up to $25 million and increasing the accordion feature up to $50 million.

Any advance under the Credit Facility will accrue interest at rates per annum that are equal to, based on certain conditions, either (a) 1.5% above the applicable LIBOR rate, or (b) 0.5% above (i) the greatest of (x) the prime rate, (y) the federal funds effective rate plus 0.5% or (z) a daily rate equal to one-month LIBOR plus 1.00%. The unused portion of the Credit Facility will also be subject to an unused fee that will be calculated at a per annum rate of 0.25%. The interest rate under the Credit Facility was 1.75% and 1.81% as of September 30, 2013 and December 31, 2012, respectively.

Under the Credit Facility, the Company is required to comply with certain financial covenants and ratios, including a quarterly consolidated leverage ratio of consolidated funded indebtedness to EBITDA of not more than 2.5 to 1.0 and a quarterly consolidated fixed charge coverage ratio of not less than 1.5 to 1.0. Substantially all of the Company s tangible and intangible assets are considered collateral security under the secured Credit Facility. As of September 30, 2013 and December 31, 2012, the Company was in compliance with all specified financial covenants and ratios.

The Company had no amount outstanding under the Credit Facility as of September 30, 2013 and December 31, 2012. Amounts available under the Credit Facility were $94.2 million and $93.9 million as of September 30, 2013 and December 31, 2012, respectively, net of $5.8 million and $6.1 million in outstanding letters of credit, respectively.

14. Commitments and Contingencies

Operating Leases

The Company leases its office and datacenter facilities under non-cancelable leases that expire at various times through 2021. The Company is also responsible for certain real estate taxes, utilities and maintenance costs on its office facilities. Rent expense was approximately $3.3 million and $3.7 million for the three months ended September 30, 2013 and 2012, respectively, and $10.4 million and $10.7 million for the nine months ended September 30, 2013 and 2012, respectively.

Guarantees

The Company enters into arrangements with third-party customers to guarantee performance by the Company. The Company may provide a corporate guarantee, irrevocable letter of credit, surety bond or any other form of guarantee acceptable to the third-party customer. As of September 30, 2013 and December 31, 2012, the Company had guarantees of $5.8 million and $7.2 million, respectively.

Self-Insured Health Plan

The Company is generally self-insured for losses and liabilities related to health benefits. The Company s self-insurance accruals are based on estimates, and while the Company believes that the amounts accrued are adequate, the ultimate claims may be in excess of the amounts provided. The Company s accrued health benefits liability was $1.3 million and $1.2 million at September 30, 2013 and December 31, 2012, respectively.

Sales and Use Tax

In the normal course of business, the Company is subject to sales and use tax audits in certain states. As a result, the Company records a liability for sales and use taxes and evaluates the adequacy of such amounts each reporting period. At September 30, 2013 and December 31, 2012, the Company maintained a liability for sales and use taxes of approximately $5.0 million and $5.1 million, respectively.

In June 2013, the Company was notified by the Texas Comptroller of Public Accounts that it had concluded its sales and use tax audit for the periods of April 1, 2009 through June 30, 2012. In July 2013, the Company was notified by the New York State Department of Taxation and Finance that it had concluded its sales and use tax audit for the periods of June 1, 2010 through February 28, 2013. Based on the results of these audits, the Company reduced its sales and use tax liability by approximately $1.0 million and $1.6 million, during the three and nine months ended September 30, 2013, respectively, which the Company recorded as a reduction to its operating expenses on its unaudited condensed consolidated financial statements.

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Indemnification

The Company enters into indemnification arrangements in the ordinary course of business. Pursuant to these arrangements, the Company indemnifies, holds harmless and agrees to reimburse the indemnified parties for losses suffered or incurred by the indemnified party, in connection with any trade secret, copyright, patent or other intellectual property infringement claim by any third-party with respect to its technology. The term of these indemnification agreements is generally perpetual any time after the execution of the agreement. The maximum potential amount of future payments the Company could be required to make under these agreements is not determinable because it involves claims that may be made against the Company in the future, but have not yet been made. The Company has not incurred costs to defend lawsuits or settle claims related to these indemnification agreements.

The Company indemnifies its officers and directors under the terms of indemnity agreements entered into with them, as well as pursuant to the Company s certificate of incorporation, bylaws and applicable Delaware law.

Penalty Accruals

The Company maintains a liability of $1.1 million and $1.5 million at September 30, 2013 and December 31, 2012, respectively, as a result of the potential exposure for penalties from its customers for various technical disruptions. The Company estimates the penalty accrual based on specific identification and the Company s historical experience.

Separation Arrangements

On May 1, 2013, Matthew Landa resigned from his position as Chief Executive Officer of the Company effective April 30, 2013 and David Alberga resigned from his position as Executive Chairman of the Company and Chairman of the Board of Directors of the Company effective April 30, 2013. Mr. Alberga remains a member of the Company s Board of Directors.

In connection with their separations, Mr. Landa and Mr. Alberga received or are entitled to certain termination benefits including severance payments equal to twelve months of their base salaries, prorated annual target bonus payments, health coverage for twelve months from the date of termination, acceleration of certain unvested stock-based awards and an extension to exercise vested stock-based awards. The Company recorded severance charges of approximately $7.2 million during the quarter ended June 30, 2013. The Company will record an additional $665,000 of stock-based compensation expense for Mr. Alberga over his remaining one-year term as a member of the Company s Board of Directors.

On August 1, 2013, Kory Vossoughi resigned from his position as Chief Legal Officer, General Counsel and Secretary of the Company effective July 30, 2013. In connection with his retention agreement, Mr. Vossoughi received or is entitled to certain payments and benefits including a severance payment equal to twelve months of his base salary, prorated annual target bonus payment, health coverage for twelve months from the date of separation, acceleration of certain unvested stock-based awards and an extension to exercise vested stock-based awards. The Company recorded severance charges of approximately $1.0 million during the quarter ended September 30, 2013.

15. Legal Proceedings

From time to time, the Company is involved in disputes, litigation and other legal actions. The Company records a charge equal to at least the minimum estimated liability for a loss contingency only when both of the following conditions are met: (i) information available prior to issuance of the financial statements indicates that it is probable

that an asset had been impaired or a liability had been incurred at the date of the financial statements, and (ii) the range of loss can be reasonably estimated. The actual liability in any such matters may be materially different from the Company s estimates, which could result in the need to adjust the liability and record additional expenses. The Company is not aware of any pending or threatened litigation that is reasonably likely to have a material adverse effect on our results of operations, financial position or liquidity.

Pending Merger Litigation

On October 4, 2013, a putative stockholder class action was filed in the Superior Court of the State of California, County of San Diego captioned *D Ambrosia v. The Active Network, Inc., et al.*, seeking to enjoin the transactions, including the Offer and the Merger. The complaint names the Company and the members of the Company Board as defendants. The complaint also names Vista Equity Partners, Parent, and Purchaser as defendants. The complaint generally alleges, among other things, that the members of the Company Board breached their fiduciary duties to the Company s stockholders by agreeing to sell the Company to Vista for an unfair price and pursuant to an unfair process, agreeing to certain provisions in the Merger Agreement that purportedly deter alternative bids for the Company, and putting their personal interests ahead of the interests the Company s stockholders. The complaint also alleges that the Company and Vista aided and abetted the alleged breaches of fiduciary duty by the members of the Company Board. The complaint seeks injunctive relief, monetary damages, an award of attorneys fees and other fees and costs, in addition to other relief.

On October 8, 2013, a second putative stockholder class action complaint was filed in the Superior Court of the State of California, County of San Diego, captioned *Bushansky v. The Active Network, Inc., et al.*, seeking to enjoin the transactions, including the Offer and the Merger. The complaint names the Company and certain members of the Company Board as defendants. The complaint generally alleges, among other things, that the Company s directors breached their fiduciary duties to the Company s stockholders by, among other things, failing to take steps to maximize the value of the Company to its public stockholders, properly value the Company and protect against purported conflicts of interests in connection with the proposed sale of the Company. The complaint seeks injunctive relief, monetary damages, an award of attorneys fees and other costs and expenses and, in the event the proposed sale is consummated, rescission and compensatory damages. On October 11, 2013, the complaint in the *Bushansky* action was amended to, among other things, add allegations that the members of the Company Board breached their fiduciary duties to stockholders of the Company because the Schedule 14D-9 purportedly fails to provide the Company s stockholders with all material information necessary to make an informed decision whether to tender their shares.

On October 15, 2013, a putative stockholder class action was filed in the Superior Court of the State of California, County of San Diego captioned *Gupta v. The Active Networks, Inc., et al*, seeking to enjoin the Transactions, including the Offer and the Merger. The complaint names the Company and the members of the Company Board as defendants. The complaint also names Vista Equity Partners, Parent, and Purchaser as defendants. The complaint generally alleges, among other things, that the members of the Company Board breached their fiduciary duties to the Company s stockholders by agreeing to sell the Company to Vista for an unfair price and pursuant to an unfair process, agreeing to certain provisions in the Merger Agreement that purportedly deter alternative bids for the Company, putting their personal interests ahead of the interests the Company s stockholders, and failing to fully disclose to the Company s stockholders all material information necessary to make an informed decision regarding whether to tender their Shares. The complaint also alleges that the Company, Vista Equity Partners, Parent, and Purchaser aided and abetted the alleged breaches of fiduciary duty by the members of the Company Board. The complaint seeks injunctive relief, rescission, monetary damages, an award of attorneys fees and other fees and costs, in addition to other relief.

The Company has completed a review of these matters and believes the asserted claims against the Company are without merit, and the Company is defending the claims vigorously. While the Company believes there is no legal basis for the claims, due to the uncertainty surrounding the litigation process, the Company is unable, at this time, to reasonably predict the ultimate outcome of the above matters or estimate the possible loss or range of losses, if any, which may be incurred.

Monster Litigation

On December 16, 2011, Monster Worldwide, Inc. (Monster) filed a complaint in the United States District Court for the Southern District of New York against a former Monster employee and current Active executive (the Active Executive). The complaint asserted various claims contending that the Active Executive violated the non-solicitation terms in certain of the Active Executive s agreements with Monster by soliciting and hiring two former technology employees of Monster who are current employees of the Company.

On February 7, 2012, Monster filed an amended complaint to add additional allegations, and on June 7, 2012, Monster filed a second amended complaint to add allegations and claims against (1) Active; and (2) a second former Monster employee and current Active employee. The claims against this employee were similar to the claims alleged in the original complaint against the Active Executive and arose from alleged violations of this second employee s non-solicitation agreement with Monster claiming the second employee solicited for hire a third former employee of Monster that is a current employee of the Company. The Company was added as a defendant to the complaint resulting from allegations by Monster that it interfered with the non-solicitation agreements by hiring the three former employees of Monster. Additionally, the second amended complaint included a new claim for breach of fiduciary duty against the Active Executive.

On February 27, 2013, the parties entered into a settlement and general release agreement, releasing all claims against Active and its employees in exchange for a cash settlement of $1.0 million. The Company s insurer paid $0.8 million of the total settlement. As a result, the Company recorded the net settlement expense of $0.2 million in general and administrative expenses.

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16. Stock-Based Compensation

The Company s stock-based compensation is comprised of stock options, stock options with market conditions (Market Stock Options), restricted stock units with service conditions (RSUs), restricted stock units with market conditions (MSUs), and performance-based restricted stock units (PRSUs) which are issued under our 2002 and/or 2011 equity incentive plan, as well as common stock issued under the Employee Stock Purchase Plan (ESPP).

Stock Options

Stock option activity for the nine months ended September 30, 2013 is as follows:

Stock Options	Number of Shares Underlying Options	Weighted-Average Exercise Price
Outstanding at December 31, 2012	7,661,908	$ 5.11
Granted	100,000	5.03
Exercised	(1,523,895)	3.14
Cancelled or expired	(581,605)	9.92
Outstanding at September 30, 2013	5,656,408	$ 5.15

On April 30, 2013, the Company granted 100,000 stock options to its interim chief executive officer which vest over eight months.

The fair value of stock options granted that contain only a service condition as a requirement for vesting, was estimated on the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Volatility			58%	51.8-52.8%
Expected dividend yield				
Risk-free rate			0.1%	0.7-1.1%
Expected term (in years)			0.7	5.0

Total unrecognized compensation cost, adjusted for estimated forfeitures, related to non-vested stock options is approximately $4.5 million as of September 30, 2013 and is expected to be recognized over a weighted-average period of 1.6 years.

Market Stock Options

Market stock option activity for the nine months ended September 30, 2013 is as follows:

Market Stock Options	Number of Shares Underlying Options	Weighted-Average Exercise Price
Outstanding at December 31, 2012	707,113	$ 13.06
Granted		
Exercised		
Cancelled or expired	(212,239)	13.06
Outstanding at September 30, 2013	494,874	$ 13.06

The fair value of Market Stock Options was estimated on the date of grant using the Monte Carlo Simulation valuation model, which estimates the potential outcome of reaching the market condition based on simulated future stock prices, with the following assumptions: contractual life of six years; expected volatility of 47% and risk free interest rate of 0.74%. These options vest over four years and are exercisable if specified stock prices are achieved.

Total unrecognized compensation cost, adjusted for estimated forfeitures, related to non-vested market stock options is approximately $1.0 million as of September 30, 2013 and is expected to be recognized over a weighted-average period of 2.7 years.

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Restricted Stock Units

RSU and PRSU activity for the nine months ended September 30, 2013 is as follows:

RSUs and PRSUs	Number of RSUs	Weighted-Average Grant Date Close Price of RSUs	Number of PRSUs	Weighted-Average Grant Date Close Price of PRSUs
Unvested at December 31, 2012	1,786,301	$ 13.97	742,882	$ 12.14
Granted	1,931,448	6.37		
Released	(636,308)	14.20	(99,056)	13.67
Cancelled or expired	(299,501)	11.32	(314,011)	11.60
Unvested at September 30, 2013	2,781,940	$ 9.17	329,815	$ 12.20

The fair value of RSUs and PRSUs is based on the stock price on the date of grant. The RSUs vest over an eight month to four year period following the date of grant. The PRSUs vest over a two to four year period following the date of grant, subject to the achievement of certain performance objectives.

The number of PRSUs granted in the table above represents the maximum number of awards that could ultimately be issued if certain Company financial targets, as defined under the agreements, are achieved. The shares, if any, will be issued on a one-for-one basis following the end of the applicable performance and service periods. 197,510 PRSUs can be settled in cash or shares at the election of the Company. Compensation cost associated with the PRSUs is recognized when the performance metrics are determined to be probable of achievement over the requisite service periods. The Company has 315,316 PRSUs for which the performance metrics are not yet determined.

At September 30, 2013, the remaining unrecognized compensation expense, adjusted for estimated forfeitures, related to RSUs is $21.9 million and is expected to be recognized over a weighted-average period of 2.8 years. The remaining unrecognized compensation expense associated with the maximum number of PRSUs that could ultimately be issued of $4.0 million will be recognized if and when the Company concludes that it is probable that the performance condition will be achieved, net of an estimate of pre-vesting forfeitures, over the requisite service period. The Company will reassess the probability of vesting at each reporting period for awards with performance conditions and adjust its stock-based compensation expense based on its probability assessment.

Market Stock Units

MSU activity for the nine months ended September 30, 2013 is as follows:

MSUs

	Number of MSUs	Weighted-Average Grant Date Close Price of MSUs
Unvested at December 31, 2012		$
Granted	951,574	6.27
Released	(7,450)	5.03
Cancelled or expired	(97,349)	5.67
Unvested at September 30, 2013	846,775	$ 6.35

The fair value of MSUs is measured using the Monte Carlo simulation model which estimates the potential outcome of reaching the market condition based on simulated future stock prices and is recognized over the requisite service period. The MSUs vest over a one to four year period following the date of grant, subject to the achievement of certain market performance objectives and the participant s continued service through the applicable vesting dates.

At September 30, 2013, the remaining unrecognized compensation cost, adjusted for estimated forfeitures, related to MSUs is $5.2 million and is expected to be recognized over a weighted-average period of 1.5 years.

Employee Stock Purchase Plan

The Company issued 158,292 shares for approximately $0.7 million in employee contributions during the nine months ended September 30, 2013 under the Company s 2011 Employee Stock Purchase Plan (2011 ESPP).

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The fair value of each purchase option under the 2011 ESPP is estimated at the beginning of each six-month offering period using the Black-Scholes model with the following weighted-average assumptions:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Volatility	43.1%	44.5%	43.1-55.1%	44.5-57.9%
Expected dividend yield				
Risk-free rate	0.1%	0.2%	0.1%	0.2%
Expected term (in years)	0.5	0.5	0.5	0.5

As of September 30, 2013, total unrecognized compensation cost related to non-vested stock-based compensation arrangements granted under the 2011 ESPP was $0.1 million, which is expected to be recognized over a weighted-average period of less than six months. As of December 31, 2012, 244,947 shares were issued with a weighted average fair value of $7.80.

