

ACTIVE NETWORK INC  
Form S-1  
February 14, 2011  
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As filed with the Securities and Exchange Commission on February 14, 2011

Registration Number 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1**  
**REGISTRATION STATEMENT**

*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 or organization)

**7372**  
(Primary Standard Industrial  
Classification Code Number)  
**10182 Telesis Court, Suite 100**

**33-0884962**  
(I.R.S. Employer  
Identification Number)

**San Diego, California 92121**

**(858) 964-3800**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**David Alberga**

**Chief Executive Officer and**

**Chairman of the Board**

**Matthew Landa**

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**President and Director**

**The Active Network, Inc.**

**10182 Telesis Court, Suite 100**

**San Diego, California 92121**

**(858) 964-3800**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Michael S. Kagnoff, Esq.**

**Kourosh Vossoughi**

**Jeffrey D. Saper, Esq.**

**Jeffrey C. Thacker, Esq.**

**Chief Legal Officer, General Counsel and  
SVP Business Development**

**Martin J. Waters, Esq.**

**David M. Eisler, Esq.**

**The Active Network, Inc.**

**Anthony G. Mauriello, Esq.**

**DLA Piper LLP (US)**

**10182 Telesis Court, Suite 100**

**Wilson Sonsini Goodrich & Rosati,**

**4365 Executive Drive, Suite 1100**

**San Diego, California 92121**

**Professional Corporation**

**San Diego, California 92121**

**(858) 964-3800**

**12235 El Camino Real, Suite 200**

**(858) 677-1400**

**San Diego, California 92130**

**(858) 350-2300**

**Approximate date of commencement of proposed sale to the public:** as soon as practicable after this registration statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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. (Check one):

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Large accelerated filer

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.001 per share	\$150,000,000	\$17,415

(1) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(o) under the Securities Act. Includes shares that the underwriters have the option to purchase to cover over-allotments, if any.

**The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to such Section 8(a), may determine.**

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus dated February 14, 2011

**PROSPECTUS**

**Shares**

**Common Stock**

This is The Active Network's initial public offering. We are selling \_\_\_\_\_ shares of our common stock and the selling stockholders are selling \_\_\_\_\_ shares of our common stock. We will not receive any proceeds from the sale of shares to be offered by the selling stockholders.

We expect the public offering price to be between \$ \_\_\_\_\_ and \$ \_\_\_\_\_ per share. Currently, no public market exists for the shares. After pricing of the offering, we expect that the shares will trade on the \_\_\_\_\_ under the symbol \_\_\_\_\_.

**Investing in our common stock involves risks that are described in the Risk Factors section beginning on page 11 of this prospectus.**

	<b>Per Share</b>	<b>Total</b>
Public offering price	\$ _____	\$ _____
Underwriting discount	\$ _____	\$ _____
Proceeds, before expenses, to us	\$ _____	\$ _____
Proceeds, before expenses, to the selling stockholders	\$ _____	\$ _____

The underwriters may also exercise their option to purchase up to an additional \_\_\_\_\_ shares from us, and up to an additional \_\_\_\_\_ shares from the selling stockholders, at the public offering price, less the underwriting discount, for 30 days after the date of this prospectus to cover overallotments, if any.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about \_\_\_\_\_, 2011.

**BofA Merrill Lynch**

**Citi**

**Allen & Company LLC**

**Stifel Nicolaus Weisel**

**RBC Capital Markets**

**ThinkEquity LLC**

**WR Hambrecht+Co**

The date of this prospectus is \_\_\_\_\_, 2011.

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You should rely only on the information contained in this prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. We and the underwriters are offering to sell shares of common stock and seeking offers to buy shares of common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date on the front of this prospectus, regardless of the time of delivery of this prospectus or of any sale of the common stock.

**Through and including \_\_\_\_\_, 2011 (the 25th day after the date of this prospectus), all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.**

The Active Network, Active, Active.com, ActiveWorks, ActiveNet, RegOnline, ReserveAmerica and our logo are our some of our trademarks used in this prospectus. This prospectus also includes trademarks, trade names and service marks that are the property of other organizations.

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### **PROSPECTUS SUMMARY**

*This summary highlights information contained elsewhere in this prospectus and does not contain all of the information that you should consider in making your investment decision. Before investing in our common stock, you should carefully read this entire prospectus, including our consolidated financial statements and the related notes included in this prospectus and the information set forth under the headings Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations.*

### **THE ACTIVE NETWORK**

#### **Mission**

*Our mission is to power the world's activities and  
connect people with the things they love, want and need to do.*

#### **Overview**

We are the leading provider of organization-based cloud computing applications. 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 now have over 47,000 customer organizations and drive over 70 million annual consumer registrations.

Organizations of all sizes are faced with time-consuming and costly administrative tasks which often detract from maximizing participation in their events. Our proprietary technology platform, ActiveWorks, provides cloud computing applications that reduce the cost and complexity of managing, organizing and promoting activities by replacing low-tech and manual processes. The ActiveWorks architecture allows us to efficiently provide vertically-specialized applications to a large and diverse market. Our applications are delivered over the Internet to any connected device.

Historically, participants have spent considerable time and effort to find, learn about and sign up for activities and events. In response, we believe we have created the leading network of websites that enable consumers to easily discover, choose and register for activities. We create vibrant and highly engaging online communities of like-minded participants through features such as social sharing, targeted recommendations and how-to guides. We leverage this engagement to increase overall participation in our customers' activities and events.

Our business also 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. 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, 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, 2010, we generated revenue of \$218.0 million, as compared to \$188.5 million in the nine months ended September 30, 2009, an increase of approximately 16%.

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### **Industry Overview**

Organizations of all sizes need to inform, engage and support their respective participants, which include attendees, members, registrants and other constituents. We believe activity and event registration and administration is a broad and large market with more than 800,000 potential customers in North America within our four primary customer groups of sports, community activities, outdoors and business events. According to a study we commissioned, 73% of U.S. households paid to take part in a recreational or community activity last year. Based on this study, we believe that our target market encompasses more than 1.8 billion total registrations annually in the United States, representing more than \$110 billion in registration spending. We have the opportunity to receive a fraction of each registration fee by providing the applications that help organize and manage activities and events. Furthermore, we believe the market opportunity outside the United States is greater than our domestic market opportunity.

Historically, activities and events have been organized and registrations tracked by using a combination of paper-based systems, basic desktop applications and spreadsheets. Participants register for events by phone, mail or walk-up registration, which is often costly and inefficient for both organizers and participants. This manual approach to event registration can be haphazard, time-consuming and lack sufficient process controls. Mistakes due to incorrect data entry of participant information often lead to incomplete or lost registration forms. These frequent errors add incremental costs for organizers, delay registration for participants and cause problems on-site at the activity or event.

Building a fully functional management system is a costly endeavor. Most organizers cannot afford to make the investment nor do they have the necessary technical resources to develop applications sufficient to run their businesses effectively. When organizers do attempt to automate registration and administration themselves, building and maintaining an internal system often becomes technologically challenging, time-intensive and cost prohibitive.

### **Our Solution**

ActiveWorks, our organization-based cloud computing platform, transforms the way organizers record, track, manage and share information regarding activities and events. We offer applications that allow our customers to reduce cost, attract new participants and focus resources on enhancing the quality of their events. ActiveWorks allows organizers to leverage our large-scale, common infrastructure to manage their activities and events more effectively. Additionally, we have created a number of mobile applications to enhance functionality and access to our solutions.

Our applications provide the following benefits to organizers:

*Create operational efficiencies by automating registration and administration.* Our applications reduce costs by automating processes such as activity and event registration, facility reservation, roster management, results publishing, membership management and operational reporting.

*Manage participant and activity information.* ActiveWorks centralizes a comprehensive data set of participant information for each customer and provides a user-friendly interface to easily track, manage and enhance the ongoing relationship between participants and activity organizers.

*Communicate real-time with event participants.* We enable organizers to engage participants through websites and email. This empowers our customers to seamlessly and efficiently inform, motivate and support participants, thereby building greater affinity for their organizations.

*Provide access to efficient marketing channels.* Our integrated platform allows organizers to reach a targeted group of new potential participants through a variety of resources to provide greater exposure for their activities and events.



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Our applications provide the following benefits to participants:

*Foster discovery through our comprehensive directory.* Our websites deliver content based on a participant's interests, while facilitating discovery of new relevant and targeted activities. Our directory provides access to a broad database of events, classes, leagues, tournaments, organizations, facilities and a wide range of other activities.

*Support participation.* Throughout our offerings, participants can find resources and like-minded individuals to support every step of their journey. We offer free and premium access to training plans, articles, videos, discounts and experts through our websites, mobile applications and other social media channels.

## **Our Strengths**

Our applications are designed to reach many aspects of a consumer's lifestyle from community activities and sports to business events and the outdoors. Given this breadth, we believe the following strengths provide us with a competitive advantage within this large and growing market:

*Leader in a large and fragmented market.* We believe we have the largest customer base in our industry, including over 47,000 customers and more than 70 million annual registrations.

*Proprietary technology platform.* Our cloud computing platform allows us to efficiently develop and deliver vertical specialization and feature-rich applications for customers of all sizes.

*Dedicated and highly engaged consumers.* We provide relevant and vertical-specific directories, content and tools that engage participants and form enthusiastic and dedicated online communities. These participants generate over 1 billion page views annually on our websites.

*High degree of predictable and recurring revenue.* We have long-term, exclusive contracts with many of our customers. We also have a successful track record of renewing a high percentage of these contracts for multiple successive terms. As a result, a significant percentage of our revenue is predictable and recurring.

*Powerful network effect.* The continued growth of our customers results in more participants visiting our online communities. This growing audience creates a powerful network effect where our platform becomes increasingly valuable to both our organizers and participants, driving more registrations to our customer's activities while simultaneously offering participants additional relevant activities from which to choose.

*Alignment with our customers' interests.* Our business is uniquely aligned with the interests of our customers. Like our customers, the success of our business is directly dependent on maximizing the number of participants who register for activities and events.

*Economies of scale.* We have achieved a level of scale in our business that provides operational and technological competitive advantages. For example, we are able to leverage our significant investment in cloud infrastructure to provide higher levels of service and reliability, while maintaining a lower unit cost structure than our competition. We also apply our solutions experience accumulated through interactions with tens of thousands of organizations to design and develop features that can easily be configured for multiple types of customers, thus allowing us to spread our development costs across a much wider market opportunity than our competitors.



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**Growth Strategy**

To extend our leadership position in the activities and events market, we intend to do the following:

*Grow the number of customers we serve.* We will continue to promote the migration of organizations towards online management of activities and events, and in so doing, grow our customer base.

*Increase our online registration conversion rates.* We plan to increase participant usage of online registration services by training our customers in the execution of conversion techniques. We have developed and refined these techniques over the past 12 years through our experience working with tens of thousands of organizations.

*Deepen our relationship with existing customers.* We are dedicated to developing comprehensive, vertical-specific applications and features that increase the value of our platform to our customers. We believe these enhanced applications will allow us to generate additional revenue.

*Pursue strategic acquisitions.* We intend to pursue acquisitions to strengthen our market position, broaden our organization base, enhance our capabilities and add new applications to our platform.

*Expand internationally.* We intend to commit additional resources to markets outside North America. We believe this opportunity is larger than our domestic market, and that we are well positioned to take advantage of this opportunity as our model is readily transferable to new markets.

**Customers**

We work with organizations of all sizes. We currently have over 47,000 sports, community activities, outdoors and business event customers and received technology fees from more than 70 million registrations in 2010. Based on a study we commissioned, we believe the organizations we target produce or organize activities and events for the majority of U.S. households.

For the nine months ended September 30, 2010, none of our customers accounted for more than five percent of our total revenue. Our technology customers can be categorized in the following four groups and can be further broken down into the verticals listed in the table below:

<i>Sports</i>	<i>Community Activities</i>	<i>Outdoors</i>	<i>Business Events</i>
Endurance Events	Parks & Recreation Departments	State Campgrounds	Conferences
Leagues & Teams	Schools & Districts	National Parks	Conventions
Golf Courses	City & County Governments	Fishing Licenses	Association Gatherings
Clubs	Camps & Retreats	Hunting Permits	Meetings & Seminars
Tournaments	Faith-Based Organizations	Marinas	Trade Shows & Expos

**Risk Factors Associated with our Business**

You should carefully consider the risks described under the **Risk Factors** section beginning on page 11, and elsewhere in this prospectus. These risks could materially and adversely impact our business, financial condition, operating results and cash flow, which could cause the trading price of our common stock to decline and could result in a partial or total loss of your investment.

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**Corporate Information**

We were originally incorporated in California in October 1998 as Racegate.com, Inc. and became a Delaware corporation through a stock exchange agreement in July 1999. In May 2001, we changed our name to The Active Network, Inc. Our principal executive offices are located at 10182 Telesis Court, Suite 100, San Diego, California. Our corporate website address is [www.activenetwork.com](http://www.activenetwork.com), and our primary participant website is [www.active.com](http://www.active.com). Information contained on our websites is not a part of this prospectus and the inclusion of our website addresses in this prospectus is an inactive textual reference only. Unless the context requires otherwise, the words Active, The Active Network, we, company, us and our refer to The Active Network and our wholly-owned subsidiaries.

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**The Offering**

Common stock offered:

By us shares

By the selling stockholders shares

Common stock to be outstanding after this offering shares

Use of proceeds We currently plan to use the net proceeds of this offering to retire borrowings under our existing debt facilities, to acquire complementary businesses and for general corporate purposes. We have no commitments with respect to any future acquisitions.

We will not receive any of the proceeds from the sale of shares by the selling stockholders.

Risk Factors See Risk Factors beginning on page 11 and other information included in this prospectus for a discussion of factors that you should carefully consider before deciding to invest in our common stock.

**Proposed Symbol**

The number of shares of our common stock to be outstanding immediately after this offering is based on 43,034,493 shares of our common stock (including preferred stock on an as-converted basis) outstanding as of December 31, 2010 and excludes, as of December 31, 2010:

1,775,640 shares of common stock included in treasury stock;

11,433,588 shares of our common stock subject to outstanding options granted pursuant to our 2002 Stock Option/Stock Issuance Plan, or our 2002 Plan, at a weighted average exercise price of \$2.18, of which 3,579,080 represent shares of our common stock subject to vesting requirements;

150,435 shares of our common stock available for future grant or issuance under our 2002 Plan;

shares of our common stock available for future grant or issuance under our 2011 Employee Stock Purchase Plan, or our 2011 ESPP, which will become effective upon the completion of this offering, and the annual increases in the number of shares authorized under this plan beginning January 1, 2012;

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shares of our common stock which will be available for future grant or issuance under our 2011 Equity Incentive Plan, or our 2011 Plan, which will become effective upon the completion of this offering, and the annual increases in the number of shares authorized under this plan beginning January 1, 2012;

281,438 shares of our common stock issuable upon the conversion of outstanding principal and interest under our convertible promissory notes as of December 31, 2010, with a weighted average conversion price of \$16.00 per share; and

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8,050 shares of our common stock issuable upon exercise of outstanding warrants with a weighted average exercise price of \$60.55, which will terminate 90 days following the completion of this offering.

Except as otherwise indicated, all information in this prospectus (except for the historical financial statements) assumes:

the automatic conversion of all shares of our outstanding preferred stock into 34,635,878 shares of common stock effective immediately prior to but contingent upon the completion of this offering;

the exercise, on a cash basis, of warrants to purchase an aggregate of 568,901 shares of common stock at a weighted average exercise price of \$3.90, which will automatically be exercised or cancelled pursuant to their terms upon completion of this offering;

no options, warrants or shares of common stock were issued after December 31, 2010, and no outstanding options or warrants were exercised after December 31, 2010;

the filing of our amended and restated certificate of incorporation, which we will file in connection with the completion of this offering, and the adoption of our amended and restated bylaws, are in effect; and

no exercise of the underwriters' overallotment option.

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The following tables summarize the consolidated financial data for our business. You should read this summary in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations, Selected Consolidated Financial Data, and our consolidated financial statements and related notes, all included elsewhere in this prospectus. Unless otherwise noted, the following information does not give effect to the conversion of our outstanding preferred stock into common stock.

We derived the consolidated statements of operations data for the years ended December 31, 2007, 2008 and 2009 and the consolidated balance sheet data as of December 31, 2008 and 2009 from our audited consolidated financial statements included elsewhere in this prospectus. The unaudited consolidated statements of operations data for the nine months ended September 30, 2009 and 2010, and the unaudited consolidated balance sheet data as of September 30, 2010, are derived from our unaudited consolidated financial statements included elsewhere in this prospectus. We have prepared the unaudited financial information on the same basis as the audited consolidated financial statements and have included, in our opinion, all adjustments, consisting only of normal recurring adjustments, that we consider necessary for a fair presentation of the financial information set forth in those statements. Our historical results are not necessarily indicative of the results that may be expected in the future, and our interim results are not necessarily indicative of the results to be expected for the full fiscal year.

	Years Ended December 31,			Nine Months Ended September 30,	
	2007	2008	2009	2009	2010
	(Unaudited)				
	(In thousands, except per share amounts)				
<b>Consolidated Statements of Operations Data:</b>					
Net revenue:					
Technology revenue	\$ 78,542	\$ 145,789	\$ 210,483	\$ 166,787	\$ 188,504
Marketing services revenue	23,335	27,407	32,401	21,725	29,473
<b>Total net revenue</b>	<b>101,877</b>	<b>173,196</b>	<b>242,884</b>	<b>188,512</b>	<b>217,977</b>
Cost of net revenue:					
Cost of technology revenue	36,284	74,316	103,130	79,825	88,682
Cost of marketing services revenue	4,797	5,365	4,058	2,537	4,562
<b>Cost of net revenue<sup>(1)</sup></b>	<b>41,081</b>	<b>79,681</b>	<b>107,188</b>	<b>82,362</b>	<b>93,244</b>
<b>Gross profit</b>	<b>60,796</b>	<b>93,515</b>	<b>135,696</b>	<b>106,150</b>	<b>124,733</b>
Operating expenses:					
Sales and marketing <sup>(1)</sup>	31,140	48,739	50,556	38,420	44,799
Research and development <sup>(1)</sup>	21,099	31,997	58,767	43,261	46,400
General and administrative <sup>(1)</sup>	25,639	42,865	39,455	29,889	32,958
Amortization of intangibles	5,944	13,820	18,491	13,728	12,149
<b>Total operating expenses</b>	<b>83,822</b>	<b>137,421</b>	<b>167,269</b>	<b>125,298</b>	<b>136,306</b>
<b>Loss from operations</b>	<b>(23,026)</b>	<b>(43,906)</b>	<b>(31,573)</b>	<b>(19,148)</b>	<b>(11,573)</b>
Interest income	2,455	1,695	194	197	113
Interest expense	(1,825)	(4,991)	(5,237)	(3,928)	(4,089)
Other (expense) income, net	234	(268)	1,196	822	141
<b>Loss before income taxes</b>	<b>(22,162)</b>	<b>(47,470)</b>	<b>(35,420)</b>	<b>(22,057)</b>	<b>(15,408)</b>
Income tax provision	2,606	1,506	2,439	1,725	2,772
<b>Net loss</b>	<b>(24,768)</b>	<b>(48,976)</b>	<b>(37,859)</b>	<b>(23,782)</b>	<b>(18,180)</b>
Accretion of redeemable convertible preferred stock	(8,532)	(15,639)	(25,774)	(18,967)	(20,828)
<b>Net loss attributable to common stockholders</b>	<b>\$ (33,300)</b>	<b>\$ (64,615)</b>	<b>\$ (63,633)</b>	<b>\$ (42,749)</b>	<b>\$ (39,008)</b>
Net loss per share attributable to common stockholders:					
Basic and diluted	\$ (8.12)	\$ (11.68)	\$ (10.86)	\$ (7.37)	\$ (5.53)

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Weighted-average shares used to compute net loss per share attributable to common stockholders	4,103	5,530	5,862	5,797	7,050
<b>Pro forma net loss per share<sup>(2)</sup>:</b>					
Basic and diluted			\$ (0.93)		\$ (0.44)
<b>Pro forma weighted-average shares used to compute pro forma net loss per share<sup>(2)</sup>:</b>					
Basic and diluted			40,498		41,686

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	Years Ended December 31,			Nine Months Ended	
	2007	2008	2009	September 30, 2009	September 30, 2010
	(Unaudited) (In thousands)				
<b>Other Financial and Operational Data:</b>					
Adjusted EBITDA <sup>(3)</sup>	\$ (1,965)	\$ (2,672)	\$ 15,746	\$ 16,318	\$ 22,256
Organizations	35.1	41.5	44.9	38.2	40.5
Registrations	12,920	25,074	65,461	51,586	54,859

	As of September 30, 2010		
	Actual	Pro Forma <sup>(4)</sup> (Unaudited) (In thousands)	As Adjusted
<b>Consolidated Balance Sheet Data:</b>			
Cash and cash equivalents	\$ 36,859	\$ 39,079	
Restricted cash	5,000	5,000	
Property and equipment, net	27,965	27,965	
Software development costs, net	35,726	35,726	
Working capital	(55,394)	(53,174)	
Total assets	402,780	405,000	
Debt	43,334	43,334	
Convertible preferred stock	21,187		
Redeemable convertible preferred stock	363,850		
Total stockholders' equity (deficit)	(173,108)	214,149	

	Years Ended December 31,			Nine Months Ended	
	2007	2008	2009	September 30, 2009	September 30, 2010
	(Unaudited) (In thousands)				
(1) Stock-based compensation included in the above line items:					
Cost of net revenue	\$ 22	\$ 70	\$ 128	\$ 107	\$ 79
Sales and marketing	175	358	765	618	390
Research and development	148	257	597	482	287
General and administrative	7,628	13,852	9,750	8,591	3,786
Total	\$ 7,973	\$ 14,537	\$ 11,240	\$ 9,798	\$ 4,542

(2) Pro forma net loss per share has been calculated assuming the conversion of all outstanding shares of our preferred stock into shares of common stock prior to the completion of this offering.

