

GRAYSON BRUNS H

Form 4

March 08, 2012

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAYSON BRUNS H

(Last) (First) (Middle)

ABS VENTURES, 950 WINTER
STREET, SUITE 2600

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ACTIVE NETWORK INC [ACTV]

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

03/07/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock						I	ABS Ventures IT, L.P. ⁽¹⁾
Common Stock						I	ABS Ventures IX, L.P. ⁽²⁾
Common Stock						I	ABS Investors L.L.C. ⁽³⁾
Common Stock	03/07/2012		J ⁽⁴⁾		509,150	D	\$ 0
					2,000,000	I	ABS Ventures

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

SEC 1474
(9-02)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivatives Owned Following Transactions (Instr. 6)
				Code	V	A	D	Title Amount or Number of Shares		

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

Signatures

Bruns Grayson

03/08/2012

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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

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

(4) Pro rata distribution of 509,150 shares from ABS Ventures VI, L.L.C. to its members. 101,143 of these shares were distributed to Calvert Capital IV, LLC, of which Mr. Grayson is the managing member.

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

(6) Pro rata distribution of 101,143 shares from Calvert Capital IV, LLC to its members. 32,959 of these shares were distributed to Mr. Grayson.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.