Stock-Based Compensation Expense

The following table presents the effects of stock-based compensation expense related to stock-based awards to employees in the Company s unaudited condensed consolidated statements of operations during the periods presented (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Cost of revenue	$ 174	$ 222	$ 457	$ 474
Sales and marketing	1,242	1,007	2,833	2,709
Research and development	674	662	1,683	1,782
General and administrative	3,544	2,770	14,113	7,027
Total stock-based compensation	$ 5,634	$ 4,661	$ 19,086	$ 11,992

The components of stock-based compensation expense were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Stock options	$ 1,447	$ 2,051	$ 6,303	$ 6,057
Restricted stock	2,746	2,418	6,967	5,251
Common stock			2,797	
MSUs	1,176		1,617	
PRSUs	194	(18)	1,125	105
ESPP	71	210	277	579
Total stock-based compensation	$ 5,634	$ 4,661	$ 19,086	$ 11,992

Stock-based compensation expense for the three and nine months ended September 30, 2013 included $0.6 million and $6.3 million related to separation payments for the acceleration of non-vested equity awards and the grant of 456,297 shares of the Company s common stock, due to the departures of the Company s former chief executive officer and executive chairman on April 30, 2013 and the former chief legal officer on July 30, 2013. (see note 14)

17. Net Loss Attributable to Common Stockholders

Basic net loss per share attributable to common stockholders is presented in conformity with the two-class method required for participating securities. Under the two-class method, basic net loss per share attributable to common stockholders is computed by dividing the net loss attributable to common stockholders by the weighted average number of common shares outstanding during the period.

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The following tables present the calculation of basic and diluted net loss per share attributable to common stockholders (in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net loss per share:				
Net loss attributable to common stockholders	$ (5,295)	$ (6,022)	$ (24,995)	$ (28,685)
Weighted-average common shares outstanding:				
Basic	62,757	59,444	61,718	58,259
Diluted	62,757	59,444	61,718	58,259
Net loss per share attributable to common stockholders:				
Basic	$ (0.08)	$ (0.10)	$ (0.40)	$ (0.49)
Diluted	$ (0.08)	$ (0.10)	$ (0.40)	$ (0.49)

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Potentially dilutive securities not included in the calculation of diluted net loss per share because their effect would have been anti-dilutive for the periods presented are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Options to purchase common stock and common stock subject to repurchase	6,375,972	8,959,554	7,063,812	10,089,241
Restricted stock	2,916,282	1,699,882	2,426,799	1,323,864
Employee stock purchase plan shares	131,120	119,529	148,623	96,543
Market Stock Units	1,714,466		992,195	
Common stock warrants		634		634
	11,137,840	10,779,599	10,631,429	11,510,282

18. Segment Information

The Company s Chief Executive Officer who is considered to be the chief operating decision maker (CODM) reviews financial information presented on a consolidated basis, accompanied by information about operating segments for purposes of making operating decisions and assessing financial performance. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the CODM in deciding how to allocate resources and in assessing performance.

The Company determined its operating segments to be technology and marketing services. Technology derives substantially all of its revenue from technology fees, software licensing, installation, training, maintenance, and hosting subscriptions. Marketing services derives substantially all of its revenue from online services, field marketing services, and membership programs.

The Company evaluates the performance of its operating segments based on net revenues and operating income before interest, taxes, depreciation, amortization and stock-based compensation expense.

The Company does not allocate most of its assets, depreciation and amortization expense, stock-based compensation expense, interest income, interest expense or income tax expense by segment. Accordingly, the Company does not report such information.

Summarized information by segment is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net revenue by segment:				
Technology	$ 104,407	$ 96,170	$ 318,870	$ 288,445
Marketing services	13,128	13,049	37,036	36,776

Total net revenue	$	117,535	$	109,219	$	355,906	$	325,221

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2013		2012		2013		2012	
Segment operating income before depreciation, amortization, stock-based compensation expense and unallocated corporate costs:								
Technology	$	26,609	$	20,728	$	75,964	$	52,736
Marketing services		3,904		5,341		8,845		12,143
Total segment operating income before depreciation, amortization, stock-based compensation expense and unallocated corporate costs		30,513		26,069		84,809		64,879
Depreciation and amortization		(15,422)		(15,033)		(46,281)		(45,127)
Stock-based compensation expense		(5,634)		(4,661)		(19,086)		(11,992)
Unallocated corporate costs		(14,141)		(10,685)		(40,054)		(32,339)
Loss from operations	$	(4,684)	$	(4,310)	$	(20,612)	$	(24,579)

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The Company allocates its net revenue to geographic regions based on the location at which each sale originates. The following tables set forth net revenue and long-lived assets by major geographic region (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net revenue:				
North America	$ 113,522	$ 105,963	$ 345,217	$ 315,947
Europe and other	4,013	3,256	10,689	9,274
Total net revenue	$ 117,535	$ 109,219	$ 355,906	$ 325,221

	September 30, 2013	December 31, 2012
Property and equipment, net:		
North America	$ 39,463	$ 39,460
Europe and other	3,037	1,776
Total property and equipment, net	$ 42,500	$ 41,236

19. Income Taxes

The effective tax rate of (15.5)% for the nine months ended September 30, 2013 differs from the statutory rate primarily due to state taxes, foreign taxes, the increase in the deferred tax liability from the amortization of tax deductible goodwill, the increase in the valuation allowance and discrete items recorded in the period.

The Company has uncertain tax positions of $0 million and $1.3 million as of September 30, 2013 and December 31, 2012, respectively. The Company s policy for recording interest and penalties on uncertain tax positions is to record such items as a component of income tax expense. As of September 30, 2013 and December 31, 2012, there were no interest or penalties accrued for uncertain tax positions.

The Company reduces its deferred tax asset resulting from future tax benefits by a valuation allowance if, based on the weight of the available evidence, it is more likely than not that some portion or all of these deferred taxes will not be realized. The timing of the reversal of deferred tax liabilities associated with tax deductible goodwill is not certain and thus not available to assure the realization of deferred tax assets. Similarly, state deferred tax liabilities in excess of state deferred tax assets are not available to ensure the realization of federal deferred tax assets. After consideration of these limitations associated with deferred tax liabilities, the Company has deferred tax assets in excess of deferred tax liabilities for the periods presented. As the Company has no history of generating book income, the ultimate future realization of these excess deferred tax assets is not more likely than not and thus subject to a valuation allowance. Accordingly, the Company has established a valuation allowance against its domestic deferred tax assets. A valuation allowance has not been recorded against the Company s foreign deferred tax assets as there are sufficient future taxable temporary differences in foreign jurisdictions to assure the realization of foreign deferred tax assets. Deferred tax assets of $0.7 million are included in prepaid expenses and other current assets on the balance sheet at September 30, 2013 and December 31, 2012.

The Company conducts business globally, and as a result, is subject to taxation in the United States and various state jurisdictions and foreign jurisdictions. In the normal course of business, the Company is subject to examination by taxing authorities in many of the jurisdictions in which the Company operates. Effectively, all of the Company s historical tax filings are subject to examination by the Internal Revenue Service and various state and foreign jurisdictions due to the generation of net operating loss carry forwards.

It is possible that new tax exams may commence and that other issues may be effectively settled. However, the Company is unable to make a reasonably reliable estimate as to when or if cash settlements with taxing authorities may occur. Although audit outcomes and the timing of potential audit payments are subject to uncertainty, the Company does not anticipate that the resolution of these tax matters or any events related thereto will result in a material adverse change to its consolidated financial position, results of operations or cash flows.

20. Related Party Transactions

ESPN Online Investments, Inc. (ESPN) is a significant common stockholder in the Company. The Company also sells its services to ESPN and its affiliates. The Company recorded no net revenues from ESPN and its affiliates for the three months ended September 30, 2013, less than $0.1 million for the three months ended September 30, 2012, and less than $0.1 million for the nine months ended September 30, 2013 and 2012.

ESPN is a wholly-owned subsidiary of The Walt Disney Company (Disney). The Company entered into an online services agreement with Disney to provide registration and advertising. The Company recorded net revenues from Disney of $0.4 million and $0.3 million for the three months ended September 30, 2013 and 2012, respectively, and $1.6 million and $1.2 million for the nine months ended September 30, 2013 and 2012, respectively.

In August 2006, the Company entered into a Master Services Agreement and certain other related agreements with the United States Tennis Association (USTA) as amended in December 2010. Former members of the Company s Board of Directors are the managing director for recreational tennis and chief financial officer at the USTA. Pursuant to the terms of these agreements, the USTA purchases certain software services from the Company. Net revenue from the USTA and its affiliates was approximately $1.3 million for the three months ended September 30, 2013 and 2012, and $4.1 million and $4.0 million for the nine months ended September 30, 2013 and 2012, respectively.

21. Employee Benefit Plans

Defined Contribution Plan

The Company has a defined contribution plan under Section 401(k) of the Internal Revenue Code (401(k) Plan) covering all full-time employees who meet certain eligibility requirements. Eligible employees may defer up to 4% of their pre-tax compensation, up to the annual maximum allowed by the Internal Revenue Service. Under the 401(k) Plan, the Company may, but is not obligated to, match a portion of the employee contributions up to a defined maximum. The Company made matching contributions $0.2 million and $0.3 million for the three months ended September 30, 2013 and 2012, respectively, and $0.8 million for the nine months ended September 30, 2013 and 2012.

Deferred Compensation Plan

In July 2012, the Company approved an unfunded, non-qualified Deferred Compensation Plan for certain employees. Under the Deferred Compensation Plan, participants may elect to defer up to 80% of their base salaries and up to 100% of performance-based compensation and commissions. The Company may also, at its discretion, match a portion of the employee contributions up to a defined maximum for each deferral election as prescribed in the Deferred Compensation Plan. The Company contributions vest annually over a four year period, subject to the employee s continued service with the Company. The Company s liability for the deferred compensation plan totaled less than $0.1 million as of September 30, 2013 and December 31, 2012, respectively, and is included in other liabilities in the consolidated balance sheets. Beginning in the first quarter of 2013, participant contributions are invested in Company-owned life insurance policies, which had a cash surrender value of less than $0.1 million and is included in prepaids and other current assets in the consolidated balance sheet at September 30, 2013.

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and in our other public filings with the Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

This Quarterly Report on Form 10-Q contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. The statements contained in this Quarterly Report on Form 10-Q that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are often identified by the use of words such as, but not limited to, anticipate, believe, can, continue, could, estimate, expect, intend, may, will, plan, project, seek, should, target, will, would, and similar expressions or variations intended to identify forward-looking statements. These statements are based on the beliefs and assumptions of our management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified in Part II Item 1A. Risk Factors below, and those discussed in our other public filings with the SEC. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

Overview

We have Entered into an Agreement to be Acquired by Vista Equity Partners

On September 28, 2013, we entered into an Agreement and Plan of Merger (the Merger Agreement) by and among Athlaction Holdings, LLC, a Delaware limited liability company (Parent), and Athlaction Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent (Purchaser). Parent and Purchaser are beneficially owned by affiliates of Vista Equity Partners Fund III, L.P. and Vista Equity Partners Fund IV, L.P. (collectively, Vista). Pursuant to the Merger Agreement, upon the terms and subject to the conditions thereof, Vista commenced a tender offer (the Offer) on October 8, 2013 to acquire all of the outstanding shares of common stock of the Company, $0.001 par value per share (the Shares), at a purchase price of $14.50 per Share in cash (the Offer Price), without interest. The Merger Agreement also provides that the Purchaser will be merged with and into us, and we will continue as a wholly owned subsidiary of the Parent (the Merger).

In addition, the Merger Agreement provides, that immediately prior to the consummation of the Merger all options to purchase our common stock that are outstanding whether or not vested, will be cancelled and automatically converted into the right to receive cash, without interest equal to the aggregate number of common stock issuable upon exercise of such option at $14.50 less the per share exercise price of each option. All of our outstanding unvested restricted stock units, unvested performance based restricted stock units and unvested market stock units will become fully vested and converted into the right to receive $14.50 in cash for each share of common stock underlying such equity award. We have also suspended the commencement of new offering periods under our 2011 Employee Stock Purchase Plan following October 31, 2013.

Completion of the Merger is subject to certain conditions, including among other things (i) there having been validly tendered and not validly withdrawn Shares that represent one more than 50% of the total number of Shares outstanding on a fully diluted basis at the time of the expiration of the Offer, and (ii) the receipt of proceeds by Parent under certain financing agreements, including debt commitment letters from Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Royal Bank of Canada, RBC Capital Markets, Bank of Montreal, and BMO Capital Markets Corp.

If we consummate the Merger, we will become a wholly-owned subsidiary of Vista. Accordingly, the remainder of the discussion in this Overview section which assumes we remain a stand-alone business should be read with the understanding that should the Merger be completed, Vista will have the power to control the conduct of our business.

Business, Principal Products and Customers

We are leaders in cloud-based Activity and Participant Management solutions serving a wide range of customer groups including business solutions, community activities, public sector and outdoors and sports. We provide applications that form an online network connecting a fragmented and diverse group of activity and event organizers with a large base of potential participants. Our proprietary technology platform transforms the way organizers manage their activities and events by automating online registrations and streamlining other critical management functions, while also driving consumer participation to their events.

We power a broad range of activities, such as reserving a campsite or tee time, signing up for a marathon or sports league, purchasing a fishing or hunting license, or participating in a community event or corporate conference. From the introduction of our platform in 1999, we have experienced significant growth and in 2012, we had over 55,000 customer organizations that drove approximately 89.9 million annual consumer registrations. Based on the results of a 2010 online survey we commissioned through Survey.com, we believe the organizations we target produce or organize activities and events for the majority of U.S. households. Our proprietary technology platform, ActiveWorks, provides cloud computing applications that reduce the cost and complexity of managing, organizing and promoting these activities and events.

Our business benefits from a powerful network effect. As more organizations use our platform, we increase the breadth and depth of activities and events offered through our platform. This more comprehensive offering of activities attracts more participants. As we attract more participants, we are able to drive increased demand for our customers activities, thus increasing registrations and revenue for both organizers and us. This revenue growth enables us to develop enhanced functionality and services through ActiveWorks and our websites, further increasing participant engagement and attracting new organizers. In this way, we build increasing value for both organizations and participants.

We serve a wide range of customers including community and sports organizations, large corporations, small and medium-sized businesses, educational institutions, federal and state government agencies, non-profit organizations and other similar entities. We primarily generate revenue from technology fees paid by participants who register for our customers activities through our cloud computing applications. During the nine months ended September 30, 2013, we generated revenue of $355.9 million, as compared to $325.2 million in the nine months ended September 30, 2012, an increase of 9%.

A large number of our customers are currently being served by our ActiveWorks architecture at varying levels of integration. We are in the process of transitioning to ActiveWorks certain customers who continue to use both our internally developed systems and acquired legacy systems. In addition, part of our growth strategy has included acquisitions, which resulted in the acquisition of additional legacy systems. In the future, we will evaluate acquired systems to determine, based on their sophistication and compatibility, whether to integrate them into ActiveWorks or to migrate the customers using these systems to ActiveWorks. This process is time consuming and requires the investment of significant technical and human resources. During this process, we expect to continue to incur costs associated with maintaining multiple legacy systems.

In addition, our long-term strategic plan involves expanding our applications into new business areas within the activity and event registration and management market. A lack of market acceptance of such efforts or our inability to generate satisfactory revenue to offset the development costs could have a material adverse effect on our results of operations and future growth prospects. As we establish and expand our operational capabilities internationally, we will incur additional operating expenses and capital-related costs.

Technology Revenue. Our technology revenue was 90% of our total revenue for the nine months ended September 30, 2013. Of our technology revenue recognized during the nine months ended September 30, 2013, 76% related to registration revenue and 24% related to licensed software, maintenance, hosting, and implementation revenue. During the nine months ended September 30, 2013, we processed 74.7 million consumer registrations.

Our technology fee is a percentage of the total registration amount that is paid by a participant at the time the participant registers. Participants typically use a credit card to register for an activity either online or offline, and in the case of some of our large contracts, by using a call center. Upon registration, the consumer is charged for the total event registration fee, including the technology fee, and the funds are remitted to bank accounts that we control. We record revenue for our technology fee and we remit the remaining funds to the organizer. The organizer has the option of absorbing our technology fee and presenting a total event registration fee to the participant, or adding the technology fee as a separate line item in the event registration fee. Pricing for our cloud offerings is based on a portion of the total dollars processed for a registration and typically has a fixed and variable component. A number of our offerings also include a fee for setup, support or hosting. Our technology platform serves the entire spectrum of organizations, from large to small. Our standard contract for our registration customers is three years. In some cases, we pre-purchase registrations and we retain the funds received upon registration. Approximately 2% of our total revenue represents pre-purchased registrations and the technology revenue associated with these registrations represents the sales price to the participant, in addition to the technology fee. The technology fee and the revenue from pre-purchased registrations represent net registration revenue, since they are the direct result of participant registrations.

Licensed software, maintenance, hosting and implementation revenue was 24% of our technology revenue for the nine months ended September 30, 2013. In previous acquisitions, we acquired licensed software products which include licensed software, maintenance and services. As the market has become more receptive, we have begun transitioning these customers to our solutions. We anticipate that our licensed software, maintenance and services revenue will continue to decline as a percentage of our overall business. In the future, we anticipate sales in our technology segment will be primarily driven by technology fees from our cloud offerings.