(3) We define Adjusted EBITDA as net loss, plus: provision for income taxes, other expense (income), net, depreciation and amortization, and stock-based compensation. Please see Adjusted EBITDA for more information and for a reconciliation of Adjusted EBITDA to net loss, the most directly comparable financial measure calculated and presented in accordance with U.S. generally accepted accounting principles, or GAAP.

(4) The pro forma column reflects (i) the assumed conversion of all outstanding shares of our preferred stock into shares of common stock prior to completion of this offering; and (ii) the exercise on a cash basis of outstanding warrants to purchase an aggregate of 513,901 shares of common stock at a weighted average exercise price of \$4.32 per share, which will automatically be exercised or cancelled pursuant to their terms upon completion of this offering.

**Table of Contents****Adjusted EBITDA**

To provide investors with additional information regarding our financial results, we have disclosed in the table above and within this prospectus 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 prospectus because we seek to manage our business to an improving level of Adjusted EBITDA as a percentage of revenue, and it is a key basis upon which we assess the performance of our operations and management. We also use Adjusted EBITDA for business planning, evaluation of acquisition opportunities and as a measurement to create incentives and compensate our management. In particular, the exclusion of certain expenses in calculating Adjusted EBITDA can provide a useful measure for period-to-period comparisons.

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 as follows:

Adjusted EBITDA does not reflect our cash expenditures for capital equipment or certain other contractual commitments;

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 periods indicated:

	Years Ended December 31,			Nine Months Ended September 30,	
	2007	2008	2009 (Unaudited)	2009	2010
(In thousands)					
<b>Reconciliation of Adjusted EBITDA to Net Loss:</b>					
Net loss	\$ (24,768)	\$ (48,976)	\$ (37,859)	\$ (23,782)	\$ (18,180)
Interest expense (income), net	(630)	3,296	5,043	3,731	3,976
Income tax provision	2,606	1,506	2,439	1,725	2,772
Depreciation and amortization	13,088	26,697	36,079	25,668	29,287
Stock-based compensation	7,973	14,537	11,240	9,798	4,542

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Other expense (income), net	(234)	268	(1,196)	(822)	(141)
Adjusted EBITDA	\$ (1,965)	\$ (2,672)	\$ 15,746	\$ 16,318	\$ 22,256

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**RISK FACTORS**

*The text below discusses the material risks faced by us of which we are aware. Before making an investment in our common stock, you should carefully consider the risks described below, as well as the other information set forth in this prospectus, including the information contained in our consolidated financial statements and the related notes. If any of the risks or uncertainties described below were to occur, our business, financial condition and results of operations would likely be materially and adversely affected. In these circumstances, the trading price of our common stock would likely decline, and you could lose all or part of your investment.*

**Risks Related To Our Business**

**We have a history of significant net losses, and we may never achieve or maintain profitability.**

We have incurred net losses since our inception in 1998. Our net losses were approximately \$18.2 million for the nine months ended September 30, 2010, \$37.9 million for the year ended December 31, 2009, \$49.0 million for the year ended December 31, 2008 and \$24.8 million for the year ended December 31, 2007. At September 30, 2010, we had an accumulated deficit of approximately \$231.7 million. We plan to increase our operating expenses in the future as we continue to develop additional functionality and features for our applications, continue to transition 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 never achieve profitability. Additionally, in the event we do achieve profitability in the future, we may not be able to sustain or increase profitability on a quarterly or annual basis.

**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;

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- 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 from \$101.9 million in 2007 to \$173.2 million in 2008 and to \$242.9 million in 2009, and \$218.0 million in the nine months ended September 30, 2010, representing a compound annual growth rate over this period of 32%. 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 significant portion of our revenue growth in fiscal 2008 and 2009 resulted from acquisitions, and not organic growth. 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



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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.

### **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 more than 25 acquisitions over the past five years. We intend to 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

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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.

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### **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 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.

### **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 majority 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. In addition, as part of our growth strategy, we expect to continue to inherit legacy systems. 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

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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 are currently cooperating 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. The breach of our computer systems may 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 further 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.

### **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 the 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. 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.

### **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 Burbank, California and Ashburn, Virginia. 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

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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.

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.

### **If credit card payment processors and service providers fail or no longer agree to provide their services 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, each of which would adversely affect our relationships with customers and could cause customers to discontinue using our applications. In addition, we cannot guarantee that credit card companies will not increase the transaction fees we incur for each registration we process. If credit card payment processors and service providers fail or no longer agree to provide their services or increase processing fees, 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. 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

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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 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;

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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.

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**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 by 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.

**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.

**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.

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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 be 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.

**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

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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. 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.

### **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 System and Central Trust Bank in October 2008 and the campground registration business of ReserveAmerica in January 2009. We currently operate registration services for fishing and hunting licenses in 23 states, and provide registration and management services for campgrounds located in 32 states in the U.S. 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, and we have limited operations internationally. 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;

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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; and

potential adverse tax consequences.

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.

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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.

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### **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. If we are unable to establish and maintain our brands, including THE ACTIVE NETWORK, ACTIVE, ACTIVE.COM, ACTIVENET, ACTIVEWORKS, REGONLINE and RESERVEAMERICA, 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.

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**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.**

Our performance is substantially dependent on the continued services and on the performance of our senior management and other key personnel, particularly David Alberga, our Chairman of the Board and Chief Executive Officer, Matthew Landa, our President and Director, and Scott Mendel, our Chief Financial Officer. Our performance also depends on our ability to retain and motivate other officers and key employees. We do not have long-term employment agreements with the members of our senior management or other our key personnel. In addition, we do not maintain key-man insurance on these individuals. The loss of the services of any member of our senior management or other key employee for any reason would 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. In addition, our initial public offering could create disparities in wealth among our employees, which could adversely impact relations among employees and our corporate culture in general.

**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 U.S. Our registered trademarks in the United States include THE ACTIVE NETWORK, ACTIVE, ACTIVE.COM, ACTIVENET, ACTIVEWORKS, REGONLINE and RESERVEAMERICA. As of December 31, 2010, we have been granted two patents by the United States Patent and Trademark Office and have two patent applications pending in the United States. Our patents expire in February 2019 and July 2021, respectively. 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

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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. In the past, we received a notice from a third party alleging that our Internet fundraising program and related website operations infringe patents published by such third party. 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. For example, in May 2010, we filed a lawsuit against Electronic Arts Inc. d/b/a EA Sports, in the U.S. District Court, Southern District of California, alleging that the EA SPORTS Active and EA SPORTS Active More Workouts fitness games and associated website violated our trademark rights. EA Sports filed a counter-claim seeking to invalidate our U.S. trademark registrations for ACTIVE, ACTIVE.COM and THE ACTIVE NETWORK. We filed a preliminary injunction, which was denied in August 2010. The lawsuit is currently in the pre-discovery stage. Although the results of litigation and claims cannot be predicted with certainty, we currently believe that the final outcome of this matter will not have a material adverse effect on our business.

**As a result of becoming a public company, we will be obligated to develop and maintain proper and effective internal controls over financial reporting. We may not complete our analysis of our internal controls over financial reporting in a timely manner, or these internal controls may not be determined to be effective, which may adversely affect investor confidence in our company and, as a result, the value of our common stock.**

We will be required, pursuant to Section 404 of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting for the first

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fiscal year beginning after the effective date of this offering. This assessment will need to include disclosure of any material weaknesses identified by our management in our internal control over financial reporting, as well as a statement that our auditors have issued an attestation report on our management's assessment of our internal controls. We are in the early stages of the costly and challenging process of compiling the system and processing documentation necessary to perform the evaluation needed to comply with Section 404. We may not be able to complete our evaluation, testing and any required remediation in a timely fashion. During the evaluation and testing process, if we identify one or more material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal controls are effective. We have undertaken significant remediation measures to improve the effectiveness of our internal controls in response to material weaknesses in our internal controls over financial reporting identified by our independent auditors. These measures include strengthening our internal staffing and technical expertise in financial accounting and SEC reporting and developing robust review processes and procedures. We plan to continue to assess our internal controls and procedures and intend to take further action as necessary or appropriate to address any other matters we or our independent auditors identify. We cannot assure you that there will not be material weaknesses or significant deficiencies in our internal controls in the future. If we are unable to assert that our internal control over financial reporting is effective, or if our auditors are unable to express an opinion on the effectiveness of our internal controls, we could lose investor confidence in the accuracy and completeness of our financial reports, which would cause the price of our common stock to decline.

### **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 September 30, 2010, we had federal tax net operating loss carry forwards of approximately \$92.5 million which will begin to expire in 2019 and California tax net operating loss carry forwards of approximately \$47.8 million which began to expire in 2010. 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 debt agreements may restrict our operations, and if we do not effectively manage our business to comply with these covenants, our financial condition could be adversely affected.**

Our debt agreements contain various covenants 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;

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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, our loan and security agreement with Square 1 Bank requires us to maintain a specified financial ratio. Our ability to meet this financial covenant can be affected by events beyond our control, and we may be unable to meet this test. In addition, our failure to maintain effective internal controls to measure compliance with this financial covenant could affect our ability to take corrective actions on a timely basis, and could result in our being in breach of this covenant. Our debt agreements provide 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 declare all amounts outstanding under one or more of our debt agreements to be immediately due and payable. If we are unable to repay those amounts, our financial condition could be adversely affected.

### **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.

### **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.

### **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.

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**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 would harm our business.

## **Risks Relating To This Offering**

**Our stock price may be volatile and you may lose all or a part of your investment.**

The market price of our common stock may be subject to significant fluctuations after our initial public offering. 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;

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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.

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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. You may not receive a positive return on your investment when you sell your shares and may lose the entire amount of your investment.

### **There has been no prior public market for our common stock, and an active trading market may not develop.**

Prior to this offering, there has been no public market for our common stock. The initial public offering price for the shares of our common stock sold in this offering will be determined by negotiation between the representatives of the underwriters and us. This price may not reflect the market price of our common stock following this offering. An active trading market may not develop following completion of this offering or, if it is developed, may not be sustained. The lack of an active market may impair your ability to sell your shares at the time you wish to sell them or at a price that you consider reasonable. We cannot assure you that the market price will equal or exceed the initial public offering price. An inactive market may also impair our ability to raise capital by selling shares and may impair our ability to acquire other businesses, applications or technologies using our shares as consideration.

### **Our management has broad discretion as to the use of the net proceeds from this offering.**

Our management has broad discretion as to the use of the net proceeds that we will receive from this offering. We cannot assure you that our management will apply these funds effectively, nor can we assure you that the net proceeds from this offering will be invested in a manner yielding a favorable return.

### **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 will be 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 securities exchange on which we will trade and other applicable securities rules and regulations. Compliance with these rules and regulations will increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources. 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. Although we have already hired additional employees to comply with these requirements, we may need to hire more employees in the future, which will increase our costs and expenses.

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.

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We also expect that being a public company and these new rules and regulations will make it more expensive 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 audit committee and compensation committee.

As a result of disclosure of information in this prospectus and in filings required of a public company, our business and financial condition will 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 currently intend to pay dividends on our common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.**

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. If we do not pay dividends, your ability to achieve a return on your investment in our company will depend on any future appreciation in the market price of our common stock. There is no guarantee that our common stock will appreciate in value or even maintain the price at which our holders have purchased their common stock.

**New investors in our common stock will experience immediate and substantial dilution of approximately \$            per share.**

The initial public offering price will be substantially higher than the book value per share of our common stock. Investors purchasing common stock in this offering will, therefore, incur immediate dilution of \$            in net tangible book value per share of common stock, based on an assumed initial offering price of \$            per share. This dilution figure deducts the estimated \$            million in underwriting discounts and estimated offering expenses payable by us from our public offering proceeds. Investors will incur additional dilution upon the exercise of outstanding stock options and warrants.

**Our directors, executive officers and significant stockholders will continue to hold a substantial portion of our stock after this offering, which may lead to conflicts of interest with other stockholders over corporate transactions and other corporate matters.**

Following the completion of this offering, our directors, executive officers and current beneficial holders of 10% or more of our outstanding common stock will beneficially own approximately    % of our outstanding common stock, including warrants and stock options exercisable within 60 days after September 30, 2010. These stockholders, acting together, will 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 may delay, deter or prevent a third party from acquiring or merging with us, which could adversely affect the market price of our common stock.

**There may be sales of substantial amounts of our common stock after this offering, which could cause our stock price to fall.**

Our current stockholders hold a substantial number of shares, which they will be able to sell in the public market in the near future. Upon the closing of this offering,            shares of common stock will be outstanding, assuming conversion of our preferred stock into shares of common stock, exercise on a cash basis of

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outstanding warrants that otherwise expire upon the effectiveness of this offering, no exercise of the underwriters' over-allotment option and no exercise of outstanding options or warrants after September 30, 2010. All of the shares sold in this offering will be freely tradable, except for shares purchased by any of our existing affiliates, as that term is defined in Rule 144 promulgated under the Securities Act, which generally includes officers, directors and 10% or greater stockholders. A significant portion of the shares of our common stock outstanding after this offering will continue to be restricted as a result of securities laws, market stand-off agreements with us or lock-up agreements with our underwriters. The market stand-off and lock-up agreements restrict holders' ability to transfer their stock for 180 days after the effective date of the registration statement of which this prospectus forms a part. Of the outstanding shares, \_\_\_\_\_ will be available for sale in the public market on the date of this offering, an additional \_\_\_\_\_ shares will be available for sale in the public market 90 days after the date that the registration statement of which this prospectus forms a part is declared effective and the remaining \_\_\_\_\_ shares will be available for sale in the public market at various times beginning 180 days after the date of this prospectus, in each case subject to the requirements of Rule 144. Our underwriters may, however, waive the lock-up period at any time for any stockholder. In considering any request to release shares subject to a lock-up agreement, our underwriters will consider the possible impact of the release of the shares on the trading price of the stock sold in the offering. Our underwriters do not have any present intention or any understandings, implicit or explicit, to release any of the shares subject to the lock-up agreements prior to the expiration of these lock-up periods. Sales of a substantial number of shares of our common stock within a short period of time after this offering, or after the expiration of applicable lock-up periods, could cause our stock price to fall. In addition, the sale of these shares could impair our ability to raise capital through the sale of additional stock.

### **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.

The proceeds from this offering together with our existing sources of cash and cash flows may not be sufficient to fund all of our activities. As a result, we may need to raise additional funds, and such funds may not be available on reasonable terms, or at all. Furthermore, if we issue equity or convertible debt securities to raise additional funds, our existing stockholders may experience dilution, and the new equity or debt securities may have rights, preferences and privileges senior to those of our existing stockholders. 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.

### **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;

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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.

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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus contains forward-looking statements concerning our business, operations and financial performance and condition as well as our plans, objectives and expectations for our business operations and financial performance and condition. Any statements contained herein that are not of historical facts may be deemed to be forward-looking statements. You can identify these statements by words such as aim, anticipate, assume, believe, could, due, estimate, expect, goal, intend, may, objective, plan, predict, potential, positioned, s, other similar expressions that are predictions of or indicate future events and future trends. These forward-looking statements are based on current expectations, estimates, forecasts and projections about our business and the industry in which we operate and our management's beliefs and assumptions and are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond our control. As a result, any or all of our forward-looking statements in this prospectus may turn out to be inaccurate. Factors that may cause such differences include, but are not limited to, the risks described under Risk Factors, including:

our history of significant operating losses;

our limited operating history, and new and unproven business model;

our ability to accurately forecast revenue and appropriately plan our expenses;

our ability to maintain an adequate rate of growth;

our ability to effectively manage our growth;

our ability to successfully manage our acquisitions and investments in businesses, applications and technologies;

our ability to compete successfully against current or future competitors;

our ability to successfully transition certain of our existing customers to ActiveWorks;

our ability to process, store and use personal data in a safe and secure manner;

our ability to comply with data privacy and use laws;

our ability to maintain our relationships with credit card payment processors and associations;

our ability to limit interruptions in service and damage to our technology systems;

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

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our ability to successfully enter new markets and manage our international expansion;

our ability to continue to enhance and improve the functionality and features of our ActiveWorks technology platform;

our ability to react to the impact of worldwide economic conditions, including the resulting effect on organizers and participants;

our ability to protect our intellectual property, including our proprietary ActiveWorks technology platform;

our ability to comply with changes in government regulation affecting our business; and

other risk factors included under **Risk Factors** in this prospectus.

Potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. These forward-looking statements speak only as of the date of this prospectus. Unless required by law, we do not intend to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. You should, however, review the factors and risks we describe in the reports we will file from time to time with the Securities and Exchange Commission, or SEC, after the date of this prospectus. See **Where You Can Find More Information**.

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**MARKET, INDUSTRY AND OTHER DATA**

Unless otherwise indicated, information contained in this prospectus concerning our industry and the market in which we operate, including our general expectations and market position, market opportunity and market size, is based on information from various sources, on assumptions that we have made that are based on those data and other similar sources and on our knowledge of the markets for our applications and solutions. These data involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. We have not independently verified any third-party information and cannot assure you of its accuracy or completeness. While we believe the market position, market opportunity and market size information included in this prospectus is generally reliable, such information is inherently imprecise. In addition, information relating to the number of our customers and event registrations and projections, assumptions and estimates of our future performance and the future performance of the industry in which we operate is necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in Risk Factors and elsewhere in this prospectus. These and other factors could cause our results to differ materially from those expressed in the estimates made by third parties and by us.

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**USE OF PROCEEDS**

We estimate that the net proceeds from the sale by us of \_\_\_\_\_ shares of common stock in this offering will be approximately \$ \_\_\_\_\_ million, based on an assumed initial public offering price of \$ \_\_\_\_\_ per share, the midpoint of the price range set forth on the cover page of this prospectus, after deducting the underwriting discounts and estimated offering expenses payable by us, or \$ \_\_\_\_\_ million if the underwriters over-allotment option is exercised in full. We will not receive any of the proceeds from the sale of shares by the selling stockholders.

A \$1.00 increase (decrease) in the assumed initial public offering price of \$ \_\_\_\_\_ per share would increase (decrease) the net proceeds to us from this offering by approximately \$ \_\_\_\_\_ million, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

We plan to use our net proceeds from this offering to repay outstanding debt under our term loan facilities with various lenders and under our revolving credit facility. As of September 30, 2010, we had \$43.3 million outstanding under our various debt facilities. We intend to use the remaining net proceeds for funding potential acquisitions and for general corporate purposes, including financing our growth, developing additional application services functionality and features, acquiring new customers and funding capital expenditures. We have no commitments with respect to any future acquisitions. Other than the repayment of our debt facilities, we have not yet identified the amounts we plan to spend on each of these areas or the timing of the expenditures. Accordingly, our management will have broad discretion in the application of the net proceeds, and investors will be relying on the judgment of our management regarding the application of the proceeds in this offering. The amounts that we actually spend for the purposes described above may vary significantly and will depend, in part, on the timing and amount of our future revenue, our future expenses and any future acquisitions that we may propose. Pending these uses, we plan to invest the net proceeds of this offering in short-term, interest bearing, investment-grade securities. We cannot predict whether the proceeds will yield a favorable return.

The principal purposes of this offering are to create a public market for our common stock, to facilitate our future access to the public equity markets and to obtain additional capital.

**DIVIDEND POLICY**

We have never declared or paid any cash dividends on shares of our common stock. We currently intend to retain our earnings, if any, and cash to fund working capital and for general corporate purposes and, therefore, do not anticipate paying any cash dividends on our common stock in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our Board of Directors and will depend upon our financial condition, results of operations and capital requirements.

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**CAPITALIZATION**

The following table sets forth our capitalization at September 30, 2010 on:

an actual basis;

a pro forma basis after giving effect to (i) the automatic conversion of all shares of our outstanding preferred stock into 34,635,878 shares of common stock as if such conversion were completed on September 30, 2010 and (ii) the exercise on a cash basis of outstanding warrants to purchase an aggregate of 513,901 shares of common stock at a weighted average exercise price of \$4.32, which will automatically be exercised or cancelled pursuant to their terms upon completion of the offering; and

a pro forma as adjusted basis to reflect (i) the automatic conversion of all shares of our outstanding preferred stock into 34,635,878 shares of common stock as if such conversion were completed on September 30, 2010, (ii) the exercise on a cash basis of outstanding warrants to purchase an aggregate of 513,901 shares of common stock at a weighted average exercise price of \$4.32, which will automatically be exercised or cancelled pursuant to their terms upon completion of the offering and (iii) the receipt of the estimated net proceeds from the sale by us of shares of common stock in this offering at the assumed initial public offering price of \$ per share, the midpoint of the price range set forth on the cover page of this prospectus, after deducting \$ million in underwriting discounts and \$ million in estimated offering expenses payable by us.

This table should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this prospectus.

