

ACTIVE NETWORK INC  
Form S-8 POS  
November 20, 2013

**As filed with the Securities and Exchange Commission on November 20, 2013**

**Registration No. 333-174498**

**Registration No. 333-180172**

**Registration No. 333-186889**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**Post-Effective Amendment No. 3 to Form S 8 Registration Statement No. 333-174498**

**Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-180172**

**Post-Effective Amendment No. 1 to Form S 8 Registration Statement No. 333-186889**

***UNDER***

***THE SECURITIES ACT OF 1933***

**THE ACTIVE NETWORK, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of incorporation)

**33-0884962**  
(IRS Employer Identification Number)

**10182 Telesis Court**

**San Diego, California**  
(Address of Principal Executive Offices)

**92121**  
(Zip Code)

**2002 STOCK OPTION/STOCK ISSUANCE PLAN**

**2011 EQUITY INCENTIVE PLAN**

**2011 EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plans)

**Darko Dejanovic**

**The Active Network, Inc.**

**10182 Telesis Court**

**San Diego, California 92121**

(Name and address of agent for service)

**(858) 964-3800**

(Telephone number, including area code, of agent for service)

*Copies to:*

**David Breach**

**Sarkis Jebejian**

**Kirkland & Ellis LLP**

**601 Lexington Avenue**

**New York, NY 10022**

**(212) 446-4800**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

## DEREGISTRATION OF SECURITIES

These post-effective amendments (the **Post-Effective Amendments** ), filed by The Active Network, Inc., a Delaware corporation (the **Company** ), remove from registration all shares of common stock, par value \$0.001 per share, of the Company (the **Shares** ) registered under the following Registration Statements on Form S-8 filed by the Company (the **Registration Statements** ) with the U.S. Securities and Exchange Commission (the **SEC** ), pertaining to the registration of the Shares offered under certain employee benefit and equity plans and agreements.

| <b>Registration No.</b> | <b>Date Filed with the SEC</b> | <b>Name of Equity Plan or Agreement</b>           | <b>Shares</b> |
|-------------------------|--------------------------------|---|---------------|
| 333-174498              | May 25, 2011                   | 2002 Stock Option/Stock Issuance Plan, as amended | 12,674,476    |
|                         |                                | 2011 Equity Incentive Plan                        | 4,123,077     |
|                         |                                | 2011 Employee Stock Purchase Plan                 | 1,122,000     |
| 333-180172              | March 16, 2012                 | 2011 Equity Incentive Plan                        | 3,064,550     |
|                         |                                | 2011 Employee Stock Purchase Plan                 | 564,433       |
| 333-186889              | February 27, 2013              | 2011 Equity Incentive Plan                        | 3,471,339     |
|                         |                                | 2011 Employee Stock Purchase Plan                 | 626,697       |

On September 28, 2013, the Company entered into an Agreement and Plan of Merger with Athlaction Holdings, LLC, a Delaware limited liability company ( **Parent** ), and Athlaction Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent ( **Purchaser** ), providing for, among other things, the merger of Purchaser with and into the Company with the Company becoming a wholly owned subsidiary of Parent (the **Merger** ) pursuant to Section 251(h) of the Delaware General Corporation Law. The Merger became effective at 9:49 a.m., New York City Time, on November 15, 2013, pursuant to the Certificate of Merger filed with the Secretary of State of the State of Delaware.

As a result of the Merger, the Company has terminated all offerings of its Shares pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statements. In accordance with an undertaking made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any Shares which remain unsold at the termination of the offering, the Company hereby removes from registration all Shares registered under the Registration Statements that remain unsold as of the date hereof and terminates the effectiveness of the Registration Statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing these Post-Effective Amendments and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on November 20, 2013.

**The Active Network, Inc.**

By: /s/ Scott Mendel

Name: Scott Mendel

Title: Chief Financial Officer

No other person is required to sign these Post-Effective Amendments in reliance upon Rule 478 under the Securities Act of 1933, as amended.