Marketing Services Revenue. Our marketing services revenue was 10% of our total revenue for the nine months ended September 30, 2013. The marketing services segment works to provide the organizations within our technology segment and their participants with marketing solutions, online communities, membership programs and hosted websites. We group these sales as online services, field marketing and commerce. Online services include online advertising, email marketing and targeted newsletter promotions. We provide field marketing services including event promotions and sponsorships. Our commerce revenue consists of membership programs, training programs and websites. Contracts within our marketing services segment vary in length but are generally less than one year. We obtain customers through direct sales, inside sales and self-setup.

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Seasonality. Our total revenue experiences seasonality with the three months ended June 30 and September 30 having the higher revenues. This seasonality is mainly due to trends in net registration revenue, as many of our largest customers experience peak business activity during the warmer months of the year.

Key Business Metrics

Net Registration Revenue. We calculate our net registration revenue by summing the technology fees generated by our registrations and revenue from the sale of pre-purchased registrations in a given period. Technology fees are generally recognized as revenue at the time a transaction is processed, and are typically a percentage of the total registration price paid by a participant. Revenue from the sale of pre-purchased registrations is comprised of the registration price paid by a participant and the technology fee and is recognized at the time the event is held.

Registrations. We define a registration as when a participant registers one or more people for an event being held by an organization who is using our technology to register that participant. We determine that a registration has taken place when a participant registers one or more people for an activity or an event being held by one of our customers.

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2013	2012	% Change	2013	2012	% Change
	(Unaudited)			(Unaudited)		
	(In thousands)			(In thousands)		
Net registration revenue (1)	$ 78,957	$ 72,703	9%	$ 241,768	$ 220,076	10%
Registrations	26,840	25,207	6%	74,716	71,466	5%
Net registration revenue per registration	$ 2.94	$ 2.88	2%	$ 3.24	$ 3.08	5%

(1) Includes revenue of $3.2 million and $2.2 million related to pre-purchased registration with associated technology fees of $0.2 million and less than $0.1 million during the three months ended September 30, 2013 and 2012, respectively, and revenues of $8.6 million and $4.4 million related to pre-purchased registration with associated technology fees of $0.7 million and $0.4 million during the nine months ended September 30, 2013 and 2012, respectively.

Registrations increased 1.6 million, or 6%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 and 3.3 million, or 5%, for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012. The increases were primarily due to higher registrations from new parks and recreation customers of the community activities customer group and higher registrations in certain large multi-event organizations in our sports customer group. The average revenue per registration increased 2% for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 and 5% for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012. The increase was mainly due to an increase in the number of business solutions customers which have higher revenue per registration than the rest of our customer groups, and an increase in net registration revenue related to pre-purchased registrations in our sports customer group.

Mobile Devices. During the three and nine months ended September 30, 2013 and 2012, we do not believe a significant number of our registrations were made on a mobile or tablet device. We anticipate that revenue attributable

to mobile usage will increase in future years due to users increasingly accessing the Internet through mobile devices.

Basis of Presentation

General

The unaudited condensed consolidated financial statements include the accounts of The Active Network, Inc. and its wholly-owned subsidiaries. All intercompany balances have been eliminated.

Revenue

We report our revenue in two segments:

- Technology
- Marketing services

The technology revenue segment is comprised of net registration revenue, which is primarily comprised of the technology fee we charge a participant when they register for one of our organization s events. The types of events we offer on our platform can be categorized into the following four primary groups: business solutions, community activities, public sector and outdoors, and sports. We generate technology revenue for our services based on the technology fee we charge a consumer when they register for one of the events. Consumers generally pay us the registration fee at the time of booking, and we pay the event organizer at a later date. The

technology fee is recognized as revenue net of the organization registration fee which is collected directly from our consumer and then we make payment to the event organizer typically on a two week basis. Net registration revenue is recognized when services are provided, net of estimated refunds and other chargebacks. The timing difference between when the cash is collected from our consumers and when payments are made to the event organizers improves our operating cash flow and represents a source of liquidity for us. Technology revenue also includes software licensing, installation, training, maintenance, hosting subscriptions, and the sale of pre-purchased registrations. In certain circumstances we pre-purchase registrations from event organizers and bear the risk and rewards of ownership. Net registration revenue associated with these transactions is recognized when the event occurs and includes the total registration price paid by a customer and the technology fee.

The marketing services revenue segment includes online services, field marketing services and membership programs. Registrations lead participants to our network of websites and create opportunities for us to sell our online commerce and other marketing services to participants. Our network of websites enables like-minded consumers to engage in our online communities.

Costs and Expenses

Cost of Revenue. Our cost of revenue consists of credit card processing fees for registrations, payroll and related costs including allocated facilities costs, stock-based compensation for employees associated with registration, subscription or software implementation, customer support and onsite event support including travel costs. Costs also include expenses related to our call center operations, amortization of capitalized software development costs and certain acquired intangibles including acquired technology, customer supply costs, inventory costs and internet hosting costs.

Sales and Marketing. Our sales and marketing costs are primarily salaries, benefits, incentive compensation, stock-based compensation and allocated facilities costs for our sales and marketing employees. Costs also include expenses for travel, trade shows and other promotional and marketing activities including direct and online marketing.

Research and Development. Our research and development costs are primarily salaries, benefits, incentive compensation, stock-based compensation and allocated facilities costs for employees and contractors engaged in the development and ongoing maintenance of our products and services.

General and Administrative. Our general and administrative costs are primarily salaries, benefits, incentive compensation, stock-based compensation and allocated facilities costs for employees engaged in support activities including executive, finance, accounting, human resources, legal and internal information technology support. Also included are professional fees and contractor costs for legal and accounting services. Software expenses and travel costs for support employees, taxes, fees and licenses are also included.

Amortization of Intangibles. Intangible assets with finite lives are amortized using a combination of straight-line and accelerated methods based on the expected cash flows from the asset over their estimated useful lives. This includes assets recorded in conjunction with certain acquisitions.

Other Income (Expense), Net. Other income (expense), net consists primarily of the interest income earned on our cash and cash equivalents, interest paid on our debt, foreign exchange gains and losses and other one-time gains and losses.

Provision for Income Taxes. Provision for income taxes consists of federal and state income taxes in the United States and income taxes in certain foreign jurisdictions.

Adjusted EBITDA

To provide investors with additional information regarding our financial results, we have disclosed within this Quarterly Report on Form 10-Q Adjusted EBITDA, a non-GAAP financial measure. We have provided a reconciliation below of Adjusted EBITDA to net loss, the most directly comparable GAAP financial measure.

We have included Adjusted EBITDA in this Quarterly Report on Form 10-Q because it is a key measure used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget and to develop short and long-term operational plans. In particular, the exclusion of certain expenses in calculating Adjusted EBITDA can provide a useful measure for period-to-period comparisons of our core business. Additionally, Adjusted EBITDA is a key financial measure used by the compensation committee of our board of directors in connection with the payment of bonuses to our executive officers. Accordingly, we believe that Adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors.

Our use of Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our financial results as reported under GAAP. Some of these limitations are:

Adjusted EBITDA does not reflect our cash expenditures for capital equipment, internally developed software costs or certain other contractual commitments;

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although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may need to be replaced in the future, and Adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements;

Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;

Adjusted EBITDA does not consider the potentially dilutive impact of equity-based compensation to our management team or employees;

Adjusted EBITDA does not reflect tax payments that may represent a reduction in cash available to us; and

other companies, including companies in our industry, may calculate Adjusted EBITDA differently, which reduces its usefulness as a comparative measure.

Because of these limitations, you should consider Adjusted EBITDA alongside other financial performance measures, including various cash flow metrics, net loss and our other GAAP financial results.

The following table presents a reconciliation of Adjusted EBITDA for each of the three and nine month periods ended September 30, 2013 and September 30, 2012:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	**2012**	**2013**	**2012**
Reconciliation of Adjusted EBITDA to Net Loss:				
Net loss	(5,295)	(6,022)	(24,995)	(28,685)
Interest expense, net	138	216	442	407
Provision for income taxes	904	1,982	3,349	5,062
Depreciation and amortization	15,422	15,033	46,281	45,127
Stock-based compensation	5,634	4,661	19,086	11,992
Other (income) expense, net	(431)	(486)	592	(1,363)
Adjusted EBITDA	16,372	15,384	44,755	32,540

Critical Accounting Policies

In presenting our unaudited condensed consolidated financial statements in conformity with U.S. generally accepting accounting principles, or GAAP, we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures.

Some of the estimates and assumptions we are required to make relate to matters that are inherently uncertain as they pertain to future events. We base these estimates and assumptions on historical experience or on various other factors that we believe to be reasonable and appropriate under the circumstances. On an ongoing basis, we reconsider and

evaluate our estimates and assumptions. Our future estimates may change if the underlying assumptions change. Actual results may differ significantly from these estimates.

We believe that the critical accounting policies listed below involve our more significant judgments, assumptions and estimates and, therefore, could have the greatest potential impact on our unaudited condensed consolidated financial statements.

- Revenue recognition
- Software development costs
- Business combinations
- Impairment of goodwill, indefinite-lived intangible assets and long-lived assets
- Income taxes
- Stock-based compensation

As of September 30, 2013, there have been no material changes to the items disclosed as critical accounting policies and estimates in Management Discussion and Analysis of Financial Condition and Results of Operations in Part II Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2012.

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Results of Operations

The following tables set forth our results of operations for the periods presented and those results as a percentage of our revenue. The period-to-period comparison of financial results is not necessarily indicative of future results.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(in thousands)			
Net revenue:				
Technology revenue	$ 104,407	$ 96,170	$ 318,870	$ 288,445
Marketing services revenue	13,128	13,049	37,036	36,776
Total net revenue	117,535	109,219	355,906	325,221
Cost of net revenue:				
Cost of technology revenue	50,896	45,571	156,355	142,038
Cost of marketing services revenue	916	1,826	3,131	5,257
Cost of net revenue	51,812	47,397	159,486	147,295
Gross profit	65,723	61,822	196,420	177,926
Operating expenses:				
Sales and marketing	25,307	24,154	79,281	73,462
Research and development	20,703	20,624	63,375	62,954
General and administrative	20,441	15,862	61,980	49,309
Amortization of intangibles	3,956	5,492	12,396	16,780
Total operating expenses	70,407	66,132	217,032	202,505
Loss from operations	(4,684)	(4,310)	(20,612)	(24,579)
Interest income	13	23	44	73
Interest expense	(151)	(239)	(486)	(480)
Other income (expense), net	431	486	(592)	1,363
Loss before provision for income taxes	(4,391)	(4,040)	(21,646)	(23,623)
Income tax provision	904	1,982	3,349	5,062
Net loss attributable to common stockholders	$ (5,295)	$ (6,022)	$ (24,995)	$ (28,685)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(As of percentage of net revenue)			

Net Revenue	100%	100%	100%	100%
Cost of net revenue	44	43	45	45
Gross profit	56	57	55	55
Operating expenses:				
Sales and marketing	22	22	22	23
Research and development	18	19	18	19
General and administrative	17	15	17	15
Amortization of intangibles	3	5	4	5
Total operating expenses	60	61	61	62
Loss from operations	(4)	(4)	(6)	(7)
Interest income				
Interest expense				
Other (expense) income, net				
Loss before provision for income taxes	(4)	(4)	(6)	(7)
Provision for income taxes	1	2	1	2
Net loss	(5)%	(6)%	(7)%	(9)%

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Three and Nine Months ended September 30, 2013 and 2012

Net Revenue

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2013	2012	% Change	2013	2012	% Change
	(Unaudited)			(Unaudited)		
	(In thousands)			(In thousands)		
Net revenue:						
Technology revenue	$ 104,407	$ 96,170	9%	$ 318,870	$ 288,445	11%
Marketing services revenue	13,128	13,049	1%	37,036	36,776	1%
Net revenue	$ 117,535	$ 109,219	8%	$ 355,906	$ 325,221	9%

Total revenue increased $8.3 million, or 8%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 and $30.7 million, or 9%, for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012 as discussed below.

Technology revenue. Net registration revenue increased $6.3 million, or 9%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 and $21.7 million, or 10%, for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012. The increase was driven by higher revenue in our business solutions, communities and sports customer groups, as well as an increase in net registration revenue related to pre-purchased registrations. Software revenue increased $1.9 million, or 8%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 and $8.7 million, or 13%, for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012, due to an increase in revenue from business solutions, ski attractions and from our faith offerings. In total, technology revenue increased $8.2 million, or 9%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 and $30.4 million, or 11%, for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012.

Marketing services revenue. Marketing services revenue increased less than $0.1 million, or 1%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 and $0.3 million, or 1%, for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012. Revenue related to our membership programs increased as membership increased, offset by lower revenue related to our field marketing services and website development as a result of refocusing our marketing services offerings towards our customers.

Costs and Expenses

Employee related expenses. Headcount and its related expenses make up a significant portion of our total expenses. We define employee related expenses as salaries, fringe benefits, facilities costs, employee travel, commissions, bonuses, stock-based compensation and other employee expenses.

Cost of Net Revenue

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2013	2012	% Change	2013	2012	% Change
	(Unaudited)					
	(Dollars in thousands)					
Cost of net revenue	$ 51,812	$ 47,397	9%	$ 159,486	$ 147,295	8%
Headcount (at period end)				1,359	1,412	(4)%

Cost of net revenue increased $4.4 million, or 9%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 and $12.2 million, or 8%, for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012. Employee related costs increased $0.7 million, or 4%, for the three months ended September 30, 2013 mainly due to higher costs for employee related travel and commissions, as well as higher recognition of costs for completed customer contracts. Employee related costs decreased $0.5 million, or 1%, for the nine months ended September 30, 2013, related mainly to a 4% decrease in headcount, which was due to a decline in seasonal employees and a decline in other call center employees due to efficiencies in operations. Depreciation of fixed assets and amortization of capitalized software increased $2.1 million, or 26%, for the three months ended September 30, 2013 and $6.0 million, or 25%, for the nine months ended September 30, 2013 mainly attributable to additions of fixed assets and capitalized software in earlier periods. Inventory costs also increased $1.1 million, or 55%, for the three months ended September 30, 2013 and $4.2 million, or 125%, for the nine months ended September 30, 2013 resulting from increased pre-purchased registrations in our sports customer group. Credit card processing fees increased $1.8 million, or 17%, for the three months ended September 30, 2013 and $4.8 million, or 13%, for the nine months ended September 30, 2013, related to growth in registration revenue. All other costs, including contractors, web hosting, and marketing declined $1.3 million, or 15%, for the three months, and $2.4 million, or 9%, for the nine months, primarily due to benefits realized through data center consolidations and through efficiencies in operations.

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Sales and Marketing

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2013	2012	% Change	2013	2012	% Change
	(Unaudited)					
	(Dollars in thousands)					
Sales and marketing	$ 25,307	$ 24,154	5%	$ 79,281	$ 73,462	8%
Headcount (at period end)				658	625	5%

Sales and marketing expense increased $1.1 million, or 5%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 and $5.8 million, or 8%, for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012. The increase was primarily due to higher employee related expenses of $1.2 million, or 5%, for the three months ended September 30, 2013, and $6.1 million, or 10%, for the nine months ended September 30, 2013 primarily due to an increase in headcount. For the nine month period ended September 30, 2013 compared to the nine month period ended September 30, 2012, the headcount increase was 5% as we invested in our sales and marketing staff to support future revenue growth. The employee related costs included higher commissions and salaries expenses, as well as costs for sales training. In the nine months ended September 30, 2013, software expenses increased $0.6 million related to our licensing of CRM software, and this was offset by lower contractor expenses of $0.8 million mainly related to costs for the implementation of our CRM software in the nine months ended September 30, 2012, that are not reoccurring in 2013.

Research and Development

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2013	2012	% Change	2013	2012	% Change
	(Unaudited)					
	(Dollars in thousands)					
Research and development	$ 20,703	$ 20,624	0%	$ 63,375	$ 62,954	1%
Headcount (at period end)				964	1,065	(9)%

Research and development expense increased less than $0.1 million, or less than 1%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 and $0.4 million, or 1%, for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012. Employee related expenses increased $0.6 million, or 3%, for the three months ended September 30, 2013 and $2.2 million, or 4%, for the nine months ended September 30, 2013, as lower salaries from a 9% decline in headcount was offset by lower capitalized software. Contractor costs declined $0.4 million, or 33%, for the three months ended September 30, 2013 and $1.3 million, or 31%, for the nine months ended September 30, 2013 as we completed certain implementations in 2012, mainly related to our outdoors customer group.

General and Administrative

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2013	2012	% Change	2013	2012	% Change
	(Unaudited)					
	(Dollars in thousands)					
General and administrative	$ 20,441	$ 15,862	29%	$ 61,980	$ 49,309	26%
Headcount (at period end)				346	345	0%

General and administrative expense increased $4.6 million, or 29%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 and $12.7 million, or 26%, for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012. General and administrative expense for the three months ended September 30, 2013 included $2.7 million due to financial and legal advisory fees associated with the Company s strategic review process resulting in the Company entering into the Merger Agreement with Vista and $0.6 million related to the acceleration of unvested equity awards and $0.4 million in separation payments resulting from the departure of the Company s former chief legal officer. The nine months ended September 30, 2013 included $6.3 million related to the acceleration of unvested equity awards and the grant of common shares and $1.9 million in separation payments and legal costs resulting from the departure of the Company s former chief executive officer and executive chairman on April 30, 2013 and former chief legal officer on July 30, 2013 and $2.9 million due to financial and legal advisory fees associated with the Company s strategic review process. Employee related expenses, excluding the

management change costs, also increased $1.5 million for the three months and $3.1 million for the nine months ended September 30, 2013 due to an increase in the bonus plan accrual as well as higher salaries. This was partially offset by lower expenses for contractors and tax credits in 2013.