	As of September 30, 2010		Pro Forma As Adjusted <sup>(1)</sup>
	Actual	Pro Forma	
	(In thousands, except share data)		
Debt, including current portion	\$ 43,334	\$ 43,334	
Capital lease obligations, including current portion	3,799	3,799	
Convertible preferred stock, \$0.001 par value: 146,856,382 shares authorized, 131,372,448 shares issued and outstanding, actual; no shares authorized, issued and outstanding, pro forma and pro forma as adjusted	21,187		
Redeemable convertible preferred stock, \$0.001 par value: 73,248,872 shares authorized and 71,754,607 issued and outstanding, actual; no shares authorized, issued and outstanding, pro forma and pro forma as adjusted	363,850		
Stockholders' equity (deficit):			
Preferred stock, \$0.001 par value: no shares authorized, issued and outstanding, actual and pro forma; 100,000,000 shares authorized, no shares issued and outstanding, pro forma as adjusted			
Common stock, \$0.001 par value: 65,000,000 shares authorized, actual and pro forma; 7,704,748 shares issued and outstanding actual and 42,854,527 shares issued and outstanding pro forma; 1,000,000,000 shares authorized, pro forma adjusted, shares issued and outstanding, pro forma as adjusted	9	43	
Treasury stock	(11,959)	(11,959)	
Additional paid-in capital	63,099	450,321	
Accumulated other comprehensive (loss) income	7,443	7,443	
Accumulated deficit	(231,700)	(231,700)	
Total stockholders' equity (deficit)	(173,108)	214,148	
Total capitalization	\$ 259,062	\$ 261,281	\$



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- (1) Each \$1.00 increase (decrease) in the assumed initial public offering price of \$ \_\_\_\_\_ per share would increase (decrease) the net proceeds to us from this offering by approximately \$ \_\_\_\_\_ million, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

Outstanding shares of our common stock reflected in the discussion and table above is based on 42,854,527 shares outstanding (assuming conversion of our preferred stock and exercise of 513,901 warrants outstanding) as of September 30, 2010, and excludes, as of September 30, 2010:

1,775,640 shares of common stock included in treasury stock;

11,386,162 shares of our common stock subject to outstanding options at a weighted average exercise price of \$2.13, of which 3,390,844 represent shares of our common stock subject to vesting requirements;

322,827 shares of our common stock available for future grants or issuance under our 2002 Plan;

\_\_\_\_\_ shares of our common stock available for future grant or issuance under our 2011 ESPP, which will become effective upon the completion of this offering, and the annual increases in the number of shares authorized under this plan beginning January 1, 2012;

\_\_\_\_\_ shares of common stock which will be available for future grant or issuance under our 2011 Plan, which will become effective upon the completion of this offering, and the annual increases in the number of shares authorized under this plan beginning January 1, 2012;

275,136 shares of our common stock issuable upon the conversion of outstanding principal and interest under our convertible promissory notes as of September 30, 2010, with a weighted average conversion price of \$16.00 per share; and

8,050 shares of our common stock issuable upon exercise of outstanding warrants with a weighted average exercise price of \$60.55, which will terminate 90 days following the completion of this offering.

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**DILUTION**

If you invest in our common stock in this offering, your ownership interest in us will be diluted to the extent of the difference between the initial public offering price per share and the net tangible book value per share after this offering. Our net tangible book value (deficit) at September 30, 2010, was approximately \$39,350 million. Net tangible book value represents the amount of our total assets, less our goodwill and other intangible assets, less our total liabilities. Our pro forma net tangible book value per share at September 30, 2010 was approximately \$35,319 million, or \$0.82 per share of our common stock after giving effect to (i) the automatic conversion of all shares of our outstanding preferred stock into 34,635,878 shares of common stock upon completion of this offering and (ii) the exercise of outstanding warrants to purchase an aggregate of 513,901 shares of common stock at a weighted average exercise price of \$4.32, which will automatically be exercised or cancelled pursuant to their terms upon completion of the offering.

After giving effect to the sale by us of \_\_\_\_\_ shares of our common stock in this offering at the assumed initial public offering price of \$ \_\_\_\_\_ per share, the mid-point of the estimated price range set forth on the cover of this prospectus, after deducting underwriting discounts and estimated offering expenses payable by us, our pro forma as adjusted net tangible book value at September 30, 2010, would have been approximately \$ \_\_\_\_\_ per share. This represents an immediate increase in net tangible book value of \$ \_\_\_\_\_ per share to existing stockholders and an immediate dilution of approximately \$ \_\_\_\_\_ per share to new investors purchasing shares of our common stock in this offering.

The following table illustrates the per share dilution to the new investors:

Assumed initial public offering price per share	\$
Pro forma increase in net tangible book value (deficit) per share attributable to pro forma transaction described in the first preceding paragraph	
Pro forma net tangible book value per share as of September 30, 2010 before giving effect to this offer	\$ (0.82)
Increase in pro forma net tangible book value per share attributable to new investors purchasing shares in this offering.	
Pro forma as adjusted net tangible book value per share after offering	
Dilution per share to new investors in this offering	\$

A \$1.00 increase (decrease) in the assumed initial public offering price of \$ \_\_\_\_\_ per share would increase (decrease) the amount of cash and cash equivalents, working capital, total assets and total stockholders' equity by approximately \$ \_\_\_\_\_ million, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

Dilution is determined by subtracting the pro forma as adjusted net tangible book value per share of common stock after this offering from the assumed initial public offering price per share. If the underwriters exercise their over-allotment option in full, there will be an increase in pro forma as adjusted net tangible book value to \$ \_\_\_\_\_ per share to existing stockholders and an immediate dilution in as adjusted net tangible book value of \$ \_\_\_\_\_ to new investors.

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The following table compares the assumed initial public offering price of the shares of common stock to the cost to our existing stockholders of shares of common stock that they acquired within the past five years, or which they have the right to acquire upon conversion of preferred stock or exercise of warrants or outstanding stock options. As the table shows, new investors purchasing shares in this offering (based on an assumed initial public offering price of \$ per share, which is the midpoint of the range reflected on the cover page of this prospectus) will pay an average price per share that is substantially higher than our existing stockholders paid.

	Shares Purchased		Total Consideration		Average Price Per Share
	Number	Percent	Amount	Percent	
(In thousands, except share and per share data)					
Existing stockholders		%	\$	%	\$
New investors					
<b>Total</b>		<b>%</b>	<b>\$</b>	<b>%</b>	<b>\$</b>

A \$1.00 increase (decrease) in the assumed initial public offering price of \$ per share would increase (decrease) the amount of cash and cash equivalents, working capital, total assets and total stockholders equity by approximately \$ million, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

Outstanding shares of our common stock reflected in the discussion and table above is based on 42,854,527 shares outstanding (assuming conversion of our preferred stock and exercise of 513,901 warrants outstanding) as of September 30, 2010, and excludes, as of September 30, 2010:

1,775,640 shares of common stock included in treasury stock;

11,386,162 shares of our common stock subject to outstanding options at a weighted average exercise price of \$2.13, of which 3,390,844 represent shares of our common stock subject to vesting requirements;

322,827 shares of our common stock available for future grants or issuance under our 2002 Plan;

shares of our common stock available for future grant or issuance under our 2011 ESPP, which will become effective upon the completion of this offering, and the annual increases in the number of shares authorized under this plan beginning January 1, 2012;

shares of common stock which will be available for future grant or issuance under our 2011 Plan, which will become effective upon the completion of this offering, and the annual increases in the number of shares authorized under this plan beginning January 1, 2012;

275,136 shares of our common stock issuable upon the conversion of outstanding principal and interest under our convertible promissory notes as of September 30, 2010, with a weighted average conversion price of \$16.00 per share; and

8,050 shares of our common stock issuable upon exercise of outstanding warrants with a weighted average exercise price of \$60.55, which will terminate 90 days following the completion of this offering.

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Sales by the selling stockholders in this offering will cause the number of shares held by existing stockholders to be reduced to \_\_\_\_\_ shares, or \_\_\_\_\_ % of the total number of shares of our common stock outstanding after this offering, and will increase the number of shares held by new investors to \_\_\_\_\_ shares, or \_\_\_\_\_ % of the total number of shares of our common stock outstanding after this offering. In addition, if the

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underwriters' over-allotment option is exercised in full, the number of shares held by the existing stockholders after this offering would be reduced to % of the total number of shares of our common stock outstanding after this offering, and the number of shares held by new investors would increase to shares, or % of the total number of shares of our common stock outstanding after this offering.

To the extent that any outstanding options are exercised, new options are issued under our stock-based compensation plans or we issue additional shares of common stock in the future, there will be further dilution to investors participating in this offering. If all outstanding options under our 2002 Plan as of September 30, 2010 were exercised, then our existing stockholders, including the holders of these options, would own % and our new investors would own % of the total number of shares of our common stock outstanding upon the completion of this offering. In such event, the total consideration paid by our existing stockholders, including the holders of these options, would be approximately \$ million, or %, the total consideration paid by our new investors would be \$ million, or %, the average price per share paid by our existing stockholders would be \$ and the average price per share paid by our new investors would be \$ .

**Table of Contents****SELECTED CONSOLIDATED FINANCIAL DATA**

You should read the following selected consolidated financial data in conjunction with our consolidated financial statements, the notes to the consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this prospectus. The selected consolidated financial data included in this section are not intended to replace the consolidated financial statements and the related notes included elsewhere in this prospectus.

The table below shows selected consolidated financial data. The consolidated statements of operations data for the years ended December 31, 2007, 2008 and 2009 and the consolidated balance sheet data at December 31, 2008 and 2009 are derived from our audited consolidated financial statements included elsewhere in this prospectus. The consolidated statements of operations data for the years ended December 31, 2005 and 2006 and the consolidated balance sheet data at December 31, 2005, 2006 and 2007 are derived from our audited consolidated financial statements not included in this prospectus. The consolidated statements of operations data for the nine months ended September 30, 2008 and 2009, and the consolidated balance sheet data as of September 30, 2009, are derived from our unaudited financial statements included elsewhere in this prospectus. The historical results presented below are not necessarily indicative of financial results to be achieved in future periods, and the results for the first nine months of the year ended December 31, 2010 are not necessarily indicative of results to be expected for the full year or for any other period.

	2005	Years Ended December 31,				Nine Months Ended	
		2006	2007	2008	2009	September 30, 2009	2010 (Unaudited)
(In thousands, except per share amounts)							
Net revenue:							
Technology revenue	\$ 33,985	\$ 44,545	\$ 78,542	\$ 145,789	\$ 210,483	\$ 166,787	\$ 188,504
Marketing services revenue	10,168	18,151	23,335	27,407	32,401	21,725	29,473
Total net revenue	44,153	62,696	101,877	173,196	242,884	188,512	217,977
Cost of net revenue	15,304	19,936	41,081	79,681	107,188	82,362	93,244
Gross profit	28,849	42,760	60,796	93,515	135,696	106,150	124,733
Total operating expenses	32,374	51,996	83,822	137,421	167,269	125,298	136,306
Loss from operations	(3,525)	(9,236)	(23,026)	(43,906)	(31,573)	(19,148)	(11,573)
Interest income (expense), net	455	1,187	630	(3,296)	(5,043)	(3,731)	(3,976)
Other (expense) income, net	27	70	234	(268)	1,196	822	141
Loss before taxes	(3,043)	(7,979)	(22,162)	(47,470)	(35,420)	(22,057)	(15,408)
Income tax provision	(470)	329	2,606	1,506	2,439	1,725	2,772
Net loss	(2,573)	(8,308)	(24,768)	(48,976)	(37,859)	(23,782)	(18,180)
Accretion of redeemable convertible preferred stock	(1,668)	(3,050)	(8,532)	(15,639)	(25,774)	(18,967)	(20,828)
Net loss attributable to common stockholders	\$ (4,241)	\$ (11,352)	\$ (33,300)	\$ (64,615)	\$ (63,633)	\$ (42,749)	\$ (39,008)
Net loss per share attributable to common stockholders:							
Basic and diluted	\$ (1.89)	\$ (4.86)	\$ (8.12)	\$ (11.68)	\$ (10.86)	\$ (7.37)	\$ (5.53)
Pro forma <sup>(1)</sup>					\$ (0.93)		\$ (0.44)
Weighted-average shares used to compute net loss per share:							
Basic and diluted	2,245	2,336	4,103	5,530	5,862	5,797	7,050

Pro forma weighted-average shares used to compute pro forma net loss per share:		
Basic and diluted	40,498	41,686

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	2005	Years Ended December 31, (Unaudited) (In thousands)				2009	Nine Months Ended September 30, 2009 2010	
<b>Other Financial and Operational Data:</b>								
Adjusted EBITDA <sup>(2)</sup>	\$ 1,126	\$ (3,967)	(1,965)	\$ (2,672)	\$ 15,746	\$ 16,318	\$ 22,256	
Organizations	21.6	26.5	35.1	41.5	44.9	38.2	40.5	
Registrations	3,774	5,396	12,920	25,074	65,461	51,586	54,859	

- (1) Pro forma net loss per share has been calculated assuming the conversion of all outstanding shares of our preferred stock into shares of our common stock prior to the completion of this offering.
- (2) We define Adjusted EBITDA as net loss, plus: provision for income taxes, other income (expense), net, depreciation and amortization, and stock-based compensation. Please see Adjusted EBITDA below for more information and for a reconciliation of Adjusted EBITDA to net loss, the most directly comparable financial measure calculated and presented in accordance with U.S. generally accepted accounting principles, or GAAP.

	2005	2006	December 31, (In thousands)		2009	September 30, 2010 (Unaudited)
<b>Consolidated Balance Sheet Data:</b>						
Cash and cash equivalents	\$ 8,424	\$ 35,948	\$ 28,166	\$ 33,395	\$ 26,381	\$ 36,859
Restricted cash		1,062		5,000	5,000	5,000
Property and equipment, net	2,548	3,645	8,208	20,093	26,742	27,965
Software development costs, net			5,092	14,890	27,003	35,726
Working capital	(3,568)	21,272	(2,683)	(17,376)	(38,676)	(55,394)
Total assets	58,722	101,215	241,041	325,936	381,871	402,780
Debt			40,857	54,045	48,727	43,334
Convertible preferred stock	21,187	21,187	21,187	21,187	21,187	21,187
Redeemable convertible preferred stock	22,341	79,440	161,603	269,534	343,021	363,850
Total stockholders' equity (deficit)	12,841	(10,150)	(16,427)	(96,622)	(141,343)	(173,108)
<b>Adjusted EBITDA</b>						

To provide investors with additional information regarding our financial results, we have disclosed in the table above and within this prospectus 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 prospectus because we seek to manage our business to an improving level of Adjusted EBITDA as a percentage of revenue, and it is a key basis upon which we assess the performance of our operations and management. We also use Adjusted EBITDA for business planning, evaluation of acquisition opportunities and as a measurement to incentivize and compensate our management. In particular, the exclusion of certain expenses in calculating Adjusted EBITDA can provide a useful measure for period-to-period comparisons.

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 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 periods indicated:

	2005	2006	Years Ended December 31, 2007	2008  (Unaudited)	2009	Nine Months Ended September 30, 2009	2010
<b>Reconciliation of Adjusted EBITDA to Net Loss:</b>							
Net loss	\$ (2,573)	\$ (8,308)	\$ (24,768)	\$ (48,976)	\$ (37,859)	\$ (23,782)	\$ (18,180)
Interest expense (income), net	(455)	(1,187)	(630)	3,296	5,043	3,731	3,976
Income tax provision	(470)	329	2,606	1,506	2,439	1,725	2,772
Depreciation and amortization	4,344	4,237	13,088	26,697	36,079	25,668	29,287
Stock-based compensation	307	1,032	7,973	14,537	11,240	9,798	4,542
Other expense (income), net	(27)	(70)	(234)	268	(1,196)	(822)	(141)
Adjusted EBITDA	\$ 1,126	\$ (3,967)	\$ (1,965)	\$ (2,672)	\$ 15,746	\$ 16,318	\$ 22,256

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this prospectus. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties, such as our plans, objectives, expectations and intentions, as set forth under Special Note Regarding Forward-Looking Statements. Our actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of several factors, including those set forth in the following discussion and under Risk Factors, Business and elsewhere in this prospectus.*

**Overview**

We are the leading provider of organization-based cloud computing applications. 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. As more organizers use our platform, more participants engage in our online communities. This allows us to drive increased registrations and our customers' revenue and thus, increase our own revenue. This revenue growth enables us to offer enhanced functionality and services through our platform and our websites, further increasing participant engagement and attracting new organizers.

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. During the 12 months ended December 31, 2010, we had over 47,000 customer organizations, which drove over 70 million annual consumer registrations.

We serve a wide range of customers, including community and sports organizations, large corporations, small and medium-sized businesses, educational institutions, government agencies, non-profit organizations and other similar entities. We primarily generate revenue by providing our customers with activity and event management applications through our cloud computing applications. We receive a technology fee for participants who register for our customers' activities via our technology platform. During the nine months ended on September 30, 2010, we generated net revenue of \$218.0 million, as compared to \$188.5 million in the nine months ended on September 30, 2009, an increase of approximately 16%.

**Business Model**

*Technology Revenue.* Our technology revenue was 87% of our total revenue for the year ended December 31, 2009 and 86% for the nine months ended September 30, 2010. Our technology fee is a percentage of the total registration amount that is paid by a participant at the time of sign up. We refer to the sum of these technology fees during a given period as net registration revenue, since they are the direct result of participant registrations. Net registration revenue was 83% of our technology revenue for the year ended December 31, 2009 and 84% for the nine months ended September 30, 2010.

We establish contracts with organizations to provide them with event and group management solutions that enable participants to register for their activity. During the nine months ended September 30, 2010, we processed more than 54 million consumer registrations for over 40,000 organizations. 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

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technology fee and the remaining funds are remitted 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.

Licensed software, maintenance, hosting and implementation revenue was 17% of our technology revenue for the year ended December 31, 2009, and 16% for the nine months ended September 30, 2010. In previous acquisitions, we acquired licensed software products which includes 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 13% of our total revenue for the year ended December 31, 2009, and 14% for the nine months ended September 30, 2010. 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.

*Research and Development Expense.* Our research and development expenses are primarily the costs for employees engaged in the development and ongoing maintenance of our offerings and services. Primarily as a result of our acquisitions, we currently maintain numerous solutions that allow us to service customers of various types and sizes. In 2007, we began to develop ActiveWorks while continuing to maintain our existing products. As a result, we have incurred an increase in our research and development expense as well as capitalized software. We review spending on our research and development projects monthly and group the expenses in categories attributable to surviving products, end-of-life products and capitalized software. We expect that as development work is completed on our surviving products we will see a reduction in the research and development expenses attributable to our end-of-life products as well as the related spending associated with capitalized software for new products. For the nine months ended September 30, 2010, approximately 65% of our research and development expenses were related to surviving products and 35% of research and development expenses were related to end-of-life products. For the nine months ended September 30, 2010, we capitalized \$12.2 million of software development.

### **Key Factors that Affect Our Business**

*Macroeconomic Environment.* We experienced a slowdown in our business starting in the second half of 2008 due to the global economic downturn. We believe the decline in business and consumer spending coupled with government budget cuts drove a reduction in our organic growth rate. We reacted to this slowdown in early 2009 by reducing our sales headcount which affected our customer acquisition growth rate.

*Acquisitions.* As a part of our ongoing growth strategy, we have completed a number of acquisitions since 2007. Our growth in 2007 and 2008 was significantly affected by these acquisitions. Between February 2009 and September 2010, there were no acquisitions completed with a purchase price in excess of one million dollars. In general, we pursue acquisitions for several reasons, such as acquiring a key technology or feature set, gaining access to a new customer group or acquiring domain expertise.

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

**Key Business Metrics**

*Organizations.* We define an organization as a customer who signs a contract with us to provide registration services for an event or a series of events. We calculate this number by including all organizations that generated at least one technology fee in a given time period. If a reporting period crosses multiple time periods within an annual reporting period, an organization is only counted once regardless of the number of quarters during which technology fees were received.

*Net Registration Revenue.* We calculate our net registration revenue by summing the technology fees generated by our registrations in a given period.

*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.

	2007	Years Ended December 31, 2008	2009 (Unaudited) (In thousands)	Nine Months Ended September 30, 2009	2010
Organizations <sup>(1)</sup>	35.1	41.5	44.9	38.2	40.5
Net registration revenue	\$ 52,117	\$ 102,358	\$ 174,015	\$ 140,270	\$ 158,315
Registrations <sup>(1)</sup>	12,920	25,074	65,461	51,586	54,859

(1) For more information see Risk Factors.

**Organizations**

*Nine months ended September 30, 2009 compared to the nine months ended September 30, 2010.* Organizations increased 2,205 or 6%, which was mostly organic growth. The majority of the organic growth was due to the increased adoption of our platforms.

*Year ended December 31, 2008 compared to the year ended December 31, 2009.* Organizations increased by 3,406 or 8%, which was primarily due to organic growth. We reduced our sales staff in 2009 as a result of the economic downturn, negatively impacting our organization growth.

*Year ended December 31, 2007 compared to the year ended December 31, 2008.* Organizations increased by 6,462 or 18%. Acquisitions contributed 4% of growth, while organic growth contributed 14% of total growth. Organic growth was spread across large and small customers and all of our different customer groups. The number of registrations per organization increased 64% to 604.

