

Landa Matthew
Form 4
May 23, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Landa Matthew

(Last) (First) (Middle)

10182 TELESIS COURT

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ACTIVE NETWORK INC [ACTV]

3. Date of Earliest Transaction

(Month/Day/Year)

05/21/2013

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)
Common Stock					13,645	I	The Landa Family Trust utd May 18, 2007 ⁽¹⁾
Common Stock	05/21/2013		M	31,919 ⁽²⁾	A ⁽³⁾ 368,116 ⁽⁴⁾	D	
Common Stock	05/21/2013		A	253,245 ⁽⁵⁾	A \$ 0 621,361 ⁽⁴⁾	D	
Common Stock	05/21/2013		F	77,960 ⁽⁶⁾	D \$ 6.13 543,401 ⁽⁴⁾	D	

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- (5) Issuance of 253,245 fully vested restricted stock awards pursuant to the terms and conditions of the Separation and Severance Agreement, dated May 21, 2013, between Mr. Landa and the Company.
- (6) Represents amount of shares withheld to satisfy tax obligations on issuance of restricted stock awards.

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

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