Amortization of Intangibles

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2013	2012	% Change	2013	2012	% Change
	(Unaudited)			(Unaudited)		
	(In thousands)			(In thousands)		
Amortization of intangibles	$ 3,956	$ 5,492	(28)%	$ 12,396	$ 16,780	(26)%

Amortization of intangibles decreased $1.6 million, or 28%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 and $4.4 million, or 26%, for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012. The decrease was due to a decline in amortization expense as a result of certain intangibles being fully amortized.

Interest and Other Income (Expense), Net

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2013	2012	% Change	2013	2012	% Change
	(Unaudited)			(Unaudited)		
	(In thousands)			(In thousands)		
Interest income	$ 13	$ 23	(43)%	$ 44	$ 73	(40)%
Interest expense	(151)	(239)	(37)%	(486)	(480)	1%
Other income (expense), net	431	486	(11)%	(592)	1,363	(143)%
Interest and other income (expense), net	$ 293	$ 270	9%	$ (1,034)	$ 956	(208)%

Interest income decreased by less than $0.1 million, or 43%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 and less than $0.1 million, or 40%, for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012 due to a decrease in exchange rates on our foreign currency cash accounts.

Interest expense decreased by less than $0.1 million, or 37%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 primarily due to a decrease in interest paid on capital leases and increased by less than $0.1 million, or 1%, for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012 primarily due to an increase in loan fee amortization offset by a decrease in interest paid on capital leases.

Other income (expense), net was $0.4 million income for the three months ended September 30, 2013 and $0.6 million expense for the nine months ended September 30, 2013, and was primarily related to fluctuations in exchange rates. Other income (expense), net was $0.5 million income for the three months ended September 30, 2012 primarily related to gains on foreign exchange due to fluctuations in exchange rate. Other income (expense) was $1.4 million income for the nine months ended September 30, 2012 and included a gain resulting from the change in the fair value of contingent consideration related to an acquisition of $1.1 million, which settled in the second quarter of 2012 and due to gains on foreign exchange due to fluctuations in exchange rates.

Income Taxes

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2013	**2012**	**% Change**	**2013**	**2012**	**% Change**
	(Unaudited)					
	(In thousands)					
Provision for income taxes	$ 904	$ 1,982	(54)%	$ 3,349	$ 5,062	(34)%

Provision for income taxes decreased $1.1 million, or 54%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012 and $1.7 million, or 34%, for the nine months ended September 30, 2013 compared to the

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nine months ended September 30, 2012. The provision for each period is primarily the result of increases in our deferred tax liabilities from the amortization of tax deductible goodwill. In addition, during the nine months ended September 30, 2012, the Company recorded an expense of $1.3 million related to a tax assessment from the Canadian Revenue Agency. During the nine months ended September 30, 2013, we recorded an additional expense of $0.2 million related to uncertain tax positions principally related to the denial of amortization deductions and withholding taxes asserted in connection with a tax audit examination of one of the Company s foreign subsidiaries. The tax liability and interest associated with the foreign tax examination were settled as of September 30, 2013.

The effective tax rate of (15.5)% for the nine months ended September 30, 2013 differs from the statutory rate primarily due to state taxes, foreign taxes, the increase in the deferred tax liability from the amortization of tax deductible goodwill, the increase in the valuation allowance and discrete items recorded in the period.

Liquidity and Capital Resources

Condensed Consolidated Statements of Cash Flows Data:

	Nine Months Ended September 30,	
	2013	2012
	(In thousands)	
Net cash provided by operating activities	75,616	37,148
Net cash used in investing activities	(32,956)	(67,896)
Net cash provided by financing activities	1,679	695
Effect of exchange rates on cash	498	(147)
Net increase (decrease) in cash and cash equivalents	44,837	(30,200)

As of September 30, 2013, we had cash and cash equivalents of $103.3 million and restricted cash of $0.3 million. We did not have any short-term or long-term investments. Cash and cash equivalents consist of cash and non-interest and interest bearing accounts. Restricted cash consists of cash restricted from withdrawal primarily attributable to a customer contract. We believe that our existing cash and cash equivalents together with cash flows from our operating activities and cash available under our Credit Facility will be sufficient to fund our operations for at least the next 12 months.

Operating Activities

For the nine months ended September 30, 2013, cash provided by operating activities was $75.6 million, which included a net loss of $25.0 million, an increase of $66.8 million to exclude non-cash items, and a net increase of $33.8 million in operating assets and liabilities. Significant non-cash items include $30.3 million in depreciation and amortization of property and equipment, $16.0 million in amortization of intangibles, and $19.1 million in stock-based compensation. Net change in operating assets and liabilities was primarily driven by an increase of $26.9 million in registration fees payable due to increased registrations related to growth in the business and seasonality particularly in our sports and business solutions customer groups; $15.6 million increase in accrued expenses of which $2.7 million relates to transaction costs associated with the Company s strategic review process and proposed Merger and $9.6 million relates to an increase in accrued payroll costs due to timing of the payroll period and an increase in accrued bonuses compared to December 31, 2012; and a $3.1 million increase in deferred revenue related to timing differences between cash receipts and revenue recognition, offset by an increase of $6.3 million in registrations receivable

resulting from an increase in registrations due to growth in the business and seasonality and a decrease of $4.8 million in accounts payable due to timing of payments to recurring vendors.

Investing Activities

Net cash used in investing activities for the nine months ended September 30, 2013 was $33.0 million, resulting primarily from $16.7 million cash used for capital expenditures and $16.3 million for capitalized software development costs primarily related to the completion of the ActiveWorks architecture.

Financing Activities

Net cash provided by financing activities for the nine months ended September 30, 2013 was $1.7 million, resulting primarily from $5.4 million cash received from the exercise of stock options, offset by $1.9 million in payment of employee tax withholdings and $1.9 million for payments on capital lease obligations.

In December 2011, we entered into a five-year, senior secured revolving credit facility, with certain institutional lenders, for an initial aggregate principal amount of $50 million. On July 2, 2012, we amended the Credit Agreement to, among other things, add J.P. Morgan Securities LLC, as a Joint Lead Arranger. The Credit Agreement, as amended, provides for a five-year, senior secured revolving credit facility in an initial aggregate principal amount of $100.0 million (the Credit Facility). The Credit Facility includes a $25.0 million sublimit for the issuance of standby letters of credit and a $5.0 million sublimit for swing line loans, which will be available on a same-day basis. The credit amendment also contains an accordion feature which allows us, subject to certain terms and conditions, to increase the lending commitments by up to $50.0 million.

The Credit Facility has a maturity date of December 16, 2016, but the outstanding amounts may be prepaid at any time without penalty or premium (except for certain customary break funding payments in connection with LIBOR loans) and is available to fund acquisitions and ongoing operations.

Any advance under the Credit Facility will accrue interest at rates per annum that are equal to, based on certain conditions, either (a) 1.5% above the applicable LIBOR rate, or (b) 0.5% above (i) the greatest of (x) the prime rate, (y) the federal funds effective rate plus 0.5% or (z) a daily rate equal to one-month LIBOR plus 1.00%. The unused portion of the Credit Facility will also be subject to an unused fee that will be calculated at a per annum rate of 0.25%. The interest rate under the Credit Facility was 1.81% as of December 31, 2012.

Under the Credit Facility, we are required to comply with certain financial covenants and ratios, including a quarterly consolidated leverage ratio of consolidated funded indebtedness to EBITDA of not more than 2.5 to 1.0 and a quarterly consolidated fixed charge coverage ratio of not less than 1.5 to 1.0. Substantially all of our tangible and intangible assets are considered collateral security under the secured Credit Facility. As of September 30, 2013, we were in compliance with all specified financial covenants and ratios.

Payment of the amounts owed under the Credit Facility may be accelerated, and the lenders commitments under the Credit Agreement may be terminated, upon an event of default, as defined in the Credit Agreement, such as failure to pay amounts owed when due, breach of a covenant, material inaccuracy of a representation or occurrence of bankruptcy, subject in some cases to cure periods.

At December 31, 2011 outstanding swing line loans were $5.0 million. In January 2012, we fully repaid the $5.0 million swing line loan and immediately borrowed $10.0 million under the revolving Credit Facility, which was fully repaid in August 2012. As of September 30, 2013 and 2012, we had $94.2 million and $93.9 million, respectively, available under the Credit Facility, net of $5.8 million and $6.1 million in outstanding letters of credit, respectively.

Letters of Credit

At September 30, 2013 and 2012, we had no amounts of cash restricted from withdrawal and held by banks as collateral for letters of credit.

Off Balance Sheet Arrangements

As of September 30, 2013, we did not have any off balance sheet arrangements.

Contractual Obligations

Our contractual obligations relate primarily to borrowings under our credit facility, operating leases, capital leases and purchase obligations. As of September 30, 2013, there have been no significant changes to our contractual obligations from the information provided in Part II Item 7, Management s Discussion and Analysis of Financial Condition and Results of Operations, included in our Annual Report on Form 10-K for the year ended December 31, 2012.

Recently Issued Accounting Standards

Accounting standards that have been issued by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on our unaudited condensed consolidated financial statements upon adoption.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks in the ordinary course of our business. These risks primarily include interest rate fluctuations, foreign exchange risk and inflation.

Interest Rate Fluctuations

Our investments include cash and cash equivalents, which consists of cash and money market accounts. The primary objective of our investment activities is to preserve principal while maximizing income without significantly increasing risk. We do not enter into investments for trading or speculative purposes. Our investments are exposed to market risk due to a fluctuation in interest rates, which may affect our interest income and the fair market value of our investments. Due to the short-term nature of our investment portfolio, we do not believe an immediate 10% increase in interest rates would have a material effect on the fair market value of our portfolio, and therefore we do not expect our operating results or cash flows to be materially affected to any degree by a sudden change in market interest rates.

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On December 16, 2011, we entered into a Credit Agreement, as amended on July 2, 2012, that provides for a credit facility bearing interest at floating rates based upon either (a) 1.5% above the applicable LIBOR rate, or (b) 0.5% above (i) the greatest of (x) the prime rate, (y) the federal funds effective rate plus 0.5% or (z) a daily rate equal to one-month LIBOR plus 1.00%. Our exposure to market risk for changes in interest rates relates primarily to the floating interest rate. Accordingly, interest rate increases would increase our interest expense on outstanding credit facility balances. As of September 30, 2013, no amount was drawn under the credit facility. Based on a sensitivity analysis, an increase of 1% in the floating interest rate would increase our borrowing costs by less than $0.1 million for each $1.0 million of borrowings under the credit facility, assuming such borrowings were outstanding for the entire quarter, or a maximum of $0.7 million if we utilized our entire line of credit.

Foreign Currency Exchange Risk

We have foreign currency risks related to our revenue and operating expenses denominated in currencies other than the U.S. dollar, principally the Canadian dollar, the British pound sterling and the Chinese yuan. We do not believe movements in the foreign currencies in which we transact will significantly affect future net earnings. Foreign currency risk can be quantified by estimating the change in cash flows resulting from a hypothetical 1% adverse change in foreign exchange rates. We believe such a change would not have a material impact on our results of operations.

Inflation

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934, as amended, (the Exchange Act), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures were effective at the reasonable assurance level to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives as specified above. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, the design of a control system must reflect that there are resource constraints, thus, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon

certain assumptions about the probability of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Changes in Internal Control over Financial Reporting

We are involved in ongoing evaluations of internal controls. In anticipation of the filing of this Form 10-Q, our Chief Executive Officer and Chief Financial Officer, with the assistance of other members of our management, performed an evaluation of any change in internal control over financial reporting that occurred during our last fiscal quarter that has materially affected, or is likely to materially affect, our internal controls over financial reporting. There has been no change to our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On October 4, 2013, a putative stockholder class action was filed in the Superior Court of the State of California, County of San Diego captioned *D Ambrosia v. The Active Network, Inc., et al.*, Case No. 37-2013-00070071-CU-BT-CTL, seeking to enjoin Purchaser s tender offer (the Offer) and the Merger. The complaint names the Company and the members of the Company s board of directors (Company Board) as defendants. The complaint also names Vista Equity Partners (Vista), Parent, and Purchaser as defendants. The complaint generally alleges, among other things, that the members of the Company Board breached their fiduciary

duties to the Company s stockholders by agreeing to sell the Company to Vista for an unfair price and pursuant to an unfair process, agreeing to certain provisions in the Merger Agreement that purportedly deter alternative bids for the Company, and putting their personal interests ahead of the interests the Company s stockholders. The complaint also alleges that the Company and Vista aided and abetted the alleged breaches of fiduciary duty by the members of the Company Board. The complaint seeks injunctive relief, monetary damages, an award of attorneys fees and other fees and costs, in addition to other relief.

On October 8, 2013, a second putative stockholder class action complaint was filed in the Superior Court of the State of California, County of San Diego, captioned *Bushansky v. The Active Network, Inc., et al.* , Case No. 37-2013-00070401-CU-SL-CTL, seeking to enjoin the Offer and the Merger. The complaint names the Company and certain members of the Company Board as defendants. The complaint generally alleges, among other things, that the Company s directors breached their fiduciary duties to the Company s stockholders by, among other things, failing to take steps to maximize the value of the Company to its public stockholders, properly value the Company and protect against purported conflicts of interests in connection with the proposed sale of the Company. The complaint seeks, among other relief, injunctive relief, monetary damages, an award of attorneys fees and other costs and expenses and, in the event the proposed sale is consummated, rescission and compensatory damages. On October 11, 2013, the complaint in the *Bushansky* action was amended to, among other things, add allegations that the members of the Company Board breached their fiduciary duties to stockholders of the Company because the Schedule 14D-9 purportedly fails to provide the Company s stockholders with all material information necessary to make an informed decision whether to tender their shares.

On October 15, 2013, a putative stockholder class action was filed in the Superior Court of the State of California, County of San Diego captioned *Gupta v. The Active Networks, Inc., et al*, Case No. 37-2013-00071122-CU-SL-CTL, seeking to enjoin the Offer and the Merger. The complaint names the Company and the members of the Company Board as defendants. The complaint also names Vista, Parent, and Purchaser as defendants. The complaint generally alleges, among other things, that the members of the Company Board breached their fiduciary duties to the Company s stockholders by agreeing to sell the Company to Vista for an unfair price and pursuant to an unfair process, agreeing to certain provisions in the Merger Agreement that purportedly deter alternative bids for the Company, putting their personal interests ahead of the interests the Company s stockholders, and failing to fully disclose to the Company s stockholders all material information necessary to make an informed decision regarding whether to tender their Shares. The complaint also alleges that the Company, Vista, Parent, and Purchaser aided and abetted the alleged breaches of fiduciary duty by the members of the Company Board. The complaint seeks injunctive relief, rescission, monetary damages, an award of attorneys fees and other fees and costs, in addition to other relief.

Each of the Company, Parent, and Vista believes the allegations against them in these complaints lack merit, and each of them intends to vigorously defend the actions.

We are also from time to time subject to various claims and legal actions during the ordinary course of business, including potential liabilities under government regulations and various claims and legal actions that are pending or may be asserted by third parties. These matters arise in the ordinary course and conduct of our business, and, at times, as a result of our acquisitions. They include, for example, commercial, intellectual property and employment matters. Some are expected to be covered, at least partly, by insurance. We intend to continue to defend ourselves vigorously in such matters. We believe that there are currently no claims or legal actions that would reasonably be expected to have a material adverse effect on our results of operations or financial condition.

ITEM 1A. RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the following risks and all other information contained in this Quarterly Report on Form 10-Q, as well as our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which we filed with the SEC on February 26, 2013, including our unaudited condensed consolidated financial statements and the related notes and Management s Discussion and Analysis of Financial Condition and Results of Operations , before investing in our common stock. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, also may become important factors that affect us. If any of the following risks materialize, our business, financial condition and results of operations could be materially harmed. In that case, the trading price of our common stock could decline, and you may lose some or all of your investment.

Risks Related To the Merger with Vista

The Merger is subject to a number of conditions beyond our control. Failure to complete the Merger within the expected time frame or at all could adversely affect our future business and financial results and our stock price.

Completion of the Merger is subject to certain conditions, including among other things (i) there having been validly tendered and not validly withdrawn Shares that represent one more than 50% of the total number of Shares outstanding on a fully diluted basis at the time of the expiration of the Offer and (ii) the receipt of proceeds by Parent under certain financing agreements, including debt commitment letters from Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Royal Bank of Canada, RBC Capital Markets, Bank of Montreal, and BMO Capital Markets Corp. (collectively, the Lenders).