**Net Registration Revenue and Registrations**

*Nine months ended September 30, 2009 compared to nine months ended September 30, 2010.* Registrations increased 3.3 million or 6%, which was mostly organic growth. The average revenue per registration increased 6% to \$2.89.

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*Year ended December 31, 2008 compared to the year ended December 31, 2009.* Registrations increased by 40.4 million or 161% as a result of 13% organic and 148% acquisition growth. We added 18 large state organizations in February 2009 as a result of the acquisition of ReserveAmerica and 23 large state organizations in October 2008 as a result of the acquisitions of certain assets of Automated License System and Central Trust Bank's hunting and fishing division ( ALS ). The large registration volume generated by the state organizations from these acquisitions helped drive the number of registrations per organization to increase by 141% to 1,457. Revenue per registration decreased 35% to \$2.66 as a number of registrations within the new state organizations are offline registrations where our average fee rate is lower than with other customers.

*Year ended December 31, 2007 compared to the year ended December 31, 2008.* Registrations increased by 12.2 million or 94% as a result of 22% organic and 72% acquisition growth. We added 23 large state organizations in October 2008 as a result of acquisitions, which drove a large number of registrations in the fourth quarter. The number of registrations per organization increased 64% to 604. Revenue per registration increased 1% to \$4.08.

### **Basis of Presentation**

#### ***General***

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

Acquisitions that have been accounted for as purchase transactions are included in the consolidated results from their date of purchase.

#### ***Revenue***

We report our revenue in two segments:

##### Technology

##### Marketing services

The technology revenue segment is primarily composed of net registration revenue, which is made up of the technology fee we charge a participant when they register for one of our organizations' events. The technology fee is recognized as revenue net of the organization registration fee which is collected on behalf of our customer and then remitted back to the organization typically on a two week basis. Net registration revenue is recognized when services are provided, net of estimated rebates and other chargebacks. Technology revenue also includes software licensing, installation, training, maintenance and hosting subscriptions.

The marketing services revenue segment includes online services, field marketing services and commerce. 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 enable 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 and internet hosting costs.

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*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.

## **Critical Accounting Policies**

The discussion and analysis of our financial condition and results of operations are based upon our Consolidated Financial Statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates, assumptions and judgments that can have a significant impact on the reported amounts of assets and liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities at the date of our financial statements. We base our estimates, assumptions and judgments on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. On a regular basis we evaluate our estimates, assumptions and judgments and make changes accordingly. We also discuss our critical accounting estimates with the Audit Committee of our Board of Directors. We believe that the estimates, assumptions and judgments involved in revenue recognition, allowances for doubtful accounts, returns and discounts, software development costs, stock-based compensation, business combinations, impairment of goodwill, intangible assets and long-lived assets, and accounting for income taxes have the greatest potential impact on our Consolidated Financial Statements, so we consider these to be our critical accounting policies.

We discuss below the critical accounting estimates associated with these policies. Historically, our estimates, assumptions and judgments relative to our critical accounting policies have not differed materially from actual results. For further information on our significant accounting policies, see Note 2 to our Consolidated Financial Statements included in this prospectus.

## **Revenue Recognition**

We recognize revenue primarily from technology fees and related hosting and implementation services. We also record revenue for marketing services. We recognize revenue when a signed contract or other persuasive evidence of an arrangement exists, the services have been rendered, the fee is fixed or determinable, and collection of the resulting receivable is probable. Our arrangements do not contain general rights of return.

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We assess whether the fee is fixed or determinable and collection is probable at the time of the transaction. In determining whether the fee is fixed or determinable, we compare the payment terms of the transaction to our standard payment terms and whether payment is free of contingencies or significant uncertainties. If a significant portion of the fee is considered to have extended payment terms or the fee is subject to adjustment, we account for the fee as not being fixed or determinable and recognize revenue as the payments become due. We assess whether collection is probable based on a number of factors, including the customer's past transaction history and credit-worthiness. We do not request collateral from our customers. If we determine that collection of a fee is not probable, we defer the fee and recognize revenue at the time collection becomes probable, which is generally upon receipt of cash.

Registration revenue is recognized when received, net of registration fees paid to event organizers. Net registration revenue comprised 51%, 59% and 72% of total net revenue for the years ended December 31, 2007, 2008, 2009, respectively, and 74% and 73% for the nine months ended September 31, 2009 and 2010, respectively.

When contracts contain multiple elements, we evaluate whether the elements can be accounted for separately. If we determine that separate accounting cannot be applied, we defer the revenue for the entire arrangement until all elements have been delivered or record revenue for all elements commensurate with the delivery of the other service elements over the term of the arrangement.

Many customers who use our hosting services or license our software also enter into separate professional services and training arrangements with us. In addition, certain of our hosting agreements include up-front payments for implementation of hosting services. In determining whether professional services and implementation revenue should be accounted for separately, we evaluate (among other factors): the nature of the deliverables; whether they are ready for their intended use by the customer upon receipt; the nature of the implementation services; the availability of services from other vendors; whether the timing of payments for license revenue is coincident with performance of services and whether milestones or acceptance criteria exist that affect the realizability of the hosting or software license fee. For up-front and other revenue received for implementation services associated with hosting arrangements, we defer the related revenue and record revenue over the term of the hosting contract since the implementation and hosting do not have stand alone value.

For license and professional service arrangements that do not qualify for separate accounting, such as arrangements that involve significant modification or customization of the software, arrangements that include milestones or customer specific acceptance criteria, or where payment for the software license is tied to the performance of professional services, software license revenue is generally recognized together with the professional services revenue when services have been rendered. If the total estimated costs to complete a project exceed the total contract amount, indicating a loss, the entire anticipated loss would be recognized currently.

First year maintenance is typically sold with the related software license and renewed on an annual basis thereafter. Maintenance revenue is deferred and recognized ratably over the term of the maintenance and support period based on vendor specific objective evidence of fair value (VSOE). We establish VSOE based on the prices when sold separately.

Marketing services revenue consists of online and integrated field marketing campaigns. Our online marketing services include online advertising, e-mail marketing and targeted newsletter promotions. Banner, button and e-mail advertisements are impression-based, with the revenue based on the number of times the advertisement is displayed or delivered over the contract period. Impression-based contract revenue is primarily recognized as the impression is displayed on our web site or delivered by e-mail to the intended addressee. Our field marketing services include event promotions, sponsorships and sample placements and are defined contractually with individual customers. Field marketing revenue is recognized over the term of the contract or, when revenue is earned based on the performance of services associated with a series of events.

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Significant management judgments and estimates must be made in connection with determination of the revenue to be recognized in any accounting period. If we make different judgments or utilize different estimates for any period, material differences in the amount and timing of revenue recognized could result.

### **Allowance for Doubtful Accounts**

Our allowance for doubtful accounts, returns and discounts is based on our review of credit profiles of our customers, contractual terms and conditions, current economic trends and historical payment, return and discount experience. We reassess the allowances for doubtful accounts, returns and discounts on a monthly basis. Historically, our actual losses and credits have been consistent with these provisions. However, unexpected events or significant future changes in trends could result in a material impact to our future statements of operations and of cash flows. If we made different judgments or utilized different estimates for any period, material differences in the amount and timing of revenue or bad debt expense recognized could result. Our allowance for doubtful accounts, returns and discounts as a percentage of net revenue was 1.5% and 1.0% in fiscal years 2008 and 2009.

### **Software Development Costs**

We capitalize costs related to software acquired, developed or modified solely to meet our internal use, with no substantive plans to market such software at the time of development, in accordance with authoritative guidance for internal-use software. Such costs are capitalized during the application development stage once preliminary planning activities have been successfully completed and management approves continuation of the project. We amortize these costs on a straight-line basis over the estimated useful life of the related asset, generally over two to five years. Costs incurred prior to meeting these criteria together with costs incurred for training and maintenance are expensed as incurred and recorded as research and development on our consolidated statements of operations. Costs incurred for enhancements that are expected to result in additional features or functionality are capitalized and expensed over the estimated useful lives of the enhancements.

### **Business Combinations**

We allocate the purchase price of acquired companies to the tangible and intangible assets acquired, liabilities assumed and as well as to in-process research and development based upon their estimated fair values at the acquisition date. The purchase price allocation process requires our management to make significant estimates and assumptions, especially at the acquisition date with respect to intangible assets, support obligations assumed, estimated restructuring liabilities and pre-acquisition contingencies.

Although we believe the assumptions and estimates we have made in the past have been reasonable and appropriate, they are based in part on historical experience and information obtained from the management of the acquired companies and are inherently uncertain. The purchase price allocation process requires us to use significant estimates and assumptions, including fair value estimates, as of the business combination date including:

estimated fair values of intangible assets acquired from the acquiree;

estimated fair values of software license updates and product support obligations assumed from the acquiree;

estimated income tax assets and liabilities assumed from the acquiree;

estimated value of restructuring liabilities to reorganize the acquiree's pre-acquisition operations;

estimated fair values of stock awards assumed from the acquiree that are included in the purchase price; and

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estimated fair value of pre-acquisition contingencies assumed from the acquiree.

### **Impairment of Goodwill, Indefinite-Lived Intangible Assets and Long-Lived Assets**

Our goodwill and intangible assets result from our corporate acquisition transactions. Goodwill and intangible assets with indefinite useful lives are not amortized, but are instead tested for impairment at least annually or as circumstances indicate their value may no longer be recoverable. We do not carry any intangible assets with indefinite useful lives other than goodwill. We evaluate our recorded goodwill balances for potential impairment annually by comparing the fair value of each reporting unit to its carrying value, including recorded goodwill. Our annual testing date is October 1. Goodwill impairment testing is a two-step process. For the first step, we screen for impairment, and if any possible impairment exists, we undertake a second step of measuring such impairment by performing the discounted cash flow analyses. These analyses are based on cash flow assumptions that are consistent with the plans and estimates being used to manage our business. In the first step, we compare the carrying amount of our reporting units to the fair value of the reporting units. An excess carrying value over fair value would indicate that goodwill may be impaired. If we determined that goodwill may be impaired, then we would compare the implied fair value of the goodwill. We periodically re-evaluate our business and have determined that we continue to operate in two segments, which we consider our reporting units. If our assumptions change in the future, we may be required to record impairment charges to reduce the carrying value of our goodwill. For our impairment test in 2009, a one percentage point increase in the discount rates used for Technology reporting unit would have resulted in us having to complete the second step of the analysis and could have resulted in an impairment of goodwill. Changes in the valuation of goodwill could materially impact our operating results and financial position.

We evaluate the recoverability of our long-lived assets including amortizable intangible and tangible assets in accordance with authoritative guidance. When events or changes in circumstances indicate that the carrying amount of long-lived assets may not be recoverable, we recognize such impairment in the event the net book value of such assets exceeds the future undiscounted cash flows attributable to such assets. Our acquired intangible assets with definite useful lives are amortized on a straight line basis over their useful lives, and periodically tested for impairment. We have not recorded any impairment losses to date.

As of September 30, 2010 (unaudited), we had \$206 million of goodwill, \$28 million of net property and equipment and \$45 million of acquired net intangible assets. If our estimates or the related assumptions change in the future, we may be required to record impairment charges to reduce the carrying value of these assets. Changes in the valuation of long-lived assets could materially impact our operating results and financial position.

To date, we have no impairments of goodwill, intangibles and long-lived assets.

### **Income Taxes**

On January 1, 2008, we adopted authoritative guidance for accounting for uncertainty in income taxes, which defines the confidence level that a tax position must meet in order to be recognized in the financial statements. Under this guidance, companies are required to adjust their financial statements to reflect only those tax positions that are more likely than not to be sustained based solely on technical merits as of the reporting date. We consider many factors when evaluating and estimating our tax positions and tax benefits, which may require periodic adjustments and which may not accurately anticipate actual outcomes. There was no change to retained earnings as a result of the adoption.

As part of the process of preparing our Consolidated Financial Statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves us estimating our current tax exposure under the most recent tax laws. It also involves us making estimates and judgments in the calculation of certain tax assets and liabilities, which arise from differences in the timing of recognition of

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revenue and expense for tax and financial statement purposes. These temporary differences result in deferred tax assets and liabilities, which are included in our Consolidated Balance Sheets.

We assess the likelihood that we will be able to recover our deferred tax assets and the need for a valuation allowance. We consider all available evidence, both positive and negative, including historical levels of income, expectations and risks associated with estimates of future taxable income, and ongoing prudent and feasible tax planning strategies. We will increase our income tax provision by creating a valuation allowance if we are not able to determine that recovery of our deferred tax assets is more likely than not. Based on the available evidence as of December 31, 2009, we were not able to conclude that realization of our foreign deferred tax assets is more likely than not and we recorded a valuation allowance of \$55.6 million.

### **Stock-Based Compensation**

Stock-based compensation is measured at the grant date based on the fair value of the award and is recognized as expense, net of estimated forfeitures, over the requisite service period, which is generally the vesting period of the respective award.

Determining the fair value of stock-based awards at the grant date requires judgment. We use the Black-Scholes option-pricing model to determine the fair value of stock options. The determination of the grant date fair value of options using an option-pricing model is affected by our estimated common stock fair value as well as assumptions regarding a number of other complex and subjective variables. These variables include the fair value of our common stock, our expected stock price volatility over the expected term of the options, stock option exercise and cancellation behaviors, risk-free interest rates, and expected dividends, which are estimated as follows:

#### *Fair Value of Common Stock*

Because our stock is not publicly traded, we estimated the fair value of our common stock as described in *Common Stock Valuation*, below.

#### *Expected Term*

As we have limited historical option exercise data, we estimated our expected term based on the average expected term of similar publicly-traded entities.

#### *Volatility*

As we do not have a trading history for our common stock, the expected stock price volatility for our common stock was estimated by taking the average historic price volatility for industry peers based on daily price observations over a period equivalent to the expected term of the stock option grants. Industry peers consist of several public companies in the technology industry similar in size, stage of life cycle and financial leverage. We did not rely on implied volatilities of traded options in our industry peers' common stock because the volume of activity was relatively low. We intend to continue to consistently apply this process using the same or similar public companies until a sufficient amount of historical information regarding the volatility of our own common stock share price becomes available, or unless circumstances change such that the identified companies are no longer similar to us, in which case, more suitable companies whose share prices are publicly available would be utilized in the calculation.

#### *Risk-free Rate*

The risk-free interest rate is based on the yields of U.S. Treasury securities with maturities comparable to the expected term of the options for each option group.

**Table of Contents***Dividend Yield*

We have never declared or paid any cash dividends and do not anticipate paying cash dividends in the foreseeable future. Therefore, the assumed dividend yield is expected to be zero.

The following table presents the assumptions used to estimate the fair value of options granted during the periods presented:

	Year Ended December 31,			Nine Months Ended September 30,	
	2007	2008	2009	2009 (Unaudited)	2010
Volatility	52.1-58.1%	48.1-50.9%	52.1-53.8%	52.1%-53.8%	50.1-51.8%
Expected dividend yield					
Risk-free rate	3.8-4.6%	1.6-3.0%	1.4-2.1%	1.4%-2.0%	1.3-2.2%
Expected term (in years)	4.5	4.5	4.5	4.5	4.7

The following table sets forth the total stock-based compensation expense included in the related financial statement line items:

	Year Ended December 31,			Nine Months Ended	Nine Months Ended
	2007	2008	2009	September 30, 2009 (Unaudited)	September 30, 2010
	(In thousands)				
Cost of net revenue	\$ 22	\$ 70	\$ 128	\$ 107	\$ 79
Sales and marketing	175	358	765	618	390
Research and development	148	257	597	482	287
General and administrative	7,628	13,852	9,750	8,591	3,786
Total stock-based compensation	\$ 7,973	\$ 14,537	\$ 11,240	\$ 9,798	\$ 4,542

**Common Stock Valuations**

For all option grants, the fair value of the common stock underlying the option grants was determined by our board of directors, with input from management. The board of directors and management intended all options granted to be exercisable at a price per share not less than the per share fair value of our common stock underlying those options on the date of grant. We develop an estimate of the fair value of our common stock in order to assist the board of directors in assigning an exercise price to future stock grants. The common stock valuations were performed in accordance with the guidance set forth in the AICPA Audit and Accounting Practice Aid Series: Valuation of Privately Held Company Equity Securities Issues as Compensation. The company utilizes future expectations combined with management judgment as inputs to the valuation model. Many objective and subjective factors, along with significant judgment by our Board of Directors with input from business management, were utilized to determine the fair value of our common stock. Among those factors considered are:

the company's current capital structure, specifically the price, rights and privileges of our preferred stock relative to those of our common stock;

both the operating and financial performance of our company;

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current projections for our company;

the likelihood and timing of the potential liquidity events, specifically an initial public offering or a strategic merger or sale of our company;

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the market performance of comparably public company performance;

adjustment for the lack of marketability for our common stock; and

global market conditions.

Stock options were granted with the following exercise prices between January 2009 and September 2010.

Option Grant Dates	Number of Shares Underlying Options	Exercise Price Per Share	Common Stock Fair Value Per Share on Date of Grant
January 2009	497,474 <sup>(1)</sup>	\$ 1.96	\$ 1.96
January 2009	37,832 <sup>(2)</sup>	4.78	4.78
February 2009	256,000 <sup>(1)</sup>	1.96	1.96
February 2009	10,000 <sup>(2)</sup>	4.78	4.78
April 2009	1,513,251	1.96	1.96
May 2009	45,000	1.96	1.96
September 2009	96,922	1.96	1.96
November 2009	380,500	1.96	1.96
March 2010	1,765,500	1.96	1.96
June 2010	128,000	3.78	3.78
September 2010	348,500	3.84	3.84
November 2010	216,300	4.87	4.87

(1) Options were repriced on a one-for-one basis from \$4.78 to \$1.96 per share in September 2009.

(2) Employees terminated prior to repricing continued to hold options granted with original exercise price.

We utilize the probability weighted expected return method, or PWERM, approach to allocate value to our common shares. The PWERM approach employs various market approach and income approach calculations depending upon the likelihood of various liquidation scenarios. For each of the various scenarios, an equity value is estimated and the rights and preferences for each shareholder class are considered to allocate the equity value to common shares. The common share value is then multiplied by a discount factor reflecting the calculated discount rate and the timing of the event. Lastly, the common share value is multiplied by an estimated probability for each scenario. The probability and timing of each scenario are based upon discussions with our management. Under the PWERM, the value of our common stock is based upon three possible future events for our company:

initial public offering (IPO);

strategic merger or sale; and

remaining a private company.

The market approach uses similar companies or transactions in the marketplace. We utilized the guideline company method of the market approach for determining the fair value of our common stock under the initial public offering scenario. We identified companies similar to our business and used these guideline companies to develop relevant market multiples and ratios. We then applied these market multiples and ratios to our financial forecasts to create an indication of total equity value. Under the strategic merger or sale scenario, the Company utilized the guideline transaction method of the market approach to determine the fair value of the common stock. This method compares the operating results and market value of the equity or invested capital of acquired companies similar to our business. The income approach, which we utilize

to assess fair value of the

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common stock under the remain private scenario, is an estimate of the present value of the future monetary benefits generated by an investment in that asset. Specifically, debt free cash flows and the estimated terminal value are discounted at an appropriate risk-adjusted discount rate to estimate the total invested capital value of the entity.

Our Board of Directors considered the following significant factors in determining the fair value of our common stock at specific grant dates including:

### *January February 2009*

As of October 2008, our common stock valuation, utilizing the methodology as previously described, was \$4.78. The valuation used a risk-adjusted discount of 19.6% and a non-marketability discount of 23.9%. This valuation reflected a 50% probability of IPO, a 25% probability of sale/merger and a 25% probability we would remain private. It was assumed that a liquidity event timing of 13 months. The valuation was conducted in preparation for the 801,306 options granted by our board of directors during this time period.

### *April 2009 March 2010*

By March of 2009, the full impact of the Fall 2008 financial crisis was being felt both by our company as well as the market values of our comparable companies. We performed a common stock valuation as of March 9, 2009 to accurately reflect the significant changes within our company as well as externally. The valuation used a risk-adjusted discount of 20.3%, and a non-marketability discount of 24.6%. At this time, we estimated the time to a liquidity event continued to be 13 months. We weighted the IPO scenario at 50%, sale/merger at 25% and remaining private at 25% based on the economic outlook at that time. The change in common stock valuation from prior period was primarily driven by public company comparables and the recent transactions utilized under the IPO and strategic sale analyses.

### *June 2010*

In addition to updating our financial projections to reflect our views on the economic recovery and its positive impact on our business, we re-evaluated our expected time to a liquidity event. The valuation used a risk-adjusted discount of 19.0%, and a non-marketability discount of 23.0%. The time to a liquidity event was increased to 18 months to reflect our best judgment on when such an event might likely occur. In addition, we adjusted our probability weightings of the various scenarios to 40% probability of an IPO, 40% probability of a sale/merger and 20% probability we would remain a private company. Given that the IPO markets continued to be inconsistent, we slightly reduced the probabilities of an IPO as well as remaining private, with an offsetting increase in the probability that our company might be sold or merged. Additionally, the market values our comparable public companies increased significantly and we also refined our guideline company population for continued valuation accuracy under the IPO scenario. The valuation was conducted in preparation for the 128,000 options granted by our board of directors at a strike price of \$3.78.

