

ACTIVE NETWORK INC
Form 8-K
August 31, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 28, 2012

THE ACTIVE NETWORK, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35187
(Commission
File Number)

33-0884962
(IRS Employer
Identification No.)

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10182 Telesis Court, Suite 100

San Diego, California
(Address of principal executive offices)

(858) 964-3800

92121
(Zip Code)

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02(e). Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 23, 2012, The Active Network, Inc. (the Company) granted the following time-based restricted stock units (RSUs), performance-based restricted stock units (Initial Performance RSUs) and option awards (Options) to the Company's named executive officers, in accordance with the terms of the Company's 2011 Equity Incentive Plan (the 2011 Plan) as disclosed in the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on May 30, 2012:

| Name | Title | RSU Grant (Total # of Shares) | Option Grant (Total # of Shares) | Initial Performance RSU Grant (Target # of Shares) |
|-----------------|--|-------------------------------|----------------------------------|--|
| David Alberga | Chief Executive Officer and Chairman | 59,045 | 195,313 | 59,045 |
| Matthew Landa | President | 49,961 | 165,265 | 49,961 |
| Scott Mendel | Chief Financial Officer | 36,336 | 120,192 | 36,336 |
| Darko Dejanovic | Chief Technology, Product and Innovation Officer | 45,419 | 150,240 | 45,419 |
| Sheryl Roland | Executive Vice President, Human Resources | 16,250 | 48,829 | 16,250 |

The time-based RSUs vest twenty-five percent (25%) on the first year anniversary of the grant date and in equal installments on each of the three anniversaries thereafter, subject to the named executive officer's continuous employment through each of the vesting dates.

The Options vest over four years in equal monthly installments, subject to the named executive officer's continuous employment through each of the vesting dates; provided however, the options do not become exercisable until the Company's 15-day moving average stock price meets or exceeds (a) \$20.00 within two years from the grant date, (b) \$22.50 within three years from the grant date, or (c) \$25.00 within four years from the grant date. In addition, each named executive officer's vested Options become exercisable following a change in control of the Company (as such term is defined in the named executive officer's retention agreement or change in control agreement).

The Initial Performance RSUs vest on May 23, 2015 contingent upon the Company's achievement of revenue and Adjusted EBITDA performance objectives for the three year performance period ended December 31, 2014. The Initial Performance RSUs granted up to the target amount based on the Company's achievement of certain target performance objectives (the Target Objectives) each will be settled in one share of the Company's common stock. The actual number of Initial Performance RSUs to be earned by each named executive officer will be assessed on a linear basis and the degree to which the Company achieves the performance objectives will determine the actual number of Initial Performance RSUs to be earned by the named executive officers.

On August 28, 2012, the Compensation Committee of the Board of Directors (the Committee) granted additional performance-based restricted stock units to the named executive officers in lieu of previously granted performance based cash bonuses contingent upon the Company exceeding the Target Objectives (the Supplemental Performance RSUs and together with the Initial Performance RSUs, the Performance RSUs). The Supplemental Performance RSUs vest on May 23, 2015 contingent upon the Company's achievement of revenue and Adjusted EBITDA performance objectives for the three year performance period ended December 31, 2014. Each Supplemental Performance RSU will be settled at the Committee's election in either (i) one share of the Company's common stock, or (ii) a cash award based on the Company's stock price on the date of vesting. The Supplemental Performance RSUs will be assessed on a linear basis and the degree to which the Company achieves the performance objectives in excess of the Target Objectives will determine the actual amount of Supplemental Performance RSUs to be earned by the named executive officers. The maximum number of Supplemental Performance RSUs which may be earned by the named executive officers is set forth below:

| Name | Title | Supplemental Performance RSU Grant (Maximum #) |
|-----------------|--|--|
| David Alberga | Chief Executive Officer and Chairman | 118,090 |
| Matthew Landa | President | 99,922 |
| Scott Mendel | Chief Financial Officer | 72,672 |
| Darko Dejanovic | Chief Technology, Product and Innovation Officer | 90,838 |
| Sheryl Roland | Executive Vice President, Human Resources | 32,500 |

After completion of the three year performance period, the Committee will certify the extent to which the performance objectives have been met, and will determine the number of Performance RSUs that have been earned based on this performance. Performance RSUs that are earned will only be awarded if the executive remains employed by the Company through May 23, 2015.

If a named executive officer's employment with the Company is terminated by the Company without cause at any time, or if the named executive officer terminates employment with the Company for good reason within twelve (12) months following a change in control transaction (as such terms are defined in the named executive officer's retention agreement or change in control agreement with the Company), such number of Performance RSUs will become fully vested upon the named executive officer's termination of employment in accordance with the following formula:

Target Amount of Performance RSUs, multiplied by the quotient of (A) Number of full months elapsed from the grant date of the Performance RSUs to the date that is one year following the date of such executive officer's termination of employment, divided by (B) 36.

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 hereunto duly authorized.

THE ACTIVE NETWORK, INC.

Date: August 31, 2012

/s/ **Matthew Landa**
Matthew Landa
President