We cannot predict whether and when these conditions will be satisfied. If one or more of these conditions is not satisfied, and as a result, we do not complete the Merger, or in the event the proposed Merger is not completed or delayed for any other reason, our business may be harmed because:

- management s and our employees attention may be diverted from our day-to-day business because matters related to the proposed Merger may require additional commitments of their time and resources;
- employees may experience uncertainty about their future roles with us, which might adversely affect our ability to retain and hire key personnel and other employees;
- our relationships with customers, partners and suppliers may be harmed as a result of the Merger as well as uncertainties with regard to the combined company s plans with respect to our products, employees and business;
- we have agreed to restrict certain of our activities pending the consummation of the Merger;
- certain costs related to the proposed Merger, such as legal and accounting fees and reimbursement of certain expenses, are payable by us whether or not the proposed Merger is completed;
- we would not realize any of the anticipated benefits of having completed the proposed Merger; and
- we may be required to pay a termination fee if the Merger Agreement is terminated under certain circumstances which would negatively affect our financial results and liquidity.

Our stock price may also fluctuate significantly based on announcements by Vista and other third-parties or us regarding the proposed Merger. Any of these events could harm our results of operations and financial condition and could cause a decline in the price of our common stock, particularly if the Merger does not close.

If the proposed Merger is not completed or we are not otherwise acquired, we may consider other strategic alternatives which are subject to risks and uncertainties.

If the proposed Merger is not completed, the Company Board will review and consider various alternatives available to us, including, among others, continuing as a public company with no material changes to our business or capital structure, seeking a minority investment from a strategic or financial partner or attempting to implement a sale to either a financial or strategic buyer. These alternative transactions may involve various additional risks to our business, including, among others, distraction of our management team and associated expenses, our ability to consummate any such alternative transaction, the valuation assigned to our business in any such alternative transaction, our ability or a potential buyer s ability to access capital on acceptable terms or at all and other variables which may adversely affect our operations.

The Merger Agreement contains provisions that could discourage a potential competing acquiror of Active.

The Merger Agreement contains no solicitation provisions that, subject to limited exceptions, restrict our ability to solicit, initiate, or knowingly encourage, facilitate or induce third-party proposals for the acquisition of our common stock or assets. In addition, Vista has an opportunity to offer to modify the terms of the Merger in response to any competing acquisition proposals before our Board of Directors may withdraw or qualify its recommendation with respect to the Merger. The Merger Agreement further provides that upon termination of the Merger Agreement under specified circumstances, including certain terminations in connection with an alternative business combination transaction as permitted by the terms of the Merger Agreement, we may be required to pay Vista a termination fee of $32.0 million.

These provisions could discourage a potential third-party acquiror that might have an interest in acquiring all or a significant portion of us from considering or proposing that acquisition, even if it were prepared to pay consideration with a higher per share cash or market value than the market value proposed to be received or realized in the Merger. These provisions might also result in a potential third-party acquiror proposing to pay a lower price to the shareholders than it might otherwise have proposed to pay because of the added expense of the $32.0 million termination fee that may become payable in certain circumstances.

If the Merger Agreement is terminated and we determine to seek another business combination, we may not be able to negotiate a transaction with another party on terms comparable to, or better than, the terms of the Merger.

Our executive officers and directors have interests in the Merger that may be different from, or in addition to, the interests of our stockholders generally.

Our executive officers and members of the Company Board may be deemed to have interests in the execution and delivery of the Merger Agreement and the Offer and the Merger that may be different from or in addition to those of our stockholders, generally. These interests may create potential conflicts of interest. The Company Board was aware of these interests and considered them, among other things, in reaching its decision to approve the Merger Agreement. As described in more detail below, these interests include:

- the cancellation of vested and unvested options to purchase shares of common stock of the Company (the Stock Options) outstanding immediately prior to the closing of the Merger and the conversion of such Stock Options into the right to receive a cash payment equal to (i) the excess, if any, of Vista s offer price over the exercise price per share of such Stock Option, multiplied by (ii) the total number of shares then issuable upon exercise in full of such Stock Option, without interest and less any required withholding taxes;

- the accelerated vesting of Company unvested (i) time based restricted stock units, (ii) performance based restricted stock units and (iii) market stock units outstanding immediately prior to the closing of the Merger and the cancelation of such awards in exchange for a cash payment equal to Vista s offer price for each share subject to the award;

- the receipt of certain payments and benefits under certain executive officers employment, retention and change in control agreements upon certain types of terminations of employment that could occur before or following a change in control transaction; and

- the entitlement to the indemnification and exculpation benefits in favor of directors and officers of the Company.

These interests may cause our directors and executive officers to view the Merger proposal differently and more favorably than our shareholders may view it.

Several lawsuits have been filed against the Company, Vista and our directors challenging the proposed Merger, and an adverse ruling may prevent the proposed Merger from being completed or adversely affect the Company s financial results and liquidity.

The Company, Vista and the members of the Board have been named as defendants in several lawsuits brought by purported stockholders of the Company challenging the proposed Merger and seeking, among other things, injunctive relief to enjoin the defendants from completing the proposed Merger on the agreed-upon terms.

One of the conditions to the closing of the Merger is that no injunction or other legal restraint or prohibition shall be in effect that prevents completion of the proposed Merger. Therefore, if a settlement or other resolution is not reached in the lawsuits referenced above and the plaintiffs secure injunctive or other relief prohibiting, delaying or otherwise adversely affecting the company s ability to complete the Merger, then such injunctive or other relief may prevent the proposed Merger from becoming effective within the expected timeframe or at all. In addition, an adverse judgment for monetary damages could have a material adverse effect on the financial results, operations and liquidity of the Company.

Risks Related To Our Business

We have a history of significant net losses, and we may not be able to achieve or maintain consistent profitability on an annual basis.

We have incurred fiscal year net losses since our inception in 1998. Our net losses were approximately $25.0 million for the nine months ended September 30, 2013, $43.0 million for the year ended December 31, 2012, $15.3 million for the year ended December 31, 2011, and $27.3 million for the year ended December 31, 2010. At September 30, 2013, we had an accumulated deficit of approximately $343.3 million. We anticipate our operating expenses will continue to increase during the next few years as we complete the transition of our customers to ActiveWorks, make additional acquisitions, increase our sales and marketing activities, expand outside of North America and enhance our customer service and call center capabilities. If our revenue grows at a slower rate than we anticipate, or if our operating expenses increase unexpectedly, we may not be able to achieve or maintain consistent profitability.

Our limited operating history, new and unproven business model and rapidly evolving market make it difficult to evaluate our future prospects and increase the risk that we will not be successful.

We launched our application services in 1999, and we have made a number of changes to our operations, technology platform and online communities since that time. As a result, we have a limited operating history with our current business upon which to predict our future operating results. In addition, the business of providing cloud computing applications to activity and event organizers and building and supporting online communities for activity and event participants is relatively new and subject to rapid change. You must consider our business and prospects in light of the risks and difficulties we will continue to encounter as a company with a new and unproven business model and operating in a new and rapidly evolving market. These risks and difficulties include our ability to, among other things:

- attract new customers;

- deepen our relationships with our existing customers;
- continue to transition our existing customers to ActiveWorks;
- continue to earn the trust of organizers and participants with respect to the processing, storage and use of their confidential information and personal data in compliance with our own high standards of care and applicable governmental and other legal obligations related to privacy and data protection;
- develop a scalable, high performance technology infrastructure that can securely, efficiently and reliably handle increased usage globally;
- continue to manage and successfully integrate acquired businesses, applications and technologies;
- successfully compete with other companies that engage in the activity and event registration and management market;
- continue to build and support online communities and applications for activity and event participants;
- successfully introduce and deploy new features and functionality for our technology platform;
- increase revenue from our applications, websites and online communities;
- avoid interruptions or disruptions in our service;
- avoid problems with the functionality of our applications;
- continue to hire, integrate and retain highly skilled team members who embrace our values and culture; and
- successfully expand our business outside of North America.

We may not be able to address these risks and difficulties or others that we may encounter, including those described elsewhere in this risk factors section. Our failure to adequately address risks and difficulties as we encounter them could cause our reputation to suffer and harm our business. We base our current and future expense levels on our management s estimates of the size of our market and the number of potential customers and registrations, operating forecasts and estimates of future revenue. However, our revenue and operating results are difficult to forecast due to the uncertainty of our market and our ability to increase our customer base and the number of participants who elect to register for activities using our applications. In addition, certain of our expenses are fixed, and we may be unable to

adjust our spending in a timely manner to compensate for any unexpected shortfall in revenue. As a result, we may make errors in predicting our revenue and expenses, which would harm our business and financial condition.

Our growth rate over the past few years may not be sustainable. If we fail to maintain an adequate growth rate, our business will be adversely affected and we may not achieve or maintain profitability.

Our revenue has grown rapidly over the past few years, increasing to $418.9 million in 2012 from $337.4 million in 2011 and $279.6 million in 2010, representing a compound annual growth rate over this period of 22.4%. We may not be able to sustain this level of growth in future periods, and you should not rely on the revenue growth of any prior quarterly or annual period as an indication of our future performance. Further, a portion of our revenue growth in each year resulted from acquisitions. We may not complete acquisitions in the future that increase our revenue at the same rate as in prior periods. The identification of suitable acquisition candidates can be difficult, time-consuming and costly, and we may not be able to successfully complete the acquisitions we do identify. If we are unable to maintain an adequate rate of growth, our business will be adversely affected and we may not achieve or maintain profitability.

If we fail to effectively manage our growth, our business and operating results could be harmed.

The substantial growth in our business over the past few years has placed, and may continue to place, significant demands on our management, our operating infrastructure and our internal controls and procedures. As our operations grow in size and complexity, we will need to improve and upgrade our operating systems and infrastructure to offer an increasing number of organizers and participants enhanced applications, features, functionality and support. In addition, we will be required to strengthen our internal controls and our risk management policies and procedures. The expansion of our operating systems and infrastructure and the strengthening of our controls, policies and procedures will require us to commit substantial financial, operational and technical resources in advance of an increase in the volume of our business, with no assurance that our business will actually increase. Continued growth could also strain our ability to maintain reliable service levels for organizers and participants, as well as to recruit, train and retain highly skilled personnel. If we fail to effectively manage our growth, our business and operating results could be harmed.

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Acquisitions could prove difficult to integrate, disrupt our business, dilute stockholder value, strain our resources and impair our operating results, financial conditions and prospects.

Acquisitions have been an important part of our growth to date. We have completed a significant number of acquisitions over the past few years. We may continue to seek to acquire and invest in businesses, applications and technologies that we believe could complement or expand our business, augment our market coverage, enhance our technology platform, provide us with valuable customer contacts or otherwise offer growth opportunities.

Acquisitions and investments involve numerous risks and difficulties, including:

- difficulties in integrating operations, technologies, accounting functions and personnel;
- difficulties in supporting and transitioning customers of our acquired companies to our technology platform;
- difficulties in maintaining the security and reliability of acquired applications;
- delays in strengthening internal controls and risk management policies and procedures;
- diversion of financial and management resources from existing operations;
- potential loss of key employees;
- inability to generate sufficient revenue to offset acquisition or investment costs;
- assumption of unknown liabilities and claims;
- potential disputes and litigation;
- potential diminishment in the value of any acquired brands; and
- potential write-offs of acquired assets.

Acquisitions also frequently result in recording of goodwill and other intangible assets, which are subject to potential impairments in the future that could harm our operating results. In addition, if we finance acquisitions by issuing convertible debt or equity securities, our existing stockholders may be diluted. Such dilution could adversely affect the market price of our stock. Moreover, if we are unable to identify suitable future acquisition candidates, reach agreement with these parties or obtain the financing needed to complete such acquisitions, we could lose market share

to competitors who are able to complete such acquisitions. This loss of market share could negatively impact our business, revenue and future growth. If we fail to achieve the anticipated benefits of any acquisitions we have completed or may complete in the future, our business, operating results, financial condition and prospects may be impaired.

Any failure to compete successfully against current or future competitors would materially adversely affect our business and prospects.

The market for technology applications for activity and event organizers is fragmented, competitive and rapidly evolving. Our primary competition comes from traditional registration processing methods used by activity and event organizers, such as paper-based registrations submitted by mail or in person or reservations submitted by telephone. We also face competition from:

- custom-developed applications created by an organizer s technical staff or an outside custom service provider;

- companies that offer generalized functional software that have features and functionality that organizers can use to register participants and manage their activities, such as content or contact management software programs, e-commerce solutions, enterprise resource planning software and other products having separate software modules; and

- companies that offer organizers integrated hosted software solutions in one or more verticals within the activities and events market.

Our competitors may announce new products, services or enhancements that better address changing industry standards or the needs of organizers and participants. In addition, competitors and potential competitors may enter into business combinations or alliances that strengthen their competitive positions. For example, companies who we do not consider to be significant competitors could acquire one or more of the various companies in our fragmented industry and, over a short period of time, become a significant competitor in the markets we service. If any of these competitors were to aggressively price their competing services in our market, we may be required to reduce our prices, which could adversely affect our operating results and financial condition. In addition, it may be difficult to displace a competitor once they have established a relationship with an organizer.

We expect to encounter new and evolving competition as the market becomes aware of the advantages of cloud computing applications for activity and event organizers. For example, social networking companies with a large number of online users could develop competing applications or partner with third parties to do so. Future or existing competitors may introduce different pricing models, and offer users applications at minimal or no cost. In addition, larger, better capitalized companies with greater operational, strategic, financial, personnel, customer or user bases and other resources than we have could also enter our market and attempt to compete with us. If we do not successfully compete with existing and future competitors, our business and prospects will be adversely affected.

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Our business may be harmed if we fail to successfully transition certain of our existing customers to ActiveWorks.

We have made a significant investment in developing ActiveWorks, and a large number of our customers are currently being served by our ActiveWorks architecture at varying levels of integration. We are in the process of transitioning to ActiveWorks certain customers who continue to use both our internally developed systems and acquired legacy systems. We are developing the additional features required to complete this transition. As legacy systems are transitioned to ActiveWorks, we will end any further development on those products and retire the applications. In addition, as part of our growth strategy, we expect to continue to inherit legacy systems through acquisitions. We will evaluate these systems to determine, based on their sophistication and compatibility, whether to integrate them into ActiveWorks or to migrate the customers using them to ActiveWorks. This process is time consuming and requires the investment of significant technical and human resources. During this process, we will continue to incur the costs and face the risks and difficulties associated with maintaining multiple legacy systems. During that transition period, we may also experience service interruptions, system failures and security breaches due to the shortcomings of certain of the legacy systems. Further, as we transition legacy systems to ActiveWorks, we may discontinue certain brands associated with those legacy systems and we may encounter resistance from customers who have affinity for these brands. If we fail to complete the transition to ActiveWorks in a cost-effective and timely manner and without service interruptions, system failures, security breaches or resistance from customers, our business may be harmed.

If our computer systems are compromised, we could be subject to fines, damages, litigation and enforcement actions and organizers and participants could curtail or cease using our applications, the occurrence of which would harm our business.

Our computer systems involve the storage and transmission of non-public personal and credit card information provided by our customers and participants. Despite our security measures, our computer systems are vulnerable to computer viruses, break-ins and other attacks that could lead to the unauthorized access, disclosure and use of non-public personal information, including credit card data. The techniques used by criminal elements to attack our computer systems are sophisticated, change frequently and may originate from less regulated and remote areas of the world. As a result, we may not be able to address these techniques proactively or implement adequate preventative measures. In one instance, we became aware of a security breach in one of the legacy computer systems we inherited through one of our acquisitions. This type of breach could potentially result in the unauthorized acquisition and use of credit card data of a number of participants. We promptly isolated the affected computer system, conducted a forensic analysis of this breach, took steps to clean the affected computer system and implemented a remediation plan to prevent any further breach. We cooperated with the federal authorities investigating the criminals who perpetrated the attack. We cannot guarantee that we will be able to prevent a breach of our computer systems in the future.

If our security measures are breached because of third-party action, employee error, malfeasance or otherwise, or if design flaws in our software are exposed and exploited, and, as a result, a third party obtains unauthorized access to any of our customers data, our relationships with our customers may be severely damaged, and we could incur significant liability. There can be no assurance that the limitations of liability in our contracts would be enforceable or adequate or would otherwise protect us from any such liabilities or damages with respect to any particular claim. We also cannot provide assurances that our existing general liability insurance coverage and coverage for errors and omissions will continue to be available on acceptable terms or will be available in sufficient amounts to cover one or more large claims or that the insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceeds available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, financial condition and results of operations.

The breach of our computer systems may also subject us to fines, damages from claims asserted by payment processors, merchant banks, organizers and participants, litigation and enforcement actions. In addition, if we experience compromises of our computer systems, payment processors, merchant banks, organizers and participants may lose confidence and cease using our applications, which would harm our business.

In addition, many jurisdictions have enacted laws requiring companies to notify individuals of data security breaches involving certain types of personal data, and our agreements with certain partners require us to notify them in the event of a security incident. These mandatory disclosures regarding a security breach could lead to widespread negative publicity and may cause our customers to lose confidence in the effectiveness of our data security measures.

We are subject to data privacy laws and regulations as well as contractual privacy obligations, and our failure to comply could subject us to fines and damages and would harm our reputation and business.