### *September 2010*

We updated our financial projections to reflect our most current views on the economic recovery and its impact on our business. Most importantly, we re-evaluated our expected time to a liquidity event and the probabilities of the various scenarios. The valuation used a risk-adjusted discount of 18.4%, and a non-marketability discount of 23.8%. The time to a liquidity event was adjusted to 15 months to reflect our best judgment on when such an event might likely occur. We maintained our probability weightings of the various scenarios at 40% probability of an IPO, 40% probability of a sale/merger and 20% probability we would remain a private company. Given that the IPO markets continued to be inconsistent, we did not believe that the probability of an IPO was increasing as of this valuation date. The valuation was conducted in preparation for the 348,500 options granted by our board of directors at a strike price of \$3.84.

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*November 2010*

We updated our financial projections to reflect our most current views on the economic recovery and its impact on our business. Most importantly, we re-evaluated our expected time to a liquidity event and the probabilities of the various scenarios. The valuation used a risk-adjusted discount of 18.4%, and a non-marketability discount of 22.6%. The time to a liquidity event was adjusted to 12 months to reflect our best judgment on when such an event might likely occur. As management became more confident that the IPO markets were strengthening, we adjusted our probability weightings of the various scenarios to 50% probability of an IPO, 35% probability of a sale/merger and 15% probability we would remain a private company. The valuation was conducted in preparation for the 216,300 options granted by our board of directors at a strike price of \$4.87.

*Stock Option Repricing*

In September 2009, our Board of Directors approved a common stock repricing whereby previously granted and unexercised options held by current employees with exercise prices above \$1.96 per share were repriced on a one-for-one basis to \$1.96 per share with no modification to the vesting schedule of the previously issued options.

We treated the repricing as a modification of the original awards and calculated additional compensation costs for the difference between the fair value of the modified award and the fair value of the original award on the modification date. The repricing resulted in an incremental stock-based compensation expense of \$4.8 million. Expense related to vested shares was expensed on the repricing date and expense related to unvested shares is being amortized over the remaining vesting period of such stock options. The assumption used to estimate the fair value of the original awards immediately before the modification and the fair value of the modified awards required significant judgment.

We recognize that the value of our stock changes between valuations and as such, consider other factors when determining the fair value of our stock for the purposes of determining stock compensation expense. Sales of our common stock or our convertible preferred stock can be strong indicators of the value of our stock, but do not necessarily determine the value. We consider the volume of shares sold in the transaction, the circumstances of the sale and the sophistication, independence of the buyer and the value of the preferential rights associated with a class of convertible preferred stock sold in order to determine whether or not the sale indicates a new fair value of our common stock. Additionally, we consider any significant events that may have impacted our value, such as launch of a new product, signing a significant new customer, significant change in management team, etc. There were no significant transactions involving our common stock or convertible preferred stock during the nine months ended September 30, 2010.

**Table of Contents****Results of Operations**

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

	Years Ended December 31,			Nine Months Ended September 30,	
	2007	2008	2009	2009 (Unaudited)	2010 (Unaudited)
	(In thousands)				
Net revenue	\$ 101,877	\$ 173,196	\$ 242,884	\$ 188,512	\$ 217,977
Cost of net revenue <sup>(1)</sup>	41,081	79,681	107,188	82,362	93,244
Gross profit	60,796	93,515	135,696	106,150	124,733
Operating expenses:					
Sales and marketing <sup>(1)</sup>	31,140	48,739	50,556	38,420	44,799
Research and development <sup>(1)</sup>	21,099	31,997	58,767	43,261	46,400
General and administrative <sup>(1)</sup>	25,639	42,865	39,455	29,889	32,958
Amortization of intangibles	5,944	13,820	18,491	13,728	12,149
Total operating expenses	83,822	137,421	167,269	125,298	136,306
Loss from operations	(23,026)	(43,906)	(31,573)	(19,148)	(11,573)
Interest income	2,455	1,695	194	197	113
Interest expense	(1,825)	(4,991)	(5,237)	(3,928)	(4,089)
Other (expense) income, net	234	(268)	1,196	822	141
Loss before income taxes	(22,162)	(47,470)	(35,420)	(22,057)	(15,408)
Income tax provision	2,606	1,506	2,439	1,725	2,772
Net loss	(24,768)	(48,976)	(37,859)	(23,782)	(18,180)
Accretion of redeemable convertible preferred	(8,532)	(15,639)	(25,774)	(18,967)	(20,828)
Net loss attributable to common stockholders	\$ (33,300)	\$ (64,615)	\$ (63,633)	\$ (42,749)	\$ (39,008)

(1) Stock-based compensation included in the above line items:

Cost of net revenue	\$ 22	\$ 70	\$ 128	\$ 107	\$ 79
Sales and marketing	175	358	765	618	390
Research and development	148	257	597	482	287
General and administrative	7,628	13,852	9,750	8,591	3,786
Total	\$ 7,973	\$ 14,537	\$ 11,240	\$ 9,798	\$ 4,542

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	2007	Years Ended December 31, 2008	2009	Nine Months Ended September 30, 2009	Nine Months Ended September 30, 2010
		(As a percentage of net revenue)			(Unaudited)
Net revenue	100%	100%	100%	100%	100%
Cost of net revenue	40	46	44	44	43
Gross profit	60	54	56	56	57
Operating expenses:					
Sales and marketing	31	28	21	20	20
Research and development	21	18	24	23	21
General and administrative	25	25	16	16	15
Amortization of intangibles	6	8	8	7	6
Total operating expenses	82	79	69	66	62
Loss from operations	(23)	(25)	(13)	(10)	(5)
Interest income	2	1			
Interest expense	(2)	(3)	(2)	(2)	(2)
Other (expense) income, net					
Loss before income taxes	(22)	(27)	(15)	(12)	(7)
Income tax provision	3	1	1	1	1
Net loss	(24%)	(28%)	(16%)	(13%)	(8%)

**Nine Months Ended September 30, 2009 and 2010****Net Revenue**

	Nine Months Ended September 30,		% Change
	2009	2010	
	(In thousands)		
	(Unaudited)		
Net revenue:			
Technology revenue	\$ 166,787	\$ 188,504	13%
Marketing services revenue	21,725	29,473	36%
Total net revenue	\$ 188,512	\$ 217,977	16%

Total revenue increased \$29.5 million, or 16%, from the nine months ended September 30, 2009 to the nine months ended September 30, 2010.

*Technology revenue:* Net registration revenue increased \$18.0 million or 13% as a result of a 6% growth in registrations and a 6% growth in revenue per registration. Overall growth was negatively impacted by the oil spill in the Gulf of Mexico in April 2010 and the continued economic downturn. We have a number of large organizations that operate in the Gulf of Mexico and consumer registration was down in the region as a result of the oil spill. Software revenue increased \$3.7 million or 14% as a result of higher maintenance and implementation revenue. In total, technology revenue increased \$21.7 million or 13%.

*Marketing services revenue:* Revenue increased \$7.7 million or 36% as a result of higher adoption rates within our membership programs, and growth in online media and promotions.

**Costs and Expenses**

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*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, employee travel, commissions, bonuses and other employee expenses.

**Table of Contents***Cost of Net Revenue*

	Nine Months Ended September 30,		%
	2009	2010	Change
	(Dollars in thousands)		
	(Unaudited)		
Cost of net revenue	\$ 82,362	\$ 93,244	13%
Headcount (at period end)	1,241	1,171	(6%)

Cost of net revenue increased \$10.9 million, or 13%, from the nine months ended September 30, 2009, to the nine months ended September 30, 2010. The increase was primarily due to an increase of \$4.6 million in credit card fees which are directly attributable to the increase in net registration revenue, \$1.7 million in higher web hosting expenses given the higher registration volume and \$3.2 million of higher depreciation on the software that was capitalized in earlier periods.

*Sales and Marketing*

	Nine Months Ended September 30,		%
	2009	2010	Change
	(Dollars in thousands)		
	(Unaudited)		
Sales and marketing	\$ 38,420	\$ 44,799	17%
Headcount (at period end)	401	460	15%

Sales and marketing expense increased \$6.4 million, or 17%, from the nine months ended September 30, 2009, to the nine months ended September 30, 2010. The increase was primarily due to a \$4.6 million increase in employee related costs due to a 15% increase in headcount as we felt it was time to reinvest in the sales staff to facilitate future organization growth. The remaining increases include \$0.6 million for additional marketing, \$0.5 million for contractors and \$0.7 million for higher depreciation.

*Research and Development*

	Nine Months Ended September 30,		%
	2009	2010	Change
	(Dollars in thousands)		
	(Unaudited)		
Research and development	\$ 43,261	\$ 46,400	7%
Headcount (at period end)	784	815	4%

Research and development expenses increased \$3.1 million, or 7%, from the nine months ended September 30, 2009, to the nine months ended September 30, 2010. The increase was primarily due to a \$4.2 million increase in employee related costs due to a 4% increase in headcount made for continued development of ActiveWorks and to implement new large state customers. The increase in employee related costs was offset by \$1.7 million in additional capitalized software.

*General and Administrative*

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	<b>Nine Months Ended September 30,</b>		<b>%</b>
	<b>2009</b>	<b>2010</b>	<b>Change</b>
	<b>(Dollars in thousands)</b>		
	<b>(Unaudited)</b>		
General and administrative	\$ 29,889	\$ 32,958	10%
Headcount (at period end)	168	216	29%

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Our general and administrative expenses increased \$3.1 million, or 10%, from the nine months ended September 30, 2009, to the nine months ended September 30, 2010. The increase was primarily due to \$4.0 million of additional employee related costs to support the growing organization, \$1.6 million increase in contractor fees as we work to build out, automate and streamline internal processes, \$2.3 million of additional costs to support the business, offset by a \$4.8 million decrease in stock-based compensation expenses.

*Amortization of Intangibles*

	Nine Months Ended September 30, 2009                      2010 (In thousands) (Unaudited)		% Change
Amortization of intangibles	\$ 13,728	\$ 12,149	(12%)

Our amortization of intangibles decreased \$1.6 million, or 12%, from the nine months ended September 30, 2009, to the nine months ended September 30, 2010. Intangibles are amortized over the expected life of the intangibles and are expected to decrease as the assets are utilized.

*Interest and Other Income (Expense), Net*

	Nine Months Ended September 30, 2009                      2010 (In thousands) (Unaudited)		% Change
Interest income	\$ 197	\$ 113	(43%)
Interest expense	(3,928)	(4,089)	(4%)
Other income, net	822	141	(83%)
Interest and other income (expense), net	\$ (2,909)	\$ (3,835)	(32%)

Interest income decreased \$0.1 million from the nine months ended September 30, 2009 to the nine months ended September 30, 2010. The decrease is primarily attributable to a lower average cash balance. Interest expense increased \$0.2 million from the nine months ended September 30, 2009. The increase is attributable to higher interest rates in 2010. Other income, net decreased \$0.7 million from the nine months ended September 30, 2009 to the nine months ended September 30, 2010. The decrease in other expense was primarily attributable to an acquisition gain in 2009.

*Income Taxes*

	Nine Months Ended September 30, 2009                      2010 (In thousands) (Unaudited)		% Change
Income tax provision	\$ 1,725	\$ 2,772	61%

Income tax expense increased \$1.0 million from the nine months ended September 30, 2009 to the nine months ended September 30, 2010. The increase in the income tax provision was primarily attributable to a reduction in the benefit from foreign losses due to the valuation allowance recorded against losses from Canadian Operations. The overall provision in 2009 and 2010 is primarily the result of an increase in our deferred tax liabilities from the amortization of tax deductible goodwill.



**Table of Contents****Years Ended December 31, 2007, 2008 and 2009****Net Revenue**

	Years Ended December 31,			% Change	
	2007	2008	2009	2007 to 2008	2008 to 2009
	(In thousands)				
Net revenue:					
Technology revenue	\$ 78,542	\$ 145,789	\$ 210,483	86%	44%
Marketing services revenue	23,335	27,407	32,401	17%	18%
Net revenue	\$ 101,877	\$ 173,196	\$ 242,884	70%	40%

2008 compared to 2009. Total net revenue increased \$69.7 million, or 40% from 2008 to 2009.

*Technology revenue.* Net registration revenue increased \$71.7 million, or 70%. The increase is primarily due to a 161% growth in registrations, both organic and from acquisitions. Licensed software and services revenue decreased \$7.0 million or 16%, as a result of the economic downturn, and also as many of our target municipal and state agencies shifted from licensed software to our cloud based registration offerings.

*Marketing services revenue.* Marketing services revenue increased \$5.0 million, or 18%, driven by higher adoption rates within our membership programs and an increase in online services revenue.

2007 compared to 2008. Total revenue increased \$71.3 million, or 70% from 2007 to 2008.

*Technology revenue.* Net registration revenue increased \$50.2 million or 96% as a result of 18% growth in organizations and 94% growth in registrations, both organic and from acquisitions. Implementation, licensed software and maintenance revenue increased \$17.0 million or 64% as a result of additional penetration of existing markets and acquisitions. Total technology revenue increased \$67.2 million or 86% from 2007 to 2008.

*Marketing services revenue.* Marketing services revenue increased \$4.1 million or 17% due to higher adoption rates within our membership program as well as increases in online advertising and sampling.

**Costs and Expenses****Cost of Net Revenue**

	Years Ended December 31,			% Change	
	2007	2008	2009	2007 to 2008	2008 to 2009
	(Dollars in thousands)				
Cost of net revenue	\$ 41,081	\$ 79,681	\$ 107,188	94%	35%
Headcount (at period end)	658	881	1,147	34%	30%

2008 compared to 2009. Cost of net revenue increased \$27.5 million, or 35% primarily due to a \$7.7 million increase in employee related expenses to support the higher revenue, a \$7.4 million increase in credit card fees related to the higher net registration revenue, a \$2.8 million increase in web hosting expense, \$2.5 million in higher customer supply costs. The remainder is related to general support costs given higher revenue. Cost of net revenue as a percentage of total revenue decreased from 46% in 2008 to 44% in 2009, as a result of acquisition integration savings and continued focus on operating efficiencies.

2007 compared to 2008. Cost of net revenue increased \$38.6 million, or 94% from 2007 to 2008 due to increased expenses to support revenue growth and increased expenses from acquisitions. Cost of revenue as a



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percentage of total revenue increased from 40% in 2007 to 46% in 2008, primarily due to a higher mix of revenue from our large state customers as a result of an acquisition, as well as continued investments in datacenter infrastructure. Some of our large customers require call center operations per the terms of the contract and these incremental costs caused an increase in our cost of net revenue.

*Sales and Marketing*

	Years Ended December 31,			% Change	
	2007	2008	2009	2007 to 2008	2008 to 2009
	(Dollars in thousands)				
Sales and marketing	\$ 31,140	\$ 48,739	\$ 50,556	57%	4%
Headcount (at period end)	412	442	405	7%	(8%)

*2008 compared to 2009.* Sales and Marketing expense increased \$1.8 million, or 4%. The slower growth in sales and marketing expenses was due mainly to our cost savings efforts, including an 8% decline in headcount on a year-over-year basis, as a result of the economic downturn. The decline in headcount partially offset our employee related costs, limiting the increase to \$1.1 million. The remaining increase was related to \$0.4 million of additional depreciation and \$0.4 million of stock-based compensation.

*2007 compared to 2008.* Sales and marketing expense increased \$17.6 million, or 57%, due to business expansion, which included acquisitions and an increase in hiring in the later months of 2007.

*Research and Development*

	Years Ended December 31,			% Change	
	2007	2008	2009	2007 to 2008	2008 to 2009
	(Dollars in thousands)				
Research and development	\$ 21,099	\$ 31,997	\$ 58,767	52%	84%
Headcount (at period end)	342	581	819	70%	41%

*2008 compared to 2009.* Research and development expense increased \$26.8 million, or 84%. The increase was due to a \$26.0 million increase in employee related costs, a \$2.5 million increase in depreciation, a \$2.3 million increase in contractor expense, partially offset by \$4.0 million in additional capitalized software. The increase in employee related costs and contractors is to support the build out of ActiveWorks and software for new contracts and infrastructure to support our growing customer base. Headcount increased 41% overall, including an increase of 37% in our research and development headcount in China.

*2007 compared to 2008.* Research and development expense increased \$10.9 million, or 52%, due to business expansion including acquisitions and a 70% increase in headcount, including hiring less expensive developers in China.

*General and Administrative*

	Years Ended December 31,			% Change	
	2007	2008	2009	2007 to 2008	2008 to 2009
	(Dollars in thousands)				
General and administrative	\$ 25,639	\$ 42,865	\$ 39,455	67%	(8%)
Headcount (at period end)	121	154	171	27%	11%

*2008 compared to 2009.* General and administrative expense decreased \$3.4 million, or 8%, due to a \$4.1 million decrease in stock-based compensation expense offset by \$1.5 million in higher employee related costs with a headcount increase of 11%.



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2007 compared to 2008. General and administrative expense increased \$17.2 million, or 67%, primarily due to depreciation and amortization related to acquisitions. We also increased headcount by 27% to support our expanding operations.

*Amortization of Intangibles*

	Years Ended December 31,			% Change	
	2007	2008	2009	2007 to 2008	2008 to 2009
	(In thousands)				
Amortization of intangibles	\$ 5,944	\$ 13,820	\$ 18,491	133%	34%

2008 compared to 2009. Amortization of intangibles for the year ended December 31, 2009 was \$18.5 million compared to \$13.8 million for the year ended December 31, 2008, an increase of \$4.7 million. The increase was primarily related to the ALS acquisition in October of 2008 and the acquisition of ReserveAmerica in January 2009.

2007 compared to 2008. Amortization of intangibles for the year ended December 31, 2008 was \$13.8 million compared to \$5.9 million for the year ended December 31, 2007, an increase of \$7.9 million. The increase was primarily related to a full year of amortization on the acquisitions that was completed in throughout 2007.

*Interest and Other Income (Expense), Net*

	Years Ended December 31,			% Change	
	2007	2008	2009	2007 to 2008	2008 to 2009
	(In thousands)				
Interest income	\$ 2,455	\$ 1,695	\$ 194	(31%)	(89%)
Interest expense	(1,825)	(4,991)	(5,237)	(174%)	(5%)
Other income (expense), net	234	(268)	1,196		
Interest and other income (expense), net	\$ 864	\$ (3,564)	\$ (3,847)		(8%)

2008 compared to 2009. Interest income for the year ended December 31, 2009 was \$0.2 million compared to \$1.7 million for the year ended December 31, 2008, a decrease of \$1.5 million. The decrease was due to lower average cash balances and lower interest rates. Interest expense for the year ended December 31, 2009 was \$5.2 million compared to \$5.0 million for the year ended December 31, 2008, an increase of \$0.2 million. The increase was primarily due to a full year of interest expense on the debt assumed in the October acquisition as well as interest on the convertible notes. Other income, net for the year ended December 31, 2009 was \$1.2 million income compared to \$0.3 million of expense for the year ended December 31, 2008, an increase of \$1.5 million. The increase was related to an acquisition gain.

2007 compared to 2008. Interest income for the year ended December 31, 2008 was \$1.7 million compared to \$2.5 million for the year ended December 31, 2007, a decrease of \$0.8 million. The decrease was due to lower average cash balances and lower interest rates. Interest expense for the year ended December 31, 2008 was \$5.0 million compared to \$1.8 million for the year ended December 31, 2007, an increase of \$3.2 million. The increase was primarily due to a higher average debt balance throughout 2008. Other income (expense), net for the year ended December 31, 2008 was a \$0.3 million expense compared to \$0.2 million of income for the year ended December 31, 2007, a decrease of \$0.5 million.

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*Income Taxes*

	Years Ended December 31,			% Change	
	2007	2008	2009	2007 to	2008 to
	(In thousands)			2008	2009
Income tax expense	\$ 2,606	\$ 1,506	\$ 2,439	(42%)	62%

2008 compared to 2009. Income taxes for the year ended December 31, 2009 were \$2.4 million compared to \$1.5 million for the year ended December 31, 2008, an increase of \$0.9 million. The increase was primarily the result of an increase in our federal and state deferred tax liabilities and valuation allowance from the amortization of tax deductible goodwill.

2007 compared to 2008. Income taxes for the year ended December 31, 2008 were \$1.5 million compared to \$2.6 million for the year ended December 31, 2007, a decrease of \$1.1 million. The decrease was primarily the result of additional foreign losses after which tax benefits were realized.

**Quarterly Results of Operations Data**

The following tables set forth our unaudited quarterly consolidated statements of operations data and our unaudited statements of operations data as a percentage of revenue for each of the seven quarters in the period ended September 30, 2010. We have prepared the quarterly data on a consistent basis with the audited consolidated financial statements included in this prospectus, and the financial information reflects all necessary adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of this data. The results of historical periods are not necessarily indicative of the results of operations for a full year or any future period. Our business is affected by seasonal trends. Specifically, both Net Revenue and Cost of Net Revenue follow our normal seasonality with the three months ending June 30 and the three months ending September 30 having the highest volumes of both Net Revenue and Cost of Net Revenue. Operating Expenses are not typically impacted by seasonality.