We are subject to the data privacy laws and regulations adopted by federal, state and foreign governmental agencies. Data privacy is highly regulated, and may become the subject of additional regulation in the future. Privacy laws restrict our storage, use, processing, disclosure, transfer and protection of non-public personal information, including credit card data, provided to us by our customers and participants. In addition, we are subject to the privacy-related obligations in our contracts with our customers and other third parties (including voluntary third-party certification bodies such as TRUSTe). Any failure by us to comply with applicable privacy laws or regulations, our contractual privacy obligations or our own privacy policies, may result in fines, statutory or contractual damages or litigation or governmental enforcement actions. These proceedings or violations could force us to spend

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significant amounts in defense or settlement of these proceedings, result in the imposition of monetary liability, distract our management, increase our costs of doing business, and adversely affect our reputation and the demand for our solutions. Additionally, violations of our legal or contractual privacy obligations could cause organizers and participants to lose trust in us, which would harm our reputation and business.

The regulatory framework for privacy and data protection issues worldwide is evolving, and as we expand our operations globally, compliance with regulations that differ from country to country may also impose substantial burdens on our business. In particular, the European Union, or EU, has traditionally taken a broader view as to what is considered personal information and has imposed greater obligations under data privacy regulations. In addition, individual EU member countries have had discretion with respect to their interpretation and implementation of the regulations, which has resulted in variation of privacy standards from country to country. Complying with any additional or new regulatory requirements could force us to incur substantial costs or require us to change our business practices in a manner that could compromise our ability to effectively pursue our growth strategy.

We are also subject to the privacy and data protection-related obligations in our contracts with our customers and other third parties. We may also be contractually liable to indemnify and hold harmless our clients from the costs or consequences of inadvertent or unauthorized disclosure of data that we store or handle as part of providing our services. Finally, we are also subject to contractual obligations and other legal restrictions with respect to our collection and use of data, and we may be liable to third parties in the event we are deemed to have wrongfully used or gathered data.

Our technology systems are vulnerable to damage, interruptions or failures, any of which could harm our reputation and business.

Our technology systems rely on computer hardware and communications systems located either in our facilities or at third-party facilities, including our main web-hosting facilities in Las Vegas, Nevada, Ashburn, Virginia, Toronto, Ontario, and Kelowna, British Columbia. We do not control the operation of the third-party facilities and must rely on third parties to provide the physical security, facilities management and communications infrastructure services to ensure the reliable and consistent delivery of our solutions to our customers. Our web-hosting technology systems located at our facilities and at third-party facilities are vulnerable to damage or interruption from catastrophic occurrences such as earthquakes, floods, fires, power loss, telecommunications failures, terrorist attacks and similar unforeseen events. Despite any precautions we may take, the occurrence of a natural disaster or other unexpected problems at one of our facilities or the facilities operated by third parties who house our equipment could result in lengthy interruptions in our services.

We are in the process of implementing procedures designed to allow us to move our production operations over to a backup datacenter in the event of a catastrophe. Although this program is functional, it does not provide a real-time failover in all instances, so if one of our websites shuts down it would remain shut down for a period of time while the transition takes place, and during that time, the website would not be accessible. In addition, the prolonged interruption of service of one or more of our websites that process transactions could result in potentially significant losses.

We carry business interruption insurance but our coverage may not be sufficient to compensate us for the potentially significant losses that may result from prolonged interruptions in our services as a result of system failures. We have experienced limited interruptions in the past, including server failures that temporarily slowed down the performance of our websites and mobile applications, but we may experience more significant interruptions in the future. Interruptions in these systems, whether due to system failures, computer viruses, physical or electronic break-ins or other catastrophic events, could affect the security or availability of our services on our websites and mobile applications and prevent or inhibit the ability of our customers and event and meeting registrants to access our services. Problems with the reliability or security of our systems could harm our reputation or result in substantial costs to remedy these problems, including but not limited to costs associated with contractual obligations to compensate customers should an interruption affect their use of our services. Any of these issues could negatively affect our business, results of operations and financial condition and harm our reputation.

If credit card payment processors and service providers fail or no longer agree to provide their services, change their services or terms of service or increase processing fees, our customer relationships could be adversely affected and we could lose business and revenue.

We rely on agreements with large payment processing organizations to enable us to provide credit card authorization, data capture, settlement and merchant accounting services, and access to various reporting tools for the customers we serve. Our credit card processors and service providers could terminate their arrangements with us or fail to perform their services efficiently, become unwilling or unable to provide payment processing services to us or change the services or terms of service provided to us, each of which would adversely affect our relationships with customers and could cause customers to discontinue using our applications and adversely affect our operating results. In addition, we cannot guarantee that credit card companies will not increase the transaction fees we incur for each registration we process. Any increase in transaction fees would require us to increase the prices we charge for our products and services or negatively impact our profitability, either of which could adversely affect our business, financial condition and results of operations. In addition, if credit card payment processors and service providers fail or no longer agree to provide their services, our customer relationships could be adversely affected and we could lose business and revenue.

We are subject to the rules and regulations adopted by the card networks, such as Visa, MasterCard and American Express, and if we fail to adhere to their rules and regulations, we would be in breach of our contractual obligations to payment processors and merchant banks, which could subject us to damages and liability and could eventually prevent us from processing or accepting credit cards.

The card networks, such as Visa, MasterCard and American Express, have adopted rules and regulations that apply to all merchants who process and accept credit cards for payment of goods and services. We are obligated to comply with these rules and regulations as part of the contracts we enter into with payment processors and merchant banks. The rules and regulations adopted by the card networks include the Payment Card Industry Data Security Standards, or the PCI DSS. Under the PCI DSS, we are required to adopt and implement internal controls over the use, storage and security of card data to help prevent credit card fraud. We assess our compliance with the PCI DSS on a periodic basis, and make necessary improvements to our internal controls. If we fail to comply with the rules and regulations adopted by the card networks, including the PCI DSS, we would be in breach our contractual obligations to payment processors and merchant banks. Such failure to comply may subject us to fines, penalties, damages and civil liability, and could eventually prevent us from processing or accepting credit cards and reduce our working capital. Further, there is no guarantee that even if we comply with the rules and regulations adopted by the card networks, we will be able to maintain our compliance. We also cannot guarantee that such compliance will prevent illegal or improper use of our payments systems or the theft, loss or misuse of the credit card data of customers or participants. Any such event would harm our reputation and business.

We face potential liability for the fraudulent activities of organizers and their employees, participants and our employees.

We have potential liability for losses caused by the fraudulent activities of our organizers or their employees. An organizer, or one of an organizer s employees, could use a stolen or counterfeit credit card or credit card number to record a false sales transaction, or intentionally fail to deliver merchandise, events, activities or services sold in an otherwise valid transaction. We may also face potential liability for credit card fraud by participants who register for an activity or complete a transaction through our applications. A participant could use a stolen credit card or a stolen credit card number in a credit card-not-present transaction, to register for an activity or event or purchase merchandise or services. In a traditional credit card-present transaction, if the merchant uses the credit card, receives authorization for the transaction from the credit card issuing bank and verifies the signature on the back of the credit card against the paper receipt signed by the individual using the credit card, the credit card issuing bank remains liable for any loss. In a fraudulent credit card-not-present transaction, we could be liable to the credit card issuing bank for any loss arising from the transaction, even if we receive authorization for the transaction from the same credit card issuing bank. In addition, we face potential fraud if our employees misappropriate or disclose to others who misappropriate the credit card or other sensitive information of organizers or participants. We have implemented systems and procedures designed to detect and reduce the impact of organizer, participant and employee fraud, but we cannot guarantee that these measures are or will be effective. It is possible that incidents of fraud could increase in the future, and they may remain undetected for extended periods of time if our systems and procedures are not effective. Significant or recurring credit card fraud could adversely affect our business, financial condition and operating results.

We may face significant chargeback liability if our customers refuse or cannot reimburse chargebacks resolved in favor of participants who register through our applications.

We may have potential liability for chargebacks associated with the transactions we process for certain of our organizer customers. If a billing dispute relating to a transaction is not ultimately resolved in favor of the organizer, the disputed transaction is charged back to our bank and credited to the credit card account of the participant. If we or our processing banks are unable to collect the chargeback from the organizer s account, or if the organizer refuses or is

financially unable to reimburse us for the chargeback amount, we bear the risk of loss for the amount of the refund paid to the participant s credit card account. We have in the past experienced chargebacks related to cancelled and fraudulent events and transactions. Significant or recurring chargeback amounts could adversely affect our business, operating results and financial condition.

Our business is subject to a variety of U.S. and foreign laws, many of which are unsettled and still developing, and which could subject us to claims or otherwise harm our business.

We are subject to a variety of laws in the United States and abroad that are continuously evolving and developing, and that are costly to comply with, can require significant management time and effort and can subject us to claims or other remedies. Existing and future laws and regulations may be adopted, interpreted or implemented in a manner that is inconsistent with our current business practices or that require changes to such practices, our privacy policy, the features and functionality of our applications or the design of our websites. These regulations and laws may cover employment, immigration, taxation, tariffs, user privacy, data protection, pricing, content, copyrights, distribution, electronic contracts and other communications, consumer protection, broadband residential Internet access and the characteristics and quality of services. It is not clear how existing laws governing issues such as property ownership, sales and other taxes, libel and personal privacy apply to the Internet. If we are not able to comply with these laws and regulations or if we become liable under them, we could be directly harmed, and we may be forced to implement new measures to reduce our exposure to this liability. This may require us to expend substantial resources or to discontinue certain practices, which could negatively affect our business, financial condition and results of operations. In addition, the increased attention focused on liability as a result of lawsuits and legislative proposals could harm our reputation or otherwise harm our business.

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Our quarterly operating results are volatile, subject to seasonal fluctuations and difficult to predict, all of which may adversely affect our stock price.

Our quarterly operating results have fluctuated in the past and may fluctuate significantly in the future due to a variety of factors, many of which are outside of our control. For example, we generally experience seasonality due to the greater number of activities and events during the spring and summer months in North America. Other factors that may contribute to the variability of our quarterly and annual results include:

- our ability to accurately forecast revenue and appropriately plan our operating expenses;
- our ability to attract new, and increase the engagement and penetration of our existing, activity and event organizers;
- our ability to increase the number of participants who register for the activities and events offered by our customers using our applications;
- our ability to control the cost and time required to transition certain customers to ActiveWorks;
- our ability to maintain and effectively manage an adequate rate of growth;
- our ability to successfully enter new markets and manage our planned global expansion;
- our ability to successfully manage and integrate our past and any future acquisitions of businesses, applications or technologies;
- our ability to limit interruptions in service and prevent the compromise of customer or participant data;
- the effects of natural or man-made catastrophic events;
- changes in the laws, regulations and legal standards affecting our business;
- our ability to keep pace with changes in technology and the offerings by our competitors;
- our ability to provide a high-quality participant experience through our applications and online communities;

our ability to design and implement effective internal controls and processes;

our ability to attract and retain qualified employees and key personnel;

our ability to protect our intellectual property, including our technology platform and our key brands;

our ability to control the costs associated with defending intellectual property infringement and other claims by third parties; and

the impact of worldwide economic conditions, including the resulting effect on consumer spending.

As a result, we believe that quarterly comparisons of our operating results are not necessarily meaningful and that you should not rely on the results of one quarter as an indication of our future performance. In addition, our operating results may continue to vary significantly from one quarter to the next as part of our normal business cycle, which may adversely affect our stock price.

If we do not continue to enhance and improve our existing applications and successfully introduce new applications, our ability to maintain the pricing of our applications and to attract and retain organizer customers will be harmed.

In the past we have grown our business in part through improving the functionality and features of our existing applications and introducing new applications to our customers, such as fundraising, real-time event tracking and merchandising for activities and events. If we fail to continue to offer new applications that increase the number of participants who register online for our customers activities and events, and improve the ability of our customers to manage their activities and events, we may be unable to maintain the pricing of our applications. We cannot assure you that we will be able to timely and adequately develop additional functions and features or introduce new applications to satisfy the demands of our customers. Further, developing new technologies and applications entails significant technical and business risks. We cannot assure you that any new functions, features or applications will achieve the level of acceptance required for us to generate sufficient revenue to offset our development costs. If we do not continue to enhance and improve the functions and features of our existing applications and successfully introduce new applications, our ability to maintain the pricing of our applications and to attract and retain organizer customers will be harmed.

Defects or disruptions in the rollout of our new products and product enhancements could diminish demand for our service, adversely affect our reputation and subject us to substantial liability.

Like many internet-based cloud companies, we provide incremental releases of product updates and functional enhancements. Such new versions may contain undetected errors when first introduced or released. We have, from time to time, found defects in our service, and new errors in our existing service may be detected in the future. In addition, our customers may use our service in unanticipated ways that may cause a disruption in service for other customers or for event registrants. Since our customers use our service for important aspects of their business, any errors, defects, disruptions in service or other performance problems with our service could hurt our reputation and may damage our customers businesses. If that occurs, our customers may delay or withhold payment to us, elect not to renew, make service credit claims, warranty claims or other claims against us, and we could lose future

sales. Further, if we are unable to meet the stated service level commitments we have guaranteed to our customers or suffer extended periods of unavailability for our service, we may be contractually obligated to provide these customers with credits for future service, and there would be a negative impact on our reputation.

Activity and event organizers may not widely adopt our applications to manage the important aspects of their activities and events, which would limit our ability to grow our business.

Our ability to grow our business and increase revenue depends on our success in educating activity and event organizers about the potential benefits of our cloud computing applications. Cloud computing applications for organizing and managing important aspects of activities and events are relatively new, and have not been widely adopted by activity and event organizers. Concerns about cost, fraud, privacy, security, reliability and other issues may cause activity and event organizers not to adopt our applications. Moreover, activity and event organizers who have already invested substantial resources in other registration and management systems or methods may be reluctant to adopt a new approach like ours to supplement or replace existing systems or methods. If activity and event organizers do not widely adopt applications such as ours, our ability to grow our business will be limited.

If we fail to expand our customers use of our applications, our ability to execute our growth strategy and increase our revenue will be limited.

Many of our organizer customers initially make a purchase of only one or a limited number of our available applications or use our applications for only one or a limited number of their activities or events. Our ability to grow our business and increase revenue is dependent on our ability to further penetrate our existing customers by selling additional applications to them, and by increasing the number of activities and events for which they deploy our applications. If we fail to expand the usage of our applications by our existing customers, our ability to execute our growth strategy and increase our revenue will be limited.

Many individuals are using devices other than personal computers to access the Internet. If users of these devices do not widely adopt solutions we develop for these devices, our business could be adversely affected.

The number of people who access the Internet through devices other than personal computers, including mobile telephones, personal digital assistants, smart phones and handheld tablets or computers, has increased dramatically in the past few years and is projected to continue to increase. If we are unable to develop mobile solutions to meet the needs of our users, our business could suffer. Additionally, as new devices and new platforms are continually being released, it is difficult to predict the problems we may encounter in developing versions of our solutions for use on these alternative devices, and we may need to devote significant resources to the creation, support, and maintenance of such devices.

If we are unable to increase the percentage of participants who register through our websites, our ability to grow our business will be impaired.

In addition to expanding and increasing penetration within our organizer customer base, the growth of our business depends on our ability to increase the percentage of participants who elect to register for activities and events through our websites. Our ability to increase the percentage of participants who register through our websites depends on our ability to make our online registration and reservation processes simple, efficient, secure and cost-effective, as well as on our ability to develop applications, such as our online communities, activity and event information and searchable database of events, that encourage participants to use our websites. Our ability to increase participant use of our websites also depends on the ability and willingness of our organizer customers to increase the awareness of our websites to their participants. We cannot control the level of effort that organizers expend or the extent to which any

of them will be successful in increasing awareness of our websites among their participants. We may not be able to prevent organizers from devoting greater resources to support other registration methods developed by them or other third parties. If we are unable to increase the percentage of participants who register for activities and events through our websites, our ability to grow our business will be impaired.

We may not be successful in expanding into new business areas within the activity and event registration and management market, which could harm our business and future prospects.

Our long-term strategic plan involves expanding our applications into new business areas within the activity and event registration and management market. We cannot assure you that our efforts to expand our business in this manner will succeed. We also cannot assure you that we will develop any new applications required to successfully compete in these new business areas in a cost-effective or timely manner. The lack of market acceptance of such efforts or our inability to generate satisfactory revenue to offset the development costs could harm our business and limit our future prospects.

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The sales cycle for certain of our applications can be long, and we may not recognize revenue until completion of the entire sale, which makes it difficult for us to forecast our operating results.

It can take us between three and nine months to complete a sale to an activity or event organizer, and at times it may take up to one year or longer. The period between our initial contact with a potential customer and the completion of a sale may be relatively long due to several factors, including:

- many activities and events occur only annually;
- our need to educate potential customers about the uses, benefits, safety and reliability of our applications;
- activity and event organizers have budget cycles which can affect the timing of purchases; and
- some organizers, such as park and recreation department administrators, have lengthy internal approval processes before having the required authority to purchase our applications.

In addition, our customers may demand customization of the applications we provide them. As a result, these sales opportunities may require us to devote greater sales and technical resources, increasing the cost and time required to complete sales. As a result, it is difficult to predict when particular sales will occur or be completed, which adversely impacts our ability to accurately forecast our operating results.

Negative factors affecting the activities and events market have an adverse effect on our business and revenue.

We primarily generate revenue from the registration and reservation fees paid by the participants in the activities and events offered by our organizer customers. As a result, our business is directly affected by factors affecting the activities and events market, including global, national or local consumer trends, adverse weather, security concerns or environmental disasters. Our performance is also subject to economic conditions and their impact on levels of consumer spending, which may remain depressed, or be subject to further deterioration, for the foreseeable future. Some of the factors that have had and may continue to have an adverse impact on discretionary consumer spending include general economic conditions, unemployment, consumer debt, reductions in net worth, disruptions in the residential real estate or mortgage markets, higher taxation, energy prices or interest rates and decreases in consumer confidence and other macroeconomic factors. Because spending for activities is generally considered to be discretionary, declines in consumer spending may have a more negative effect on our business than on those businesses that sell products or services considered to be necessities. Unfavorable changes in the above factors or in other business and economic conditions affecting our activity and event customers and their participants could cause organizers to cancel activities, result in fewer participants using our applications to register for activities, lower our profit margins, cause our activity and event customers to terminate their relationship with us or default on their payment obligations to us, any of which would have a material adverse effect on our financial condition and operating results.

If our customers do not renew their agreements for our applications, our business and operating results will suffer.

We currently generate a majority of our revenue from customers who have entered into contracts with us with terms ranging from three to seven years. However, we have a number of customers with contract terms under three years. Our customers are not obligated to renew their contracts with us. Even if our customers perceive our applications to be of value, budgetary, economic or other competitive pressures may prevent some customers from renewing their contracts. If we are not successful in continuing to renew or extend the terms of our contracts with our existing customers, our business and operating results will suffer.

Our ability to grow our business will be impaired if we do not provide high quality customer support in a timely and cost-effective manner.

Our ability to maintain and increase our customer base and the number of participants who use our applications depends significantly on our ability to provide high quality levels of service and support. Complaints or negative publicity about our service or support could severely diminish confidence in or use of our applications. We spend significant time and resources to hire, train and retain our service and support personnel. In addition, we are required to hire temporary employees each year to provide customer service and support during peak registration seasons. These temporary employees require training and education and take time to reach full productivity. The market for our applications is still evolving, and competitive dynamics may cause pricing levels to change as the market matures and as existing and new market participants introduce new types of solutions. As a result, we may be forced to reduce the prices we charge for our solutions and may be unable to renew existing customer agreements or enter into new customer agreements at the same prices and upon the same terms that we have historically. If we are not successful in timely hiring, training and retaining our service and support personnel or otherwise fail to provide high quality service and support to organizers and participants, our ability to grow our business will be impaired.

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Our ability to improve our operating margins may be limited by the requirements imposed by our government agency customers.

We acquired the state hunting and fishing business of Automated License Systems and Central Trust Bank in October 2008 and the campground registration business of ReserveAmerica in January 2009. As of September 30, 2013, we had approximately 55 state or provincial customers in North America that are utilizing our technology for registration and management services related to hunting, fishing, and campgrounds. Our government agency customers often require us to customize our applications and provide additional services to their participants to qualify for these contracts. For example, we are typically required to maintain call centers for these customers to allow participants to register telephonically and receive telephonic customer service and support. We continue to focus on ways to encourage participants to use the self-service features available through our websites, however, each year we are required to hire temporary employees and independent contractors to staff our call centers during peak registration periods. A number of our state customers require us to maintain a physical call center located in their particular state. Additionally, our state customers typically require us to provide third-party audits of our operations. These additional requirements are costly to comply with and add to the complexity of our business. If we are unable to properly manage and control the cost of the additional services required by our government agency customers, our operating margins will suffer and our business and results would be harmed.

We may be unsuccessful in expanding our operations outside of North America, which could negatively impact our growth strategy, revenue and future growth.

Our headquarters are located in the United States. To date, we have operated primarily in North America. We do however maintain offices and have personnel in international offices around the world, and in particular, have a significant number of research and development employees in China. Continued expansion outside of North America is an important aspect of our future growth strategy. Our ability to expand outside of North America involves various risks and difficulties, including:

- incurring significant expenses in advance of generating material revenue as we attempt to establish our presence in international markets;
- operating in unfamiliar competitive environments;
- distraction of management and company resources;
- different participant preferences and participation patterns than those in North America;
- varied, unfamiliar and unclear legal and regulatory requirements and restrictions;
- potentially greater susceptibility to fraud and security breaches;

- pricing controls, legal, political or systemic restrictions on the ability of U.S. companies to compete with foreign competitors or otherwise do business in foreign countries;
- less extensive adoption of the Internet as a commerce medium or information source and increased restrictions on privacy or the use of customer and participant data;
- lack of infrastructure to adequately conduct electronic commerce transactions and data storage and management;
- difficulties in staffing and managing foreign operations;
- greater difficulty in accounts receivable collection;
- currency fluctuations or other restrictions on foreign currency;
- potential adverse tax consequences; and
- uncertain political and economic climates in foreign countries.

Operating in international markets including China also requires significant management attention and financial resources and subjects us to economic, political and operational risks that are different from those in the United States. As a result of these obstacles, we may find it difficult to expand outside of North America or we may be unsuccessful in our attempt to do so, which would negatively impact our growth strategy, revenue and future growth.

We may not timely and effectively scale and adapt our existing technology and network infrastructure to ensure that our websites are accessible with little or no perceptible load times.

A key element in our continued growth is the ability of organizers and participants to access our websites at all times with little or no perceptible load times. This has become increasingly difficult to achieve as our applications have become more complex and our user traffic has increased. Strains on the capacity of our technology infrastructure caused by growth in the numbers of organizers and participants accessing our websites, new applications and features and overall engagement on our websites, especially at the opening of the registration period for a popular activity, have in the past resulted, and may in the future result in, slower load times or system failures. We have experienced website disruptions, outages and other performance problems due to a variety of factors, including maintaining multiple legacy systems, infrastructure changes, power failure, telecommunication outages, human or software errors and capacity constraints caused by overwhelming numbers of users accessing our websites simultaneously. If our websites are not

available when users attempt to access them or do not function as expected, our customers may select another option to organize and manage their activities and events and participants may select alternative means of researching and registering for activities and events, each of which would negatively impact our business.

We expect to continue to make significant investments to upgrade our technology and network infrastructure to handle increased usage and to enable the timely and effective release of new applications. These upgrades and expansions are complex and in the past have resulted, and in the future could result, in website outages or inefficiencies or operational failures. To the extent that we do not effectively address infrastructure challenges, upgrade our systems as needed and continually develop our technology and network architecture, our business and operating results may be harmed.

If Internet search engines methodologies are modified or our search result page rankings decline for other reasons, participant engagement in our websites and online communities could decline.

We depend in part on various Internet search engines to direct a significant amount of traffic to our websites. Our ability to maintain the number of potential participants directed to our websites is not entirely within our control. Our competitors search engine optimization, or SEO, efforts may result in their websites receiving a higher search result page ranking than ours, or Internet search engines could revise their methodologies in an attempt to improve search results, which could adversely affect placement of our search result page rankings. If search engine companies revise their search algorithms in ways that are detrimental to new participant growth on our websites or in ways that make it more difficult for organizers or participants to use our websites, or if competitors SEO efforts are more successful than ours, the overall growth in the numbers of organizers and participants using our websites could slow, participant engagement could decrease, and we could lose existing participants and become less attractive to existing and prospective organizer customers. Our websites have experienced fluctuations in search result rankings in the past, and we anticipate similar fluctuations in the future. Any reduction in the number of participants directed to our website would harm our business and operating results.

Our ability to establish, maintain and strengthen our brands in the activities and events market is critical to our growth strategy.

Promoting and maintaining our brands is critical to our efforts to attract and retain our organizer customers and to increase the number of participants who use our applications. We also believe brand recognition is critical to allow us to effectively compete against the growing number of Internet sites and relatively low initial barriers to entry in certain of our markets. Maintaining, protecting and enhancing our brands is also critical to expanding our base of organizers, end users, advertisers, and other strategic partners, and increasing their engagement with our websites, and will depend largely on our ability to be a technology leader and continue to provide high-quality applications, which we may not do successfully. If we are unable to establish and maintain our brands, including THE ACTIVE NETWORK, ACTIVE, ACTIVE.COM, ACTIVENET, ACTIVEWORKS, REGONLINE, RESERVEAMERICA and STARCITE, as leaders for online registration and management applications in the activities and events market, our business and prospects would be materially and adversely affected.

We may experience difficulty in developing marketing services that are attractive to advertisers and promoters.

The market for marketing services such as ours is relatively new and rapidly evolving. We cannot be certain this market will continue to grow. Our marketing services customers may determine that it is in their best interest to spend their marketing budgets through other forms of promotional or advertising activities. As a result, if we fail to develop compelling marketing services for advertisers and promoters, our ability to sustain and grow our marketing services business would be adversely affected.

If we fail to maintain and grow our user base of participants and the data we gain access to from such participants, potential advertisers may not utilize our marketing services, which may result in reduced revenue.

We use a wide range of data to expand, refine and target our marketing services on behalf of our customers. We gain access to most of this data from participants as they opt-in to receive special offers and other direct marketing opportunities from our marketing services customers and us and the registration process for activities and events using our application services. If we are unable to maintain and grow our user base of participants and the data we gain access to from such participants, potential advertisers may not utilize our marketing services and we may lose significant marketing services revenue.

Federal, state and foreign laws impose certain obligations on the senders of commercial emails, which could minimize the effectiveness of our ability to market to prospective customers and impose financial penalties for noncompliance.

The U.S. s CAN-SPAM Act establishes certain requirements for commercial email messages and specifies penalties for the transmission of commercial email messages that are intended to deceive the recipient as to source or content. The CAN-SPAM Act, among other things, obligates the sender of commercial emails to provide recipients with the ability to opt out of receiving future emails from the sender. In addition, some states have passed laws regulating commercial email practices that are significantly more punitive and difficult to comply with than the CAN-SPAM Act. The ability of recipients of emails from our customers using our applications to opt out of receiving commercial emails may minimize the effectiveness of our solutions for our customers. In addition,

noncompliance with the CAN-SPAM Act carries significant litigation, regulatory investigation and related risks. If we were found to be in violation of the CAN-SPAM Act or similar state or international laws regulating the distribution of commercial email, whether as a result of violations by our customers or if we were deemed to be directly subject to and in violation of these requirements, we could incur penalties, and significant litigation and investigation-related expenses, and any inquiries might impact the deliverability of our commercial email regardless of outcome. This would adversely affect our operating results and financial condition and significantly harm our business, and our reputation would suffer. We also may be required to change one or more aspects of the way we operate our business, which could impair our ability to attract and retain customers or could increase our operating costs.

We might not be able to attract and retain employees, which could impede our ability to grow and successfully generate our business.

Any failure to attract and retain qualified, experienced employees could adversely affect our ability to grow our business. To execute our continuing growth plans, we need to increase the size and maintain the quality of our staff of direct sales and business development representatives and technology development staff. To be successful, we must attract and retain highly qualified sales and other personnel with specialized skill sets focused on the activities and events industry. Competition for qualified and experienced sales and other personnel can be intense, and we might not be successful in attracting and retaining such individuals. We have from time to time experienced, and we expect to continue to experience in the future, difficulty in hiring and retaining a sufficient number of highly skilled employees with appropriate qualifications for our business.

Our business and prospects could be harmed if we lose members of our senior management team.

On April 30, 2013, we announced that our Board of Directors appointed Jon Belmonte as our Interim Chief Executive Officer, and initiated an executive search process to identify a permanent Chief Executive Officer. Our business and prospects depends on our ability to identify and retain a permanent Chief Executive Officer who can assist us in improving our operations and executing on our business plan. Our performance also depends on our ability to retain and motivate our existing executive officers and key employees, including Mr. Belmonte, Darko Dejanovic, our President, and Scott Mendel, our Chief Financial Officer. We do not have long-term employment agreements with any of our executive officers or other key personnel. In addition, we do not maintain key-man insurance on these individuals. The failure to identify and retain a permanent Chief Executive Officer or the loss of the services of any of our executive officers or other key employee for any reason could harm our business.

If we cannot maintain our corporate culture as we grow and evolve, we could lose the innovation, creativity and teamwork that this culture has fostered.

We believe that a critical contributor to our success has been our corporate culture, which we believe fosters innovation, creativity and teamwork. Maintaining this corporate culture will become increasingly difficult as we grow and implement the more complex organizational management structures necessary to support our growth and to comply with the requirements imposed on public companies. Failure to maintain and further develop our culture could negatively impact our future success.

If the protection of our technology platform, domain name, trademarks and other proprietary rights is inadequate, our business would be harmed.

Our commercial success is dependent in part on obtaining, maintaining and enforcing our intellectual property rights. We rely on a combination of trade secret, trademark, copyright, trade dress, domain name and patent laws in the United States and in the other jurisdictions in which we operate, together with confidentiality agreements

and technical measures, to protect our intellectual property. We pursue the registration of our trademarks, service marks and domain names in the United States. Our registered trademarks in the United States include THE ACTIVE NETWORK, ACTIVE, ACTIVE.COM, ACTIVENET, ACTIVEWORKS, REGONLINE, RESERVEAMERICA and STARCITE. As of September 30, 2013, we have been granted six patents by the United States Patent and Trademark Office and have six patent applications pending in the United States. Our issued patents begin to expire in February 2019. We rely more heavily on trade secret protection than patents to protect our proprietary technology. To protect our trade secrets, we control access to our proprietary systems and technology and enter into confidentiality and invention assignment agreements with our employees and consultants and confidentiality agreements with other third parties. In addition, due to the relatively high cost associated with registering all of our copyrights, we generally rely on common-law copyright laws to protect these rights.

The steps we have taken and take in the future to protect our proprietary rights may be inadequate. For example, confidentiality agreements with our employees, licenses, independent contractors and other advisors may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, third parties may independently discover trade secrets and proprietary information, and in such cases, we may not be able to successfully assert trade secret rights against such parties. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights. If we are unable to obtain, maintain and enforce intellectual property protection covering our technology platform, brands and domain names, others may be able to make, use or sell products that are substantially similar to ours without incurring the sizeable development costs that we have incurred, which would adversely affect our ability to compete.

In addition, the domain names for the websites that we maintain are important to our business. The regulation of domain names in the United States and in foreign countries is unclear and subject to change. Governing bodies may establish additional top-level

domains, appoint additional domain name registrars or modify the requirements for holding domain names. As a result, we cannot assure you that we will be able to acquire or maintain relevant domain names. The relationship between regulations governing domain names and laws protecting trademarks and similar proprietary rights is also unclear. As a result, we may be unable to prevent third parties from acquiring domain names that are similar to, infringe upon or otherwise decrease the value of our domain names, and trademarks and other proprietary rights. Any such inability could have a material adverse effect on our business, results of operations, financial condition and prospects.

Intellectual property claims against us could be costly and could hurt our business, operating results, financial condition and prospects.

We cannot predict whether third parties will assert claims of infringement or other intellectual property claims against us. If we are forced to defend against third party claims, whether they are with or without merit or are determined in our favor, we could face expensive and time consuming litigation, which could distract our technical and management personnel. For example, we have faced and currently face infringement threats from non-practicing organizations (sometimes referred to as patent trolls) filing lawsuits for patent infringement. In the future, we may receive other notices from, or have lawsuits filed against us by, third parties alleging infringement. If an infringement claim is determined against us, we may be required, or deem it advisable, to develop non-infringing intellectual property or enter into costly royalty or licensing agreements. Such royalty or licensing agreements, if required, may be unavailable on terms that are acceptable to us, or at all. If a third party successfully asserts an infringement claim against us and we are required to pay monetary damages or royalties or we are unable to develop suitable non-infringing alternatives or license the infringed or similar intellectual property on reasonable terms and on a timely basis, it could significantly harm our business. In addition, third parties may seek to invalidate our intellectual property.

As a result of becoming a public company, we are obligated to develop and maintain proper and effective internal controls over financial reporting.

We maintain a documented system of internal controls, which is reviewed and monitored by the Audit Committee and tested by the Company s internal audit department. The internal audit department reports the results of testing to the Audit Committee who in turn report the results to the Board of Directors. We believe we have a well-designed system to maintain adequate internal controls over the business; however, we cannot be certain that our controls will be adequate in the future or that adequate controls will be effective in preventing or detecting all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system s objectives will be met. The design of any system of control is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Our reserves for state sales taxes may not be sufficient.

Certain states in which we operate impose sales, purchase and use taxes on transactions completed through our applications. At this time, many of our systems do not automatically capture the sales, purchase and use taxes we are required to remit to these states.

As a result, we are required to analyze our transactions, and reserve an appropriate amount for the payment of state sales, purchase and use taxes. We regularly review the procedures we use to calculate our sales tax obligations as well as our sales tax reserves, and make adjustments when appropriate. Although we believe that our sales tax reserves are adequate, we may not be fully reserved and it is possible that we may be obligated to pay amounts in excess of our

reserves.