	Three Months Ended						
	Mar 31, 2009	Jun 30, 2009	Sep 30, 2009	Dec 31, 2009	Mar 31, 2010	Jun 30, 2010	Sep 30, 2010
(In thousands, except per share amounts)							
Net revenue	\$ 50,846	\$ 71,891	\$ 65,775	\$ 54,372	\$ 63,222	\$ 81,662	\$ 73,093
Cost of net revenue <sup>(1)</sup>	24,223	30,229	27,910	24,826	28,054	34,066	31,124
Gross profit	26,623	41,662	37,865	29,546	35,168	47,596	41,969
Operating expenses:							
Sales and marketing <sup>(1)</sup>	13,374	12,832	12,214	12,136	14,643	15,115	15,041
Research and development <sup>(1)</sup>	14,185	14,706	14,370	15,506	15,042	16,310	15,048
General and administrative <sup>(1)</sup>	7,635	10,455	11,799	9,566	11,324	11,533	10,101
Amortization of intangibles	4,307	4,735	4,686	4,763	4,047	4,073	4,029
Total operating expenses	39,501	42,728	43,069	41,971	45,056	47,031	44,219
Income (loss) from operations	(12,878)	(1,066)	(5,204)	(12,425)	(9,888)	565	(2,250)
Interest expense, net	(1,343)	(1,261)	(1,127)	(1,312)	(1,286)	(1,408)	(1,282)
Other (expense) income, net	673	442	(293)	374	(377)	(244)	762
Loss before income taxes	(13,548)	(1,885)	(6,624)	(13,363)	(11,551)	(1,087)	(2,770)
Income tax provision	629	819	277	714	855	853	1,064
Net loss	(14,177)	(2,704)	(6,901)	(14,077)	(12,406)	(1,940)	(3,834)
Accretion of convertible preferred	(6,025)	(6,399)	(6,542)	(6,808)	(6,873)	(6,900)	(7,055)

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Net loss attributable to common stockholders	\$ (20,202)	\$ (9,103)	\$ (13,443)	\$ (20,885)	\$ (19,279)	\$ (8,840)	\$ (10,889)
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(1) Stock-based compensation included in the above line items:

	Mar 31, 2009	Jun 30, 2009	Sep 30, 2009	Three Months Ended Dec 31, 2009	Mar 31, 2010	Jun 30, 2010	Sep 30, 2010
	(In thousands)						
Cost of net revenue	\$ 22	\$ 23	\$ 62	\$ 21	\$ 26	\$ 28	\$ 25
Sales and marketing	125	155	338	147	124	132	134
Research and development	90	116	276	115	141	138	8
General and administrative	1,159	3,125	4,307	1,159	1,498	1,106	1,182
<b>Total</b>	<b>\$ 1,396</b>	<b>\$ 3,419</b>	<b>\$ 4,983</b>	<b>\$ 1,442</b>	<b>\$ 1,789</b>	<b>\$ 1,404</b>	<b>\$ 1,349</b>

**Reconciliation of Adjusted EBITDA to Net Loss**

Net loss	\$ (14,177)	\$ (2,704)	\$ (6,901)	\$ (14,077)	\$ (12,406)	\$ (1,940)	\$ (3,834)
Interest expense, net	1,343	1,261	1,127	1,312	1,286	1,408	1,282
Income tax provision	629	819	277	714	855	853	1,064
Depreciation and amortization	7,936	8,768	8,964	10,410	9,183	9,874	10,230
Stock-based compensation	1,396	3,419	4,983	1,442	1,789	1,404	1,349
Other expense (income), net	(673)	(442)	293	(374)	377	244	(762)
<b>Adjusted EBITDA</b>	<b>\$ (3,546)</b>	<b>\$ 11,121</b>	<b>\$ 8,743</b>	<b>\$ (573)</b>	<b>\$ 1,084</b>	<b>\$ 11,843</b>	<b>\$ 9,329</b>

**Key Business Metrics**

Organizations	20.4	22.4	21.4	17.9	22.1	24.3	22.5
Net Registration Revenue	\$ 37,208	\$ 54,623	\$ 48,439	\$ 33,745	\$ 45,680	\$ 60,561	\$ 52,074
Registrations	11,542	20,500	19,545	13,875	12,921	21,464	20,474

	(As a percentage of revenue)						
Net revenue	100%	100%	100%	100%	100%	100%	100%
Cost of net revenue	48	42	42	46	44	42	43
Gross profit	52	58	58	54	56	58	57
Operating expense:							
Sales and marketing	26	18	19	22	23	19	21
Research and development	28	20	22	29	24	20	21
General and administrative	15	15	18	18	18	14	14
Amortization of intangibles	8	7	7	9	6	5	6
Total operating expenses	78	59	65	77	71	58	60
Income (loss) from operations	(25)	(1)	(8)	(23)	(16)	1	(3)
Interest income							
Interest expense	(3)	(2)	(2)	(3)	(2)	(2)	(2)
Other (expense) income, net	1	1		1	(1)		1
Loss before income taxes	(27)	(3)	(10)	(25)	(18)	(1)	(4)
Income tax provision	1	1		1	1	1	1
Net loss	(28%)	(4%)	(10%)	(26%)	(20%)	(2%)	(5%)

**Liquidity and Capital Resources**

As of September 30, 2010 (unaudited), we had cash and cash equivalents of \$36.9 million and restricted cash of \$5.0 million. We did not have any short-term or long-term investments. Cash and cash equivalents consist of cash and money market accounts. Restricted cash consists of money market accounts used to fulfill the requirements of our debt agreement. To date, we have experienced no loss or lack of access to our invested cash. Cash equivalents or restricted cash; however, we can provide no assurance that access to our invested cash, cash equivalents and restricted cash will not be impacted by adverse conditions in the financial markets.

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We have a \$12.0 million line of credit to fund working capital. There is \$0.7 million available under the line of credit as of September 30, 2010. This line of credit expires in July 2011.

Historically, we have principally financed our operations through the issuance of Series A and Series B Convertible Preferred Stock, issuance of Series C, Series D, Series E and Series F Redeemable Convertible Preferred Stock, net cash provided by our operating activities and borrowings under our term loan and line of credit. Changes in working capital from our net registration revenues represent a significant source of cash. We receive funds for our services immediately upon registration and record a payable for amounts due to our customers, net of our technology fee, which is typically held for a period of two weeks to assure accuracy of payment and verify registration. Since 2009, we have also financed our operations through cash flows from our operating activities and borrowings under our term loan and line of credit. Our cash flows from operating activities are significantly affected by our investments in operations, including working capital and corporate infrastructure to support and expand our ability to generate revenue and conduct operations through cost of services, research and development, sales and marketing and general and administrative activities. Cash used in investing activities has historically been, and is expected to be, significantly impacted by our investments in our internal software development activities and reflects our ongoing investments in our hosted platform and company infrastructure.

We believe that our existing cash and cash equivalents together with cash flows from our operating activities and the net proceeds from this offering will be sufficient to fund our operations for at least the next 12 months. If we do not complete this offering and events or circumstances occur such that we do not meet our operating plan as expected, we may be required to reduce certain spending related to employee headcount or other expenses to repay obligations as they become due. This could have an adverse effect on our ability to achieve our intended business objectives. We believe our existing working capital resources will be sufficient to fund our operations through at least the next 12 months.

*Operating Activities*

Net cash provided by operating activities for the nine months ended September 30, 2010 was \$40.5 million, resulting from a net loss of \$18.2 million and adjusted for \$35.1 million in non-cash charges and a \$23.6 million net change in assets and liabilities. The non-cash charges included \$29.3 million of depreciation and amortization, \$4.5 million of stock-based compensation, and \$1.3 million of other non-cash charges. Net change in assets and liabilities generated operating cash as follows: \$17.2 million from the increase in registration fees payable, \$10.8 million from the increase in deferred revenue, \$5.3 million from the increase in accrued expenses, \$2.2 million increase in other items, offset by a \$11.9 million increase in accounts receivable due to seasonality.

In 2009, net cash provided by operating activities was \$28.5 million, resulting from a net loss of \$37.9 million and adjusted for \$48.2 million in non-cash charges and a \$18.1 million net change in assets and liabilities. The non-cash charges included \$36.1 million of depreciation and amortization, \$11.2 million of stock-based compensation, \$0.9 million of accretion of debt discount and a gain on bargain purchase, and allowance for doubtful accounts. Net change in assets and liabilities generated operating cash as follows: \$5.5 million given the decrease in accounts receivable, \$7.2 million from the increase in registration fees payable, \$2.5 million from the increase in deferred tax liability and \$4.4 million from the increase in deferred revenue. Changes in other balance sheet accounts accounted for the remaining decrease of \$1.5 million. Cash generated by the increase in registration fees payable and deferred revenue are due to growth in the business. Registration fees payable represents the dollars processed by us on an organization's behalf and this balance increased on a year-over-year basis due to the increase in registration fees.

In 2008, net cash provided by operating activities was \$3.3 million, resulting from a net loss of \$49.0 million and adjusted for \$39.3 million in non-cash charges and a \$13.0 million net change in assets and liabilities. The non-cash charges included \$26.7 million of depreciation and amortization, \$14.5 million of stock-

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based compensation, a \$5.0 million balance sheet reclassification of cash to restricted cash to comply with the terms of our debt agreement and \$3.1 million of changes in allowance for doubtful accounts, and accretion of discount on debt. Net change in assets and liabilities generated operating cash as follows: \$6.6 million from the increase in deferred revenue, \$6.3 million from the increase in registration fees payable, \$4.3 million from the increase in accrued expenses, \$1.1 million from the increase in deferred tax liability offset by a \$5.9 million increase in accounts receivable as a result of acquisitions and longer collection times. Changes in other balance sheet accounts accounted for the remaining increase of \$0.6 million. Cash generated by the increase in registration fees payable and deferred revenue are due to growth in the business.

In 2007, net cash provided by operating activities was \$6.2 million, resulting from a net loss of \$24.8 million and adjusted for \$23.3 million in non-cash charges and a \$7.7 million net change in assets and liabilities. The non-cash charges included \$13.1 million of depreciation and amortization, \$8.0 million in stock-based compensation, \$1.1 million of restricted cash and cash equivalents and \$1.2 million of bad debt expense and accretion of discount on debt. Net change in assets and liabilities generated operating cash as follows: \$3.5 million from the increase in registration fees payable, \$2.2 million from the increase in deferred revenue, \$2.2 million from the increase in accrued expenses, \$1.8 million from the increase in deferred tax liability and a \$1.6 million decrease in accounts receivable offset by a \$2.8 million decrease in accounts payable and a \$1.4 million decrease in income taxes payable. Changes in other balance sheet accounts accounted for the remaining increase of \$0.6 million. Cash generated by the increase in registration fees payable and deferred revenue are due to growth in the business.

*Investing Activities*

Net cash used in investing activities for the nine months ended September 30, 2010, was \$24.4 million, resulting primarily from \$12.2 million for capitalized software development costs, cash used of \$11.2 million in capital expenditures and \$1.0 million in payment of contingent consideration related to the ALS acquisition.

In 2009, net cash used in investing activities was \$26.0 million, \$14.6 million for capitalized software development costs, cash used of \$10.4 million in capital expenditures and \$1.8 million in payment of contingent consideration offset by cash received from acquisition, net of cash acquired of \$0.8 million. Capitalized software is primarily related to ActiveWorks and large contracts that require upfront development costs. Capital expenditures included costs to build out our datacenters. We also continued to invest in technology hardware to support our growth, software to support website functionality development, website operations and our corporate infrastructure.

In 2008, net cash used in investing activities was \$86.0 million, resulting primarily from cash paid for acquisitions, net of cash acquired of \$67.5 million, \$10.7 million for capitalized software development costs, cash used of \$7.1 million in capital expenditures and \$0.7 million in payment of contingent consideration. Capitalized software is primarily related to ActiveWorks and large contracts that require upfront development costs. Capital expenditures included costs to build out our datacenters. We also continued to invest in technology hardware to support our growth, software to support website functionality development, website operations and our corporate infrastructure.

In 2007, net cash used in investing activities was \$116.3 million, resulting primarily from cash paid for acquisitions, net of cash acquired of \$104.9 million, \$4.1 million for capitalized software development costs, cash used of \$5.9 million in capital expenditures and \$1.4 million in payment of contingent consideration. Capitalized software is primarily related to ActiveWorks. Capital expenditures included costs to build out our datacenters. We also continued to invest in technology hardware to support our growth, software to support website functionality development, website operations and our corporate infrastructure.

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### *Financing Activities*

Net cash used in financing activities for the nine months ended September 30, 2010 was \$5.6 million, resulting primarily from \$6.2 million repayment of long-term obligations and \$1.7 million repayment of capital lease obligations less \$2.3 million cash received from the exercise of stock options.

In 2009, net cash used in financing activities was \$8.5 million, resulting primarily from \$16.7 million repayment of long-term obligations and \$0.6 million repayment of capital lease obligations offset by the \$8.3 million in debt proceeds and \$0.5 million cash received from the exercise of stock options and common stock warrants.

In 2008, net cash provided by financing activities was \$87.6 million, resulting primarily from \$92.3 million in net proceeds from the issuance of redeemable convertible preferred stock and \$6.8 million in debt proceeds offset by the \$9.0 million repurchase of common stock and options and \$2.5 million repayment of long-term obligations.

In 2007, net cash provided by financing activities was \$102.4 million, resulting primarily from \$73.6 million in net proceeds from the issuance of redeemable convertible preferred stock, \$34.9 million in debt proceeds and \$0.7 million cash received from the exercise of stock options and common stock warrants offset by the \$6.8 million repurchase of common stock and options.

### **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.

#### *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 and the British pound sterling. 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.

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### **Off Balance Sheet Arrangements**

As of December 31, 2007, 2008 and 2009 and September 30, 2010, we did not have any off balance sheet arrangements.

### **Indebtedness**

#### ***2007 Loan and Security Agreement***

In March 2007, we entered into a loan and security agreement (the Agreement) with Escalate Capital I, L.P. (Escalate) and Gold Hill Capital Venture Lending 03, L.P. (Gold Hill) which allowed us to draw a minimum of \$15 million, up to a maximum of \$20 million. Under the terms of the Agreement, we are required to make interest-only payments on a monthly basis through February 2009 bearing an interest rate of 6.75% per annum, after which borrowings under the agreement are repayable over 24 months and bear an interest rate of 6.75% per annum. In addition, a payment-in-kind (PIK) interest is added to the outstanding principal amount at a rate of 3.15% compounded monthly and is payable at the earlier of maturity or repayment of the loan. We have the option to repay the loans without penalty prior to maturity. In conjunction with the Agreement, we issued 146,710 warrants to Escalate and 107,530 warrants to Gold Hill. The loan is collateralized by substantially all of the Company's assets, excluding certain registration cash and intellectual property.

In December 2007, the Agreement was amended to increase borrowings up to \$35 million.

In April 2009, the Agreement was amended to extend the repayment commencement dates and the maturity dates of Gold Hill advances. Outstanding borrowings were repayable over a 24 month period beginning in March 2010 through December 2012. The amendment requires the payment of certain fees and costs of up to \$43,000 to the financial institution, and at the end of the repayment period, we are required to make a final payment of \$300,000. If any portion of the loan made by this financial institution is prepaid, a corresponding portion of the final payment must also be prepaid.

In April 2010, the Agreement was amended to change the interest rate for Escalate from 6.75% to 12% and eliminate the 3.15% PIK interest commencing on February 1, 2010. The amended agreement also changed the principal payment schedule of the remaining balance. In addition, we issued 20,000 warrants to Escalate to purchase our common stock in consideration of \$1.

As of December 31, 2009 and September 30, 2010, we had outstanding borrowings of \$14.9 million and \$13.4 million, respectively, with Escalate, and outstanding borrowings of \$15.6 million and \$15.0 million, respectively, with Gold Hill. The Agreement expires in March 2011 with Escalate and March 2012 with Gold Hill.

The Agreement restricts our ability to raise additional debt financing and pay dividends.

#### ***2008 Loan and Security Agreement***

In October 2008, we entered into a Loan and Security Agreement (LSA) with Square 1 Bank (Square 1) which allowed us to borrow up to \$5.0 million under a term loan and up to \$7.0 million under a line of credit (Line). For borrowings under the term loan, we are required to make interest-only payments on a monthly basis for the first six months, after which borrowings are repayable over 30 months. The interest rate for the term loan is prime plus 1% and the loan matures in October 2011. For borrowings under the term loan, we are required to maintain a cash balance of \$5.0 million in an account with Square 1 and is presented as restricted cash on our consolidated balance sheet at December 31, 2008 and 2009, and at September 30, 2010. Under the terms of the Line, borrowings cannot exceed 80% of our eligible accounts receivable and carries an interest rate of prime plus

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1% and matures on July 2010. The loan is collateralized by substantially all of our assets, excluding certain client cash and intellectual property.

In April 2010, the LSA was amended to allow us to grant to Central Bank a junior lien on an asset and to revise the earnout payment schedule.

In May 2010, the LSA was amended to adjust the quick ratio to be at least 1:1.

In July 2010, the LSA was amended to change the interest rate for advances under the Line to the greater of (i) prime plus 1% or (ii) 5% and further extended the maturity date to July 2011.

At December 31, 2009 and September 30, 2010, outstanding borrowings from Square 1 was approximately \$3.7 million and \$2.2 million, respectively, under the term loan and approximately \$4.3 million and \$4.3 million, respectively, under the Line.

***ALS Acquisition Notes Payable***

In connection with the ALS acquisition, we assumed approximately \$7.3 million of debt held by Pinnacle Financial Partners ( Pinnacle ) and the Bank of Celina ( Celina ). Subsequent to the acquisition, we refinanced approximately \$1.8 million of the debt with the Bank of Tullahoma ( Tullahoma ). Under the terms of the loans held by Pinnacle, we are required to make principal and interest payments, on a monthly basis, over a period of 36 months to 60 months at interest rates ranging from 6.25% to 9.25% per annum. Under the terms of the loan held by Celina, we are required to make principal and interest payments, on a monthly basis, over a period of 180 months at an interest rate of 3.5% per annum. Under the terms of the loan held by Tullahoma, we are required to make principal and interest payments, on a monthly basis, over a period of 36 months at an interest rate of 6.5% per annum.

At December 31, 2009 and September 30, 2010, outstanding borrowings from Pinnacle was approximately \$3.3 million and \$2.3 million, respectively. At December 31, 2009 and September 30, 2010, outstanding borrowings from Celina was approximately \$0.2 million and \$0.2 million, respectively. At December 31, 2009 and September 30, 2010, outstanding borrowings from Tullahoma was approximately \$1.2 million and \$0.7 million, respectively.

***Convertible Debt Purchase Agreement***

In September 2009, we entered into a convertible debt purchase agreement ( Convertible Debt ) for up to \$10 million with certain lenders whereby we issued convertible unsecured promissory notes totaling \$4 million payable in two years at a non-compounded annual stated and effective interest rate of 10%. In the event of an extension of the maturity date, the interest rate will change to LIBOR plus 7%, up to the lesser of (i) 15% per annum or (ii) the maximum amount legally permissible. The Convertible Debt may be repaid at any time after the six-month anniversary of the issuance date. In the event the Convertible Debt is repaid prior to the one-year anniversary of the issuance date, the incremental interest will amount to 10% of such repayments. The holders of the notes have the option of exercising their conversion rights prior to such repayments. The conversion rate is based on the sum of the unpaid principal and interest divided by \$16.00 to determine the number of common shares issuable upon conversion, and adjusted for anti-dilution effects (Note 20). Borrowings under the Convertible Debt are subject to the non-occurrence of a material adverse change in our business or operations (financial or otherwise), or a material impairment of the prospect of repayment of any portion of our outstanding obligations. As of December 31, 2009 and September 30, 2010, we were in compliance with this covenant.

The maturity date of the Convertible Debt may be extended by an additional year by (A) our consent and consent of the lenders holding at least a majority of the principal amount of the Convertible Debt, or (B) at our sole discretion.

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At December 31, 2009 and September 30, 2010, outstanding borrowings under the Convertible Debt were approximately \$4.0 million and \$4.0 million, respectively.

**ALS Acquisition Earn Out Agreement**

In connection with the ALS acquisition, we entered into an earn-out payment agreement to pay \$1.9 million over a three-year period commencing November 2009 at an interest rate of 5% per annum. Principal and interest is payable on a quarterly basis. At December 31, 2009 and September 30, 2010, the remaining earn-out payable to ALS was approximately \$1.5 million and \$1.1 million, respectively.

**Letter of Credit**

In May 2008, we entered into a \$5.0 million irrevocable letter of credit (the LOC) with Wells Fargo Bank (Wells Fargo) as a requirement under a customer contract. The agreement allows for draws against the LOC if funds collected by us are not forwarded to the customer based on the terms in the customer's contract. Under the terms of the agreement, the LOC will automatically renew for one-year periods and expires in May 2010. In February 2009, we cancelled the LOC with Wells Fargo and replaced it with a Line from Square 1.

**Commitments and Contingencies**

We have certain fixed contractual obligations and commitments that include future estimated payments for general operating purposes. Changes in our business needs, contractual cancellation provisions, fluctuating interest rates and other factors may result in actual payments differing from the estimates. Although certain payments occur on a fixed schedule (see Indebtedness), we cannot provide certainty regarding the timing and amounts of all these payments. We have presented below a summary of the most significant assumptions used in our determination of amounts presented in the table in order to assist in the review of this information within the context of our consolidated financial position and results of operations. The following table summarizes our fixed contractual obligations and commitments (in thousands), as of December 31, 2009:

	Total	Contractual Obligations			
		Less than 1 Year	1-3 Years (in thousands)	3-5 Years	More than 5 Years
Long-term Debt Obligations	\$ 50,630	\$ 12,996	\$ 37,441	\$ 39	\$ 154
Operating Lease Obligations	24,395	7,534	10,421	3,402	3,038
Capital Leases	6,295	2,357	3,938		
Purchase Obligations	5,526	1,002	5,024	1,000	500
<b>Total Contractual Obligations</b>	<b>\$ 86,846</b>	<b>\$ 23,889</b>	<b>\$ 56,824</b>	<b>\$ 4,441</b>	<b>\$ 3,692</b>

We modified the terms of our 2007 Loan and Security Agreement in fiscal 2010 and made principal payments on our outstanding long-term debt obligations. Approximate annual future minimum debt payments at September 30, 2010 after giving effect to the modifications in April and December 2010 and our principal payments are as follows (in thousands):

	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Long-term Debt Obligations	\$ 43,951	\$ 14,803	\$ 28,967	\$ 40	\$ 141

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*Guarantee Arrangement*

We have an arrangement with a third-party customer on behalf of a consolidated subsidiary to guarantee performance by the subsidiary. We may provide a corporate guarantee, irrevocable letter of credit, surety bond or any other form of guarantee acceptable to the third-party customer of up to \$15.0 million. The corporate guarantee became effective in July 2010.

*Leases*

We lease our facilities and certain fixed assets under non-cancelable operating and capital leases. Rent expense under operating lease agreements was \$9.4 million, \$6.8 million and \$7.1 million for the year ended December 31, 2009 and for the nine months ended September 30, 2009 and 2010 (unaudited), respectively.

*Sales and Use Tax*

We believe that we may have established sales and use tax nexus in a number of states where we have not previously paid applicable sales and use taxes. We performed an analysis of our potential liability in states where we have not previously remitted these taxes. Based on the results of the analysis, we established a reserve for estimated claims from states where sales and use tax had not been remitted. The reserve was \$2.7 million and \$3.2 million as of December 31, 2009 and September 30, 2010, respectively. In the future we plan on collecting and remitting sales and use taxes for sales as required by applicable state laws.

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### **BUSINESS**

#### **Mission**

*Our mission is to power the world's activities and  
connect people with the things they love, want and need to do.*

#### **Overview**

We are the leading provider of organization-based cloud computing applications. 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 now have over 47,000 customer organizations and drive over 70 million annual consumer registrations. According to a study we commissioned, we believe the organizations we target produce or organize activities and events for the majority of U.S. households.

Organizations of all sizes are faced with time-consuming and costly administrative tasks which often detract from maximizing participation in their events. Our proprietary technology platform, ActiveWorks, provides cloud computing applications that reduce the cost and complexity of managing, organizing and promoting activities by replacing low-tech and manual processes. The ActiveWorks architecture allows us to efficiently provide vertically-specialized applications to a large and diverse market. Our applications are delivered over the Internet to any connected device.

Historically, participants have spent considerable time and effort to find, learn about and sign up for activities and events. In response, we believe we have created the leading network of websites that enable consumers to easily discover, choose and register for activities. We create vibrant and highly engaging online communities of like-minded participants through features such as social sharing, targeted recommendations and how-to guides. We leverage this engagement to increase overall participation in our customers' activities and events.

Our business also 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, 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 on September 30, 2010, we generated revenue of \$218.0 million, as compared to \$188.5 million in the nine months ended on September 30, 2009, an increase of approximately 16%.

#### **Industry Overview**

Organizations of all sizes need to inform, engage and support their respective participants, which include attendees, members, registrants and other constituents. We believe activity and event registration and

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administration is a broad and large market with more than 800,000 potential customers in North America within our four primary customer groups of sports, community activities, outdoors and business events. According to a study we commissioned, 73% of U.S. households paid to take part in a recreational or community activity last year. Based on this study, we believe that our target market encompasses more than 1.8 billion total registrations annually in the United States, representing more than \$110 billion in registration spending. We have the opportunity to receive a fraction of each registration fee by providing the applications that our platform offers to help organize and manage activities and events. Furthermore, we believe the market opportunity outside the United States is greater than our domestic market opportunity.

The traditional methods for managing activities and events generally share the following challenges:

*Difficulty organizing event information.* Historically, activities and events have been organized and registrations tracked by using a combination of paper-based systems, basic desktop applications and spreadsheets. Participants register for events by phone, mail or walk-up registration, which is often costly and inefficient for both organizers and participants. This manual approach to event registration can be haphazard, time-consuming and lack sufficient process controls. Mistakes due to incorrect data entry of participant information often lead to incomplete or lost registration forms. These frequent errors add incremental costs for organizers, delay registration for participants and cause problems on-site at the activity or event.

*High fixed cost structure.* The profitability of an activity or event is tied directly to the number of participants who register. Similar to airline seats and hotel rooms, unfilled spots in activities and events represent a significant lost opportunity for incremental high margin revenue and can often be the difference between profits or losses.

*Lack of ongoing communication post-registration.* Traditionally, organizers have maintained limited dialogue with participants after registration. Since organizers lack ongoing support, participants have a difficult time tracking the status of their registration and receiving any updates about the activity or event in a timely manner. Additionally, participants have challenges in finding and reaching each other. Participants have a natural desire to form communities based on shared interests and goals. We believe interaction between participants drives increased engagement and participant satisfaction, resulting in increased retention and incremental revenue for organizers.

*Ineffective targeting of event participants.* Organizers have difficulty reaching participants due to the lack of effective geo-targeting of traditional marketing methods and disparate online properties for local activities and events. This limited ability to create and maintain ongoing relationships with consumers leads to higher participant acquisition costs and lower recurring, predictable revenue from repeat customers.

*Limited resources to automate systems.* Building a fully functional management system is a costly endeavor. Most organizers cannot afford to make the investment nor do they have the necessary technical resources to develop applications sufficient to run their businesses effectively. When organizers do attempt to automate registration and administration themselves, building and maintaining an internal system often becomes technologically challenging, time intensive and cost prohibitive.

## **Our Solution**

ActiveWorks, our organization-based cloud computing platform, transforms the way organizers record, track, manage and share information regarding activities and events. We offer applications that allow our customers to reduce cost, attract new participants and focus resources on enhancing the quality of their events. ActiveWorks allows organizers to leverage our large-scale, common infrastructure to manage their activities and events more effectively. Additionally, we have created a number of mobile applications to enhance functionality and access to our solutions.

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Our applications provide the following benefits to organizers:

*Create operational efficiencies by automating registration and administration.* Our applications reduce costs by automating processes such as activity and event registration, facility reservation, roster management, results publishing, membership management and operational reporting. The data generated and managed by our applications is presented in an easy-to-use manner and eliminates a significant amount of manual data entry.

*Manage participant and activity information.* ActiveWorks centralizes a comprehensive data set of participant information for each customer. We also provide a user-friendly interface to easily track, manage and enhance the ongoing relationship between participants and activity organizers.

*Communicate real-time with event participants.* We enable organizers to engage participants through websites and email. This empowers our customers to seamlessly and efficiently inform, motivate and support participants, thereby building greater affinity for their organizations. Additionally, the organizer is able to notify participants of future events that may interest the participant, improving future event exposure and participation.

*Provide access to efficient marketing channels.* Our integrated platform allows organizers to reach a targeted group of new potential participants through a variety of resources to provide greater exposure for their activities and events.

Our applications provide the following benefits to participants:

*Foster discovery through our comprehensive directory.* Our websites deliver content based on a participant's interests, while facilitating discovery of new relevant and targeted activities. Our directory provides access to a broad database of events, classes, leagues, tournaments, organizations, facilities as well as a wide range of other activities. Our applications are designed to enable our participants to engage in their favorite activities through seamless, secure, real-time registration.

*Support participation.* Throughout our offerings, participants can find resources and like-minded individuals to support every step of their journey. We offer free and premium access to training plans, articles, videos, discounts and experts through our websites, mobile applications and other social media channels. Our community members are passionate about their interests and together they provide a real-time support network which encourages and enables participation at every level.

## **Our Strengths**

Our applications are designed to reach many aspects of a consumer's lifestyle from community activities and sports to business events and the outdoors. Given this breadth, we believe the following strengths provide us with a competitive advantage within this large and growing market:

*Leader in a large and fragmented market.* We believe we have the largest customer base in our industry, including over 47,000 customers and more than 70 million annual registrations. The scale and breadth of our platform enables us to provide the full automation capabilities required to serve a diverse set of activities for numerous organizations. Our offerings result from years of experience and participant feedback and include specialized features and support, which are difficult to replicate. Our large installed base of customers drives awareness of our services and provides us with a significant advantage in marketing our cloud computing applications to new customers.

*Proprietary technology platform.* Our cloud computing platform allows us to efficiently develop and deliver vertical specialization and feature-rich applications for customers of all sizes. We have made significant investments in our ActiveWorks platform, a secure, reliable and flexible technology infrastructure that can be easily modified to meet the unique needs of organizers and participants. We have over 900 technical personnel in

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the United States, Canada and China working on the development and delivery of our solutions. Our applications are tightly integrated within our organizations' operations and deliver significant cost savings and operational efficiencies.

*Dedicated and highly engaged consumers.* We provide relevant and vertical-specific directories, content and tools that engage participants and form enthusiastic and dedicated online communities. These participants generate over 1 billion page views annually on our websites.

*High degree of predictable and recurring revenue.* We have long-term, exclusive contracts with many of our customers. We also have a successful track record of renewing a high percentage of these contracts for multiple successive terms. As a result, a significant percentage of our revenue is predictable and recurring. We believe our high customer retention is due to our ability to both lower costs and drive incremental revenue for our customers, delivering a significant and quantifiable return on investment for our applications.

*Powerful network effect.* Our highly complementary organization and participant offerings drive multiple revenue opportunities. The continued growth of our customers results in more participants visiting our online communities. This growing audience creates a powerful network effect where our platform becomes increasingly valuable to both our organizers and participants, driving more registrations to our customers' activities while simultaneously offering participants additional relevant activities from which to choose. In addition, growth in our participant audience attracts incremental customers who view our online resources as an effective medium for marketing their activities and events to a targeted demographic of participants.

*Alignment with our customers' interests.* Our business is uniquely aligned with the interests of our customers. Like our customers, the success of our business is directly dependent on maximizing the number of participants who register for activities and events.

*Economies of scale.* We have achieved a level of scale in our business that provides operational and technological competitive advantages. For example, we are able to leverage our significant investment in cloud infrastructure to provide higher levels of service and reliability, while maintaining a lower unit cost structure than that of our competition. We also apply our solutions experience accumulated through interactions with tens of thousands of organizations to design and develop features that can easily be configured for multiple types of customers, thus allowing us to spread our development costs across a much wider market opportunity than our competitors.

## **Growth Strategy**

To extend our leadership position in the activities and events market, we intend to:

*Grow the number of customers we serve.* We will continue to promote the migration of organizations towards online management of activities and events, and in doing so, grow our customer base. In 2010, we increased our sales and marketing personnel and plan to further increase our sales and marketing personnel in the future. We believe the low penetration of cloud computing applications in our markets provides a large potential customer base for our platform.

*Increase our online registration conversion rates.* We plan to increase participant usage of online registration services by training our customers in the execution of conversion techniques. We have developed and refined these techniques over the past 12 years through our experience working with tens of thousands of organizations. We also plan to continue providing our customers with an array of tools aimed at promoting online registration. Further, we intend to continue expanding our customers' ability to reach participants online through our websites and by leveraging emerging and alternative online channels, including complementary social media platforms and mobile applications.

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*Deepen our relationship with existing customers.* We are dedicated to developing comprehensive, vertical-specific applications and features that increase the value of our platform to our customers. We proactively review customer needs, usage trends and online penetration to identify opportunities where additional applications, services and targeted marketing programs would assist our customers in meeting their goals. We enable our customers to access a targeted consumer base through our marketing services.

*Pursue strategic acquisitions.* The competitive landscape in our core markets remains highly fragmented with many sub-scale players focusing on a small fraction of our addressable market. We intend to pursue acquisitions to strengthen our market position, broaden our organization base, enhance our capabilities and add new applications to our platform.

*Expand internationally.* We intend to commit additional resources to markets outside of North America. Our international sales have increased every year since we began selling our services internationally. We believe this opportunity is larger than our domestic market, and that we are well positioned to take advantage of this opportunity as our model is readily transferable to new markets.

**Our Platform**

ActiveWorks creates operational efficiencies, delivers business insights and streamlines marketing efforts for our customers. At its core, ActiveWorks is a robust back-office system that pulls together many of our customers’ participant management, operational reporting, volunteer management, service and payment processing functions into one easy-to-use hosted system. ActiveWorks provides a comprehensive view of the business and provides real-time business insights through live reporting and historical comparisons. We believe the efficiencies gained allow our organizers to spend more time focusing on what is most important to their businesses: successful activities and events.

ActiveWorks is designed to support existing marketing tactics and amplify those efforts through our expansive web, mobile and social reach. Our communities offer an attractive audience for client-marketing programs and our range of free and paid promotional services are designed to fit a broad spectrum of our customer population.

	<b>Organizer Offerings</b>			
<i>Market</i>	<i>Register</i>	<i>Operate</i>	<i>Analyze</i>	
Email Marketing & Tracking Event	Online Registration	Event & Activity Management	Reporting Analytics	
Syndication	Reservations & Ticketing	Facility & Resource Management		
Email Advertising	Payment Processing	Operational Reporting	Customer Loyalty	
Websites	Donations & Fundraising	Participant Management	Pricing Optimization	
Social Media	Point of Sale Merchandise	Membership Management	Surveys	
		Call Center Services		
		Volunteer & Staff Management		

Our technology applications, media solutions and online communities provide a comprehensive search experience that connects participants with the things they love, want and need to do. Our offerings are designed to reduce the barriers to participation by enabling and supporting a consumer through each stage of The Active Journey: Find & Register, Share & Prepare and Participate & Commemorate. During the first stage, visitors find engaging activities through dynamic, market-specific search interfaces and leverage social components to share their interests and invite friends. Once an individual has committed to participate, that individual can register online through our proprietary, secure payment processing system.

After a visitor has established their commitment to participate in an activity, our products serve as a resource and tool to help them Share & Prepare to ensure they are ready to get the most out of their activity. Through a mix of free and paid offerings, visitors can find articles, videos, experts and discounts on tools and gear. Most importantly, visitors can find a network of active participants looking to support like-minded

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individuals in their pursuits. Our portfolio of consumer offerings support an individual up through the point of participation. Most importantly, we provide a platform to celebrate their accomplishments and a conduit to commit to the next endeavor.

<b>Participant Offerings</b>		<b>Participate &amp; Commemorate</b>
<b>Find &amp; Register</b>	<b>Share &amp; Prepare</b>	
Featured Listings	Articles	Results
Search	Videos	Photo Sharing
Directory	Tell a Friend	Social Media
Aggregations	Experts	Ambassadors
Best of Active.com		Free Product
	How-To Guides	Samples
Targeted Recommendations	Social Sharing	Community

**Customers**

We work with organizations of all sizes. We currently have over 47,000 sports, community activities, outdoors and business event customers and we received technology fees from more than 70 million registrations in 2010. Based on a study we commissioned, we believe the organizations we target produce or organize activities and events for the majority of U.S. households.

For the nine months ended September 30, 2010, none of our customers accounted for more than five percent of our total revenue. Our technology customers can be categorized in the following four groups and can be further broken down into the verticals listed in the table below:

<b>Sports</b>	<b>Community Activities</b>	<b>Outdoors</b>	<b>Business Events</b>
Endurance Events	Parks & Recreation Departments	State Campgrounds	Conferences
Leagues & Teams	Schools & Districts	National Parks	Conventions
Golf Courses	City & County Governments	Fishing Licenses	Association Gatherings
Clubs	Camps & Retreats	Hunting Permits	Meetings & Seminars
Tournaments	Faith-Based Organizations	Marinas	Trade Shows & Expos

**Sales and Marketing**

Our sales and marketing efforts are focused on the following primary goals: increase the number of organization customers, increase revenue from existing accounts and increase consumer traffic to our online properties. We deploy our sales force first by customer group and then by geography.

*Increase the number of customers.* We have dedicated account executives focused on creating and leveraging strategic relationships to drive sales to large enterprises. Account executives also work directly with prospective customers to increase awareness of the value of our applications and services. A significant amount of our sales are generated through referrals or through our marketing efforts. We employ an inbound sales staff to convert these leads to sales. As our products become more intuitive and thus easy-to-use, more organizations are becoming capable of directly using our services without the need for interactions with our sales personnel. Our strategy is to make this self set-up process a larger part of our sales and marketing efforts, particularly with respect to small and medium sized customers.

*Increase revenue from existing customers.* We have dedicated account management personnel focused on maximizing client retention, online registration penetration and utilization of our applications and services. We work with our customers to maximize the value of our platform, which includes training in conversion techniques to drive participants to register online for their activities and events.

*Increase consumer traffic to our online properties.* We use a variety of consumer acquisition strategies to maximize participation in our online communities. These include proprietary customer relationships, strategic partnerships, social media initiatives and email marketing campaigns.

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We consider North America our primary market. As part of our growth strategy, we are expanding globally. We focus our global sales effort on winning large, strategic customers to gain exposure in new geographies. We plan to increase our direct sales force and build partnerships to support international expansion and gain local credibility.

### **Professional Services**

We provide consulting and implementation services to certain customers to facilitate the adoption of our cloud computing applications. Consulting services consist primarily of business mapping, project management services and guidance on best practices in using our services. Implementation services include system set-up and configuration, data conversion as well as developing customized training and education programs relating to both the use and administration of our services.

### **Customer Support**

We believe that superior customer support is integral to retaining and expanding our customer base. Our support group handles inquiries from both organizers and participants. We answer email and phone requests regarding activity and event registration and confirmation, payments and event details for our organizations' registrants. We have invested in an advanced communications system that allows us to manage and track the number of incoming calls and emails, enabling us to accurately forecast our customer support personnel needs.

Our technical support staff trains our customers on effective methods for increasing registrations, and offers training on our application services, including data management and technical support. Our technical support group helps organizers promote their activities and events using online marketing and communication tools. The technical support staff also helps organizers download reports and set-up new events in the system as needed. We have a comprehensive technical support program to assist our customers in the use of our applications, and we continue to explore ways to deliver efficient problem resolution and feedback channels.

Additionally, we provide call centers for certain customers such as state hunting and fishing departments who contractually require call centers. We continue to work on maintaining and improving the overall quality and level of customer service and support we provide our customers and participants. As such, we focus on reducing registration and customer support calls by providing self-service features on our website, such as the ability to register for events and report problems. We are exploring new avenues to deliver efficient and intuitive online registrations, problem resolution and feedback channels. As our consumer-facing cloud computing applications become increasingly intuitive, we expect the percentage of registrations conducted online will grow.

### **Technology**

We introduced our first service, a registration system and online community for organizers and participants of running events, in 1999. Over the last five years, one of our key corporate strategies has been to develop a robust technology platform that augments our initial registration system, moving us into a number of new markets and adding a significant amount of new functionality.

In that effort, we are currently devoting significant resources to both developing our highly scalable and flexible ActiveWorks platform and maintaining a number of vertical-specific legacy systems. As legacy systems are transitioned to ActiveWorks, we will end any further development on those products and retire the applications.

Furthermore, as part of our strategy to strengthen our position as the leading provider of organization-based cloud computing applications, we built our offering on a service-oriented architecture. By implementing this as a Platform as a Service (PaaS), our investment in ActiveWorks allows us to build vertical-specific applications that capitalize on our library of core services. Likewise, ActiveWorks allows us to acquire and integrate high-quality applications directly into our platform. This serves the purpose of creating barriers to entry around our existing customer groups and allows us to scale into new verticals and customers more quickly and at a lower cost.

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Because our cloud applications function like a traditional Software as a Service (SaaS) platform, we quickly and efficiently deliver high quality and comprehensive solutions via the Internet. As a cloud provider, we do not need to develop our software for different hardware, operating systems or database application platforms, and access to our application services is delivered over the Internet to any connected device. The entire platform is built and developed utilizing industry accepted security guidelines to enable compliance with the industry's stringent requirements.

We designed our system to be easy-to-use, secure and user-configurable with open standards for fast integration. Our solution is a highly-scalable, multi-tenant, technology-agnostic platform. This enables us to spread the cost of service delivery across a large customer base. Moreover, all of our core development work can be utilized to deliver new functionality for use by our customers as a whole or on an as-desired basis.

We also offer additional capabilities that enable participants to register for activities and events, buy memberships, purchase goods and services, and make donations. This allows organizers to focus fully on the organization of the event. ActiveWorks was designed so that credit card transactions are processed securely through payment card industry compliant architecture with automatic failover through redundant paths, and to separate payment processors that have multiple layers of redundancy for fault tolerance. We believe these layers of redundancy offer high levels of reliability for large-scale online registration.

Our primary production infrastructure is hosted within industry compliant datacenters on the East Coast and West Coast within the United States, as well as facilities in Canada and Europe. These centers are configured to utilize technologies that provide fast delivery of infrastructure services to the platform. We utilize additional production datacenters, which we are in the process of executing our plans to migrate to one of our four primary production facilities. All our primary datacenters rank as Tier 3 or higher, and are monitored in real-time by enterprise monitoring tools that are utilized by our 24x7 network operation centers located both within and outside of the United States. These facilities serve as backups for each other and have all the current technology to support near real-time replication, data security, storage and recovery strategies.

Our ongoing research and development efforts are focused on enhancing the features, functionality and security of our existing service offerings. We are also developing new proprietary offerings in an expanding number of verticals and transitioning acquired technology to our platform. We have extensive technology capabilities, with more than 900 technical personnel located in the United States, Canada and China working on the development and delivery of our services.