We may not be able to realize the tax benefits associated with the net operating losses we have recorded to date.

As of December 31, 2012, we had federal tax net operating loss carry forwards of approximately $182 million which will begin to expire in 2019 and continue to expire through 2032 and state tax net operating loss carry forwards of approximately $142 million which began to expire between 2013 and 2032 and foreign NOL carryforwards of approximately $11 million as of December 31, 2012 which expire between 2029 and 2032. If we do not maintain sufficient profitability prior to the expiration of these net operating loss carry forwards, then we will not be able to fully use such tax attributes to our benefit. Additional limitations on the annual use of these net operating loss carry forwards may also apply due to subsequent issuances of our stock.

Covenants in our Credit Agreement may restrict our operations, and if we do not effectively manage our business to comply with these covenants, our financial condition and liquidity could be adversely affected.

In December 2011, we entered into a Credit Agreement (the Credit Agreement), which was subsequently amended in July 2012, with Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPFS) and J.P Morgan Securities LLC (upon the amendment of the Credit Agreement), as Joint Lead Arrangers, MLPFS as Sole Book Manager, and the lenders from time to time party thereto. We must comply with various covenants under our Credit Agreement that limit our ability to, among other things:

incur or assume liens or additional debt or provide guarantees in respect of obligations of other persons;

pay cash dividends or distributions or redeem or repurchase capital stock;

prepay, redeem or repurchase debt;

- make loans and investments;
- enter into agreements that restrict distributions from our subsidiaries;
- sell assets and capital stock of our subsidiaries;
- enter into certain transactions with affiliates; and
- consolidate or merge with or into, or sell substantially all of our assets to, another person.

In addition, under our Credit Agreement, we are required to maintain specified financial ratios. Our ability to meet these financial covenants can be affected by events beyond our control, and we may be unable to meet these tests. In addition, our failure to maintain effective internal controls to measure compliance with these financial covenants could affect our ability to take corrective actions on a timely basis, and could result in us being in breach of this covenant. Our Credit Agreement provides that our breach or failure to satisfy certain covenants constitute an event of default. Upon the occurrence of an event of default, the lenders could elect to terminate any commitment under our Credit Agreement and declare all amounts outstanding to be immediately due and payable. If we are unable to repay those amounts, our financial condition could be adversely affected. In addition, termination of our Credit Agreement could also adversely impact our liquidity.

Our cash, cash equivalents and short-term investments are subject to a risk of loss based upon the solvency of the financial institutions in which they are maintained.

We maintain the majority of our cash and cash equivalents in accounts with major financial institutions within the United States, in the form of demand deposits and money market accounts. Our deposits in these institutions may generally exceed the amounts of insurance provided, or deposits may not at all be covered by insurance. If any of these institutions become insolvent, it could substantially harm our financial condition and we may lose some, or all, of such deposits.

If our goodwill, amortizable intangible assets or property, plant and equipment become impaired, we may be required to record a significant charge to earnings.

We review our goodwill, intangible and long-lived assets for impairment annually in the fourth quarter or whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. Significant negative industry or economic trends, a decline in the market price of our common stock, reduced estimates of future cash flows or disruptions to our business could indicate that goodwill, intangible or long-lived assets might be impaired. If, in any period, our stock price decreases to the point where our market capitalization is less than our book value, this could also indicate a potential impairment and we may be required to record an impairment charge in that period. Our valuation methodology for assessing impairment requires management to make judgments and assumptions based on historical experience and to rely on projections of future operating performance. Changes in the our estimates, such as forecasted cash flows and discount rates, would affect the estimated fair value of the reporting units which could result in a material goodwill impairment charge, particularly in the technology reporting unit, as the fair value of the Company s technology reporting exceeded its respective carrying value by a narrower margin than the marketing reporting unit. We operate in highly competitive environments and projections of future operating results and cash flows may vary significantly from actual results. Additionally, if our analysis results

in impairment to our goodwill, intangibles or long-lived assets, we would be required to record a non-cash charge to earnings in our financial statements during a period in which such impairment is determined to exist. Any of these factors could have a negative impact on our operating results.

Changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters could significantly change our reported or expected financial results.

Generally accepted accounting principles and related accounting pronouncements, implementation guidelines and interpretations with regard to a wide range of matters that are relevant to our business, including but not limited to, revenue recognition, allowances for doubtful accounts, software development costs, stock-based compensation, business combinations, impairment of goodwill, intangible assets and long-lived assets, and accounting for income taxes are highly complex and involve many subjective assumptions, estimates and judgments by our management. Changes in these rules or their interpretation or changes in underlying assumptions, estimates or judgments by our management could significantly change our reported or expected financial performance.

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We are currently in the process of transitioning certain of our customers who are using the legacy systems we inherited in our acquisitions to ActiveWorks. Until we complete this transition, we may not be able to compare our key business metrics on a period-to-period basis in a manner consistent with the rest of our business, and as a result, our ability to manage our business could be adversely affected.

We manage our business based in part on key business metrics regarding the total number of customer organizations we serve and the total number of registrations we process during a specific financial period. We are currently in the process of transitioning our customers who are currently using the legacy systems we inherited in our acquisitions to ActiveWorks. Until we complete this transition, participants for certain activities and events will continue registering through these legacy systems. Certain of these legacy systems do not track customers and registrations in a manner consistent with the rest of our business. As a result, we need to use manual processes to accumulate these metrics, which could lead to errors. If we are unable to accurately compare our key business metrics on a period-to-period basis, our ability to manage our business could be adversely affected.

If the estimates and assumptions we use to determine the size of our target market, customer groups or the verticals within customer groups are inaccurate, our future growth rate may be limited and our business would be harmed.

We calculate the size of our target market, customers groups and verticals within customer groups, based on data published by third parties and on assumptions that we have made based on that data. We have not independently verified any third-party information and cannot assure you of its accuracy or completeness. While we believe our market size information is generally reliable, such information is inherently imprecise. In addition, our projections, assumptions and estimates of future opportunities within our target market are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in this risk factors section. If third-party data proves to be inaccurate or we make errors in our assumptions based on that data, our future growth rate may be limited. In addition, these inaccuracies or errors may cause us to misallocate capital and other business resources, which could harm our business. For example, in the third quarter of 2011, we identified previously unreported registration data during the first and second quarters of 2011. As a result, we underreported the number of registrations for these prior periods. We identified that the underreporting resulted primarily from the prior lack of the reporting systems of two new state customers. The underreporting had no impact on our prior financial statements, nor do we believe the underreporting had a material adverse effect on our business.

Risks Relating To Ownership Of Our Common Stock

Our stock price may be volatile.

The market price of our common stock may be subject to significant fluctuations. Factors that could affect our stock price include the following:

- fluctuations in our operating results or the operating results of our competitors;
- changes in estimates of our financial results or recommendations by securities analysts;
- changes in the estimates of the future size and growth rate of our markets;

- changes in accounting principles or changes in interpretations of existing principles, which could affect our financial results;
- conditions and trends in the markets we serve;
- changes in general economic, industry and market conditions;
- success of competitive applications and services;
- changes in market valuations or earnings of our competitors;
- changes in our pricing policies or the pricing policies of our competitors;
- announcements of significant new applications, contracts, acquisitions or strategic alliances by us or our competitors;
- changes in legislation or regulatory policies, practices or actions;
- the commencement or outcome of litigation involving our company, our general industry or both;
- recruitment or departure of key personnel;
- changes in our capital structure, such as future issuances of securities or the incurrence of debt;
- actual or expected sales of our common stock by the holders of our common stock; and
- the trading volume of our common stock.

In addition, the U.S. and worldwide stock markets in general have experienced significant price and trading volume fluctuations, and the market prices of technology and Internet companies have generally been extremely volatile and have experienced sharp share price and trading volume changes. These broad market fluctuations may adversely affect the trading price of our common stock.

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The requirements of being a public company may strain our resources, divert management s attention and affect our ability to attract and retain qualified board members.

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Act, the listing requirements of the New York Stock Exchange and other applicable securities rules and regulations. The Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and operating results. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management s attention may be diverted from other business concerns, which could harm our business and operating results.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time-consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management s time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

Any new rules and regulations may increase the cost for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified executive officers and members of our board of directors, particularly to serve on our Board committees.

As a result of our public disclosure requirements, our business and financial condition has become more visible, which we believe may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business and operating results could be harmed, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and harm our business and operating results.

We do not expect to declare any dividends on our common stock in the foreseeable future.

We currently intend to invest our future earnings, if any, to fund the development and growth of our business. The payment of dividends will be at the discretion of our Board of Directors and will depend on our results of operations, capital requirements, financial condition, future prospects, restrictions imposed by applicable law, any limitations on payments of dividends present in any debt agreements we may enter into and other factors our Board of Directors may deem relevant. Consequently, stockholders may need to rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment. Investors seeking cash dividends should not purchase our common stock.

Our directors, executive officers and significant stockholders hold a substantial portion of our stock, which may lead to conflicts of interest with other stockholders over corporate transactions and other corporate

matters.

As of September 30, 2013, our directors, executive officers and beneficial holders of 10% or more of our outstanding common stock beneficially owned approximately 24% of our outstanding common stock, including restricted stock units awards vested and stock options exercisable within 60 days after September 30, 2013. We are not aware of any stockholder or voting agreements or understandings between or among our current directors, officers or beneficial holders of 10% or more of our outstanding common stock. However, these stockholders, acting together, would be able to influence significantly all matters requiring stockholder approval, including the election of directors and significant corporate transactions such as mergers or other business combinations. This control could delay, deter or prevent a third party from acquiring or merging with us, which could adversely affect the market price of our common stock.

A large number of shares eligible for public sale or subject to rights requiring us to register them for public sale could depress the market price of our common stock.

The market price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market in the future, and the perception that these sales could occur may also depress the market price of our common stock. From time to time, we may raise additional capital through issuances of equity or convertible debt securities, or issue additional equity for future acquisitions and may be required to register these securities with the SEC. Sales of our common stock pursuant to registration rights could cause our stock price to fall and make it more difficult for you to sell shares of our common stock.

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If securities or industry analysts do not publish or cease publishing research or reports about us, our business or our market, or if they change their recommendations regarding our stock adversely or publish negative reports about our company or business, our stock price and trading volume could decline.

The trading market for our common stock will be influenced by the research and reports that industry or securities analysts may publish about us, our business, our market or our competitors. If any of the analysts who may cover us change their recommendation regarding our stock adversely, publish negative reports about our company or business, or provide more favorable relative recommendations about our competitors, our stock price would likely decline. If any analyst who may cover us were to cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

Our future capital needs are uncertain, and we may need to raise additional funds in the future, which may not be available on acceptable terms or at all.

Our capital requirements will depend on many factors, including:

- acceptance of, and demand for, our applications;
- the costs of developing new applications or technology;
- the timing of transitioning our customers to ActiveWorks;
- the number and timing of acquisitions and other strategic transactions; and
- the costs associated with the growth of our business.

Our existing sources of cash and cash flows may not be sufficient to fund all of our activities. While we believe we have sufficient capital available through our credit facility and cash flow from operations to conduct our plan of business for at least the next 12 months, we may need to raise additional funds following such time, and such funds may not be available on reasonable terms, or at all. Further, if we incur additional debt, it may increase our leverage relative to our earnings or to our equity capitalization. If we cannot raise funds on acceptable terms, we may not be able to develop or enhance our applications, execute our business plan, take advantage of future opportunities or respond to competitive pressures or unanticipated customer requirements.

If we issue additional shares of common stock to raise capital or for future acquisition purposes, it may have a dilutive effect on your investment.

If we raise additional capital through further issuances of equity or convertible debt securities, or issue additional equity for future acquisitions, our existing stockholders could suffer significant dilution in their percentage ownership of us. Moreover, any new equity securities we issue could have rights, preferences and privileges senior to those of holders of our common stock.

A further tightening of the credit markets may have an adverse effect on our ability to obtain short-term debt financing.

The recent deterioration of the global economy threatens to cause further tightening of the credit markets, more stringent lending standards and terms and higher volatility in interest rates. Persistence of these conditions could have a material adverse effect on our access to short-term debt and the terms and cost of that debt. As a result, we may not be able to secure additional financing in a timely manner, or at all, to meet our future capital needs which may have an adverse effect on our business, operating results and financial condition.

Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of us more difficult, limit attempts by our stockholders to replace or remove our current directors and management team and limit the market price of our common stock.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that may delay or prevent a change in control, discourage bids at a premium over the market price of our common stock and adversely affect the market price of our common stock and the voting and other rights of the holders of our common stock. These provisions include:

- dividing our board into three classes, with each class serving a staggered three-year term;
- prohibiting our stockholders from calling a special meeting of stockholders or acting by written consent;
- permitting our board to issue additional shares of our preferred stock, with such rights, preferences and privileges as they may designate, including the right to approve an acquisition or other changes in control;
- establishing an advance notice procedure for stockholder proposals to be brought before an annual meeting, including proposed nominations of persons for election to our board of directors;
- providing that our directors may be removed only for cause;
- providing that vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum; and

requiring the approval of our board of directors or the holders of a supermajority of our outstanding shares of capital stock to amend our bylaws and certain provisions of our certificate of incorporation.

Although we believe these provisions collectively provide for an opportunity to receive higher bids by requiring potential acquirers to negotiate with our board, they would apply even if the offer may be considered beneficial by some stockholders. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management team by making it more difficult for stockholders to replace members of our board, which is responsible for appointing the members of our management.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Unregistered Sales of Equity Securities

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased Under the Plans or Programs
July 1 - 31, 2013	6,294	$ 8.70		
August 1 - 31, 2013	54,890	$ 10.05		
September 1 - 30, 2013	19,339	$ 11.90		

(1) Through our stock incentive plans, 80,523 shares were delivered to us by our employees to satisfy their tax withholding requirements upon vesting of restricted stock during the three months ended September 30, 2013.

Use of Proceeds from Registered Securities

Our initial public offering of common stock was effected through a Registration Statement on Form S-1 (File No. 333-172254) that was declared effective by the Securities and Exchange Commission on May 24, 2011, which registered an aggregate of 12,650,000 shares of our common stock, including 1,650,000 shares that the underwriters had the option to purchase. On May 31, 2011, 8,222,222 shares of common stock were sold on our behalf and 4,427,778 shares of common stock were sold on behalf of the selling stockholders, including 1,650,000 shares sold by the selling stockholders upon exercise in full of the underwriters option to purchase additional shares, at an initial public offering price of $15.00 per share, for an aggregate gross offering price of $123,333,330 to us, and $66,416,670 to the selling stockholders. Merrill Lynch, Pierce, Fenner & Smith and Citigroup Global Markets Inc. served as the managing underwriters of the initial public offering. Following the sale of the shares in connection with the closing of the initial public offering, the offering terminated.

As a result of the offering, we received net proceeds of approximately $112.6 million, after deducting underwriting discounts and commissions of approximately $8.6 million and additional offering-related expenses, net of reimbursements, of approximately $2.1 million. We did not receive any proceeds from the sale of shares by the selling shareholders. No offering expenses were paid directly or indirectly to (i) any of our officers or directors or their

associates, (ii) any persons owning 10% or more of any class of our equity securities, or (iii) any of our affiliates.

There was no material change in the use of proceeds from our initial public offering as described in our final prospectus filed with the SEC pursuant to Rule 424(b). From the effective date of the registration statement through September 30, 2013, we have used the net proceeds of the offering for repayment of debt, funding for our recent acquisitions and for general corporate purposes, including expenditures for financing our growth, developing additional application services functionality and features, acquiring new customers and funding capital expenditures. We invested the funds received in short-term, interest bearing, investment-grade securities.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

The exhibits listed in the accompanying Exhibit Index are filed or incorporated by reference as part of this Quarterly Report on Form 10-Q.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	The Active Network, Inc.
Date: November 5, 2013	By: /s/ Scott Mendel
	Scott Mendel
	Chief Financial Officer
	(Principal Financial and Accounting Officer)

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INDEX TO EXHIBITS

Exhibit Number	Description
10.1	Form of Notice of Grant of 2013 Performance Based Restricted Stock Units under 2011 Equity Incentive Award Plan.
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14 and 15d-14 promulgated pursuant to the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14 and 15d-14 promulgated pursuant to the Securities Exchange Act of 1934, as amended.
32.1*	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	XBRL Instance Document.
101.SCH**	XBRL Taxonomy Extension Schema Document.
101.CAL**	XBRL Taxonomy Calculation Linkbase Document.
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB**	XBRL Taxonomy Label Linkbase Document.
101.PRE**	XBRL Taxonomy Presentation Linkbase Document.

* These certifications are being furnished solely to accompany this quarterly report pursuant to 18 U.S.C. Section 1350, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934 and are not to be incorporated by reference into any filing of The Active Network, Inc., whether made before or after the date hereof, regardless of any general incorporation language in such filing.

** Pursuant to applicable securities laws and regulations, we are deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and are not subject to liability under any anti-fraud provisions of the federal securities laws as long as we have made a good faith attempt to comply with the submission requirements and promptly amend the interactive data files after becoming aware that the interactive data files fail to comply with the submission requirements. Users of this data are advised that, pursuant to Rule 406T, these interactive data files are deemed not filed and otherwise are not subject to liability.