## **Competition**

The market for technology applications for activity and event organizers is fragmented and rapidly evolving. As a result of the functionality and features of our technology platform and the breadth of our coverage of activities and events, we do not believe any single company competes with our current applications or business model across our four customer groups. Our primary competition comes from traditional pen-and-paper processing methods, which activity and event organizers are accustomed to using, spreadsheet software, basic desktop applications and registration by phone, mail or walk-up. Additional sources of competition include:

Applications custom developed for an activity or event by the technical staff of an organizer or by an outside custom service provider;

Companies that offer generalized business software that has features or functionality that organizers can use to help register participants and/or manage the other important aspects of activities, such as content or contact management software programs, e-commerce solutions, enterprise resource planning software and other services having separate software modules; and

Companies that offer integrated software applications in one or a limited number of markets within the activities and events industry.

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It is often difficult to displace a competitor or a competitive solution once selected and used by an activity or event organizer. We expect to encounter new and evolving competition as the market becomes aware of the advantages of cloud computing applications for the activities and events industry. In addition, we expect our competition will include larger, better capitalized companies with greater operational, strategic, financial, personnel and other resources to be able to enter our markets and attempt to compete with us. Competitors and potential competitors may enter into business combinations or alliances that strengthen their competitive positions.

## **Intellectual Property**

Our intellectual property is important to our business. 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 technological 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 and RESERVEAMERICA. As of December 31, 2010, we have been granted two patents by the United States Patent and Trademark Office and have two patent applications pending in the United States. Our patents expire February 2019 and July 2021, respectively. 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, because of the relatively high cost we would experience in registering all of our copyrights, we generally rely on common-law copyright laws in the United States and in other jurisdictions to protect our copyrights.

## **Government Regulation**

We are subject to a number of foreign and domestic laws and regulations that affect companies conducting business on the Internet. Many of these laws and regulations are still evolving and could be interpreted in ways that could impose additional compliance burdens on us or otherwise adversely affect our business.

As a business that deals with transactions involving credit card and other forms of electronic, non-cash payment methods, we are subject to various payment card and banking industry laws and regulations. In addition, in the area of information security and data protection, many states have passed laws requiring notification to users when there is a security breach for personal data, such as the 2002 amendment to California's Information Practices Act, or requiring the adoption of minimum information security standards that are often vaguely defined and difficult to practically implement. The costs of compliance with these laws may increase in the future as a result of changes in interpretation. Furthermore, any failure on our part to comply with these laws may subject us to significant liabilities.

We are also subject to federal, state and foreign laws regarding privacy and protection of customer and user data. We post on our website our privacy policy and user agreement, which describe our practices concerning the use, transmission and disclosure of user data. Any failure by us to comply with our posted privacy policy or privacy related laws and regulations could result in proceedings against us by governmental authorities or others, which could harm our business. In addition, the interpretation of data protection laws, and their application to the Internet is unclear and in a state of flux. There is a risk that these laws may be interpreted and applied in conflicting ways from state to state, country to country, or region to region, and in a manner that is not consistent with our current data protection practices. Complying with these requirements could cause us to incur additional costs and change our business practices. Further, any failure by us to adequately protect user privacy and data could result in a loss of customer and user confidence in our services, which could adversely affect our business.

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In the United States and abroad, laws relating to the liability of providers of online services for activities of their customers, users and other third parties are currently being tested by a number of claims, including actions based on invasion of privacy and other torts, unfair competition, copyright and trademark infringement, and other theories based on the nature and content of the materials searched, the advertisements posted, or the content provided by customers or users. Any court ruling or other governmental action that imposes liability on providers of online services for the activities of their customers, users or other third parties could harm our business.

In addition, because our services are accessible worldwide, certain foreign jurisdictions may claim that we are required to comply with their laws, including in jurisdictions where we have no local entity, employees, or infrastructure.

### **Our Employees, Values and Company Culture**

Many of our employees came to us directly from, and are still active within, the customer verticals we target. They bring us energy, passion and valuable knowledge regarding our customers' needs. Assembling a talented team to address the challenges of powering the world's activities and connecting people with the things they love, want and need to do is critical to our success. We believe we have created an industry-leading team, and will continue to hire and retain the best players to accomplish our mission.

As of December 31, 2010, we had 2,281 full-time employees and 209 part-time employees and independent contractors. We typically engage more than 250 temporary employees and independent contractors during the second and third fiscal quarters to address seasonal peaks in registrations for our customers' activities and events. We believe that relations with our employees, temporary employees and independent contractors are good.

Our culture reflects our values, norms and inner workings as a company. It comes to life not only within the walls of our offices but externally through interactions within our communities. Our employees have not only shaped this culture, but helped us to define it. We identify our culture with the following:

**Inspired by our Customers.** We believe in the value our customers provide to the world. It is truly inspiring to see the impact our customers have on their communities and we want to help them make an even greater difference. This makes our focus on customer improvement a constant.

**Fueled by Challenge.** We are solutions-oriented and thrive on challenges. We are conditioned to step up to challenges we set.

**Champions of Respect.** Recognize a job well done. Get involved. Provide constructive feedback. Listen to opposing viewpoints. These are the simple principles that add up to an environment in which respect is key and our employees can thrive.

**Focused on Results.** We set goals, measure results, and optimize our approach. Responsibility and accountability rule. Working smarter helps us meet our goals to grow and scale, and to do more with less.

Our culture is built upon the foundation of our values and are the principles by which we manage our day-to-day business and facilitate decision making. Our core values are: Commitment, Drive, Openness, Team and Fun. We believe that we are making a difference in the world. We strive to work together and to treat each other with respect. We encourage each other to defend our beliefs. We are dedicated to connecting ourselves and others with the things we love, want and need to do. Our employees created ActiveX, a company-wide program focused on exercise and wellness to further this mission. We sponsor company hackathons and innovation awards. Outsiders tell us there is a refreshing passion that radiates from our employees. As a company, we believe our ultimate advantage is our people.

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### **Facilities**

Our principal executive offices are located at 10182 Telesis Court, Suite 100, San Diego, California. This leased facility is 80,186 square feet and currently houses our headquarters. The lease for our San Diego facility expires on October 31, 2017. Our next five largest facilities, each with over 20,000 square feet of space, are located in Frostburg, Maryland; Burnaby, Canada; Nashville, Tennessee; Draper, Utah and Boulder, Colorado. We undertake development, sales and warehouse activities in these facilities. Our leases for these facilities expire at various times between June 2011 and November 2018. We also lease approximately 165,924 square feet of combined office space in 21 domestic and 7 international locations. Our main web-hosting facilities are located in Burbank, California and Ashburn, Virginia. We believe that our facilities are in good operating condition and adequately serve our current business operations. We also anticipate that suitable additional or alternative space, including those under lease options, will be available at commercially reasonable terms for future expansion.

### **Legal Proceedings**

From time to time, we are a party to litigation and subject to claims incident to the ordinary course of business. In May 2010, we filed a lawsuit against Electronic Arts Inc. d/b/a EA Sports, in the U.S. District Court, Southern District of California, alleging that the EA SPORTS Active and EA SPORTS Active More Workouts fitness games and an associated website violated our trademark rights. EA Sports filed a counter-claim seeking to invalidate our U.S. trademark registrations for ACTIVE, ACTIVE.COM and THE ACTIVE NETWORK. We filed a preliminary injunction, which was denied in August 2010. The lawsuit is currently in the pre-discovery stage. Although the results of litigation and claims cannot be predicted with certainty, we currently believe that the final outcome of our litigation matters will not have a material adverse effect on our business, and therefore, an estimate of any potential loss is not provided. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

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The following table sets forth information regarding our executive officers, key employees and directors as of the date of this prospectus:

<b>Name</b>	<b>Age</b>	<b>Position(s)</b>
<b><u>Executive Officers</u></b>		
David Alberga	48	Chief Executive Officer and Chairman of the Board of Directors
Matthew Landa	46	President and Director
Scott Mendel	44	Chief Financial Officer
Jon Belmonte	42	Chief Media Officer
Kourosh Vossoughi	42	Chief Legal Officer, General Counsel, Senior Vice President, Business Development and Secretary
Matt Ehrlichman	31	Chief Strategy Officer
Sheryl Roland	55	Executive Vice President, Human Resources
<b><u>Key Employees</u></b>		
Alex Barnetson	49	Executive Vice President, Sales
Fredd Wall	41	Senior Vice President, Technology
Dennis Triplett	39	Senior Vice President, Operations
<b><u>Non-Employee Directors</u></b>		
Thomas N. Clancy	53	Director
Bruns H. Grayson	63	Director
Stephen L. Green	59	Director
Joseph Levin	31	Director
Scott Schultz	55	Director
<b><u>Executive Officers</u></b>		

**David Alberga** has served as our Chairman of the Board since February 2011 and as a member of our Board of Directors and our Chief Executive Officer since December 1999. From December 1999 to February 2002, Mr. Alberga also served as our President. From January 1996 to November 1999, Mr. Alberga served in various positions at TicketMaster Online-CitySearch, a portal and transaction company. Mr. Alberga initially served as general manager of established markets for CitySearch City Guides, a leading integrated local search, directory and media company, and was promoted to executive vice president and subsequently to chief operating officer of the company's City Guides business. Mr. Alberga has also held positions with Linear Technology, an analog semiconductor manufacturer, The Boston Consulting Group, a global management consulting company, and Procter & Gamble, a global consumer products company. Mr. Alberga earned a B.S. from the United States Military Academy at West Point and both an M.B.A. and an M.A. from Stanford University. We believe Mr. Alberga is qualified to serve on our Board of Directors based on his executive experience at The Active Network, where he has led the development and growth of the company for over 10 years.

**Matthew Landa** has been our President since February 2002 and has served on our Board of Directors since November 2005. From March 2000 to February 2002, Mr. Landa was our Chief Commerce Officer. From June 1999 to March 2000, Mr. Landa was president of ACT Manufacturing, a Nasdaq Stock Market listed company providing value-added electronics manufacturing services for original equipment manufacturers in the networking and telecommunications, computer, industrial and medical equipment markets. From 1995 to 1999, Mr. Landa was the president and chief executive officer of CMC Industries, a Nasdaq Stock Market listed company providing electronics manufacturing services. ACT Manufacturing acquired CMC Industries in 1999. Mr. Landa also previously worked at Monitor Company, a global strategy consulting firm. Mr. Landa earned an A.B. from Dartmouth College and an M.B.A. from Stanford University. We believe Mr. Landa is qualified to

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serve on our Board of Directors based on his executive experience at The Active Network where he has led the development and growth of the company for over 10 years.

**Scott Mendel** has been our Chief Financial Officer since March 2010. Prior to joining us, Mr. Mendel held finance positions at General Electric, a diversified technology, media and financial services company, for over 20 years, including chief financial officer from March 2003 to March 2010 for General Electric's Healthcare IT division, a leading provider of medical technologies and services. Mr. Mendel earned a B.S. in finance from Indiana University and an M.B.A. from Northwestern University, Kellogg School of Management.

**Jon Belmonte** has been our Chief Media Officer since February 2011 and previously served as our Chief Operating Officer from April 2000 to February 2011. From April 1999 until April 2000, Mr. Belmonte was a co-founder and vice president of strategy and business development of LeagueLink, a web-based service for administering recreational sports leagues. We acquired LeagueLink in April 2000. Prior to joining LeagueLink, Mr. Belmonte worked as a strategy consultant for Boston Consulting Group, a global management consulting company. Mr. Belmonte earned a B.S.E. from University of Pennsylvania's Wharton School of Business and an M.B.A. from Northwestern University, Kellogg School of Management.

**Kourosh Vossoughi** has been our Chief Legal Officer and General Counsel since March 2000. Mr. Vossoughi has also served as our Senior Vice President, Business Development since March 2000 and our Secretary since May 2001. From 1998 to 2000, Mr. Vossoughi was an associate at the law firm of Brobeck, Phleger and Harrison. From 1996 until 1998, Mr. Vossoughi was an associate at the law firm of Luce, Forward, Hamilton & Scripps. Mr. Vossoughi earned a J.D. from the University of San Diego School of Law and a B.A. from the University of California, Berkeley.

**Matt Ehrlichman** has been our Chief Strategy Officer since February 2011. Prior to that time, he served as our Executive Vice President, Strategy from March 2010 to February 2011 and our Vice President, Strategy from March 2007 to March 2010. In December 2000, Mr. Ehrlichman co-founded Thriva, LLC, a provider of registration and management applications to the event, camp, education and sports league markets, where he served as chief executive officer until March 2007. We acquired Thriva in March 2007. Mr. Ehrlichman earned a B.S. in entrepreneurial engineering and an M.S. in management science and engineering from Stanford University.

**Sheryl Roland** has been our Executive Vice President, Human Resources since February 2011. From March 2008 to January 2011, Ms. Roland served as our Senior Vice President, Human Resources. From April 2000 to February 2008, Ms. Roland held management positions at Visual Sciences (formerly WebSideStory), a provider of real-time analytics applications, including senior vice president, administration from December 2006 to February 2008, and vice president, human resources of WebSideStory from April 2000 until December 2006. From February 1997 to March 2000, Ms. Roland served as vice president, human resources at ENCAD, Inc., a provider of digital image printing technology. From 1992 to 1996, Ms. Roland was vice president, human resources at The Upper Deck Co., a manufacturer of sports trading cards and memorabilia. Ms. Roland earned a B.S. in psychology from University of California, Los Angeles and an M.S. in counseling psychology from San Jose State University.

**Key Employees**

**Alex Barnetson** has been our Executive Vice President, Sales since November 2009. From September 2007 to November 2009, Mr. Barnetson served as our Senior Vice President. From October 2004 to August 2007, Mr. Barnetson served as our Senior Vice President, Community Services. Prior to that time, Mr. Barnetson held various management positions at Class Software Solutions, a recreation management software company, including president and chief operating officer. We acquired Class Software Solutions in October 2004. Prior to joining Class Software Solutions, Mr. Barnetson worked with community recreation organizations as a program coordinator and served as a director for the Canadian Parks & Recreation Association and Simon Fraser University Alumni Association. Mr. Barnetson earned a B.S. from Simon Fraser University in kinesiology.

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**Fredd Wall** has been our Senior Vice President of Technology since June 2009. Prior to that time, Mr. Wall served as our Vice President, Product Development from June 2006 to May 2009, our General Manager of Active Communities from May 2005 to May 2006 and our Manager, Product Management for October 2004 to April 2005. From January 2002 to October 2004, Mr. Wall served as senior manager of product management of Class Software Solutions, a recreation management software company. During his eight years with Class Software Solutions, Mr. Wall held various positions managing software implementation, training, support, as well as product management and development. Prior to joining Class Software Solutions, Mr. Wall served as manager of technical support and services of HSBC Bank Brasil S.A. in Curitiba, Brazil. Mr. Wall earned a B.S. in computer science from Universidad Federale de Parana, Brazil.

**Dennis Triplett** has been our Senior Vice President of Operations since July 2008. From February 2006 to June of 2008, Mr. Triplett was vice president, operations for a division of The Nielsen Company, a global leader in measurement and information. From December 2002 until February 2006, Mr. Triplett was director of operations and information technology for Gateway, Inc., a retailer of consumer electronics. Mr. Triplett earned a B.S. in business administration from the University of Florida.

**Non-Employee Directors**

**Thomas N. Clancy** has served on our Board of Directors since November 2002. Mr. Clancy has been a managing member at TAO Venture Capital Partners, a venture capital fund focused on early stage investments, since October 2005. From January 1998 to September 2005, Mr. Clancy served as managing director of Enterprise Partners Venture Capital, leading its Internet, consumer, and software investment practices. Prior to joining Enterprise Partners Venture Capital, Mr. Clancy was a partner at TRC, Inc., a software consulting company, the chief executive officer of Expersoft, a developer of Internet Infrastructure software, and Vice President of Technology Development for Transaction Technology, Inc., a subsidiary of Citicorp. Mr. Clancy serves on the board of a number of private companies, is a board member and past president of the San Diego Venture Group and previously served as a director of Stamps.com (STMP). Mr. Clancy earned a B.S. from Rensselaer Polytechnic Institute. We believe Mr. Clancy is qualified to serve on our Board of Directors due to his more than 30 years of experience as an executive and an investor in software and services companies.

**Bruno H. Grayson** has served on our Board of Directors since May 2009. Mr. Grayson is a managing partner at ABS Ventures, a venture capital firm, where he has managed all of the firm's venture capital partnerships since 1983. Mr. Grayson began his career as a venture capitalist in 1981 at Adler & Co., a New York venture firm. Prior to that time, he was an associate at McKinsey and Co., a management consulting firm. Mr. Grayson earned a B.A. from Harvard University, an M.A. from Oxford University, and a J.D. from The University of Virginia Law School. We believe Mr. Grayson is qualified to serve on our Board of Directors due to his 30 years of experience, his many investments in early stage high technology businesses and his services as a director in many private and public companies.

**Stephen L. Green** has served on our Board of Directors since November 2001 and is the Chairman of our Audit Committee. Since 1991, Mr. Green has been a partner with Canaan Partners, a venture capital firm, where he has invested in technology companies. From October 1985 until November 1991, Mr. Green served as managing director of General Electric Capital's Corporate Finance Group. Mr. Green also serves on the board of directors and audit and compensation committees of Dean Foods Company, a leading food and beverage company; the board of directors and audit committee of Caris Life Sciences, a provider of diagnostic, translational development and pharmaceutical services; the board of directors and audit and compensation committees of Bidding4Good.com, Inc., an online auction fundraising platform; and the board of directors and audit committee of Verance Corporation, a media technology developer, all of which are privately held. Mr. Green also served as chairman of the audit committee at Advance PCS from 1993 to 2005. Mr. Green earned a B.A. in English from Amherst College. In addition, Mr. Green held a variety of financial roles over a 12-year period at General Electric, including a five year term as corporate auditor. We believe Mr. Green is qualified to serve on our Board of Directors due to his broad background in analyzing and financing companies involved in

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manufacturing, retail, radio, television, cable broadcasting and financial services during his 25-year career in private equity.

**Joseph Levin** has served on our Board of Directors since February 2008. Since November 2009, Mr. Levin has served as chief executive officer of Mindspark Interactive Network, a wholly-owned subsidiary of IAC, a leading internet company. Since joining IAC in 2006, Mr. Levin held a number of strategic planning and finance positions with IAC, including senior vice president, mergers & acquisitions and finance from January 2008 to November 2009. Prior to joining IAC, Mr. Levin worked in the technology mergers & acquisitions group at Credit Suisse First Boston (now Credit Suisse), an investment banking firm. Mr. Levin is a member of the boards of directors of Tree.com, a leading online lending exchange listed on the Nasdaq stock market, and Merchant Circle, a private venture-backed company which provides social networking services for local business owners. Previously, Mr. Levin served on the board of directors of Points International Ltd., a company that helps loyalty programs to drive greater online membership. Mr. Levin earned both a B.S. in economics and a B.A.S. in engineering from the University of Pennsylvania. We believe Mr. Levin is qualified to serve on our Board of Directors due to his senior executive management, strategic planning and mergers and acquisitions and finance experience.

**Scott Schultz** has served on our Board of Directors since May 2009. Mr. Schultz has served as the managing director for recreational tennis at the United States Tennis Association (USTA) since June 2003. Before joining the USTA, Mr. Schultz founded Ferris State University's Professional Tennis Management (PTM) program, the nation's first bachelor degree program in tennis. He served as the program's Director from 1987 to 1998 and then as a full professor for PTM in the University's College of Business from 1998 to 2003. Mr. Schultz also previously served as associate vice president for administration and finance at Ferris State University, where he oversaw all of the University's auxiliary enterprise business units. Mr. Schultz was a four-year scholarship tennis player at Western Michigan University, where he earned a B.B.A. He has also earned an M.S. in Career and Technical Education from Ferris State University. We believe Mr. Schultz is qualified to serve on our Board of Directors due to his finance background and his executive experience within our industry.

## **Board Composition**

Effective upon the completion of this offering, our Board of Directors will be authorized to have seven members. There are no family relationships among any of our directors and executive officers. Our Board of Directors will be comprised of three classes, as follows:

Class I, whose members will be Messrs. Grayson and Levin. The terms of the Class I directors will expire at our 2012 annual meeting of stockholders;

Class II, whose members will be Messrs. Green, Landa and Schultz. The terms of the Class II directors will expire at our 2013 annual meeting of stockholders; and

Class III, whose members will be Messrs. Alberga and Clancy. The terms of the Class III directors will expire at our 2014 annual meeting of stockholders.

At each annual meeting of stockholders to be held after this initial classification, the successors to directors whose terms then expire will serve until the third annual meeting following their election and until their successors are duly elected and qualified. The authorized number of directors may be changed only by resolution of our Board of Directors. Any additional directorships resulting from an increase in the number of directors will be distributed between the three classes so that, as nearly as possible, each class will consist of one-third of the total number of directors. Our directors will hold office until their successors have been elected and qualified or until their earlier death, resignation, disqualification or removal for cause by the affirmative vote of the holders of a majority of the outstanding stock entitled to vote on the election of directors.

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### **Board of Directors Leadership Structure**

Our Board of Directors believes that Mr. Alberga's service as both Chairman of the Board and Chief Executive Officer is in the best interests of our company and our stockholders. Mr. Alberga possesses detailed and in-depth knowledge of the issues, opportunities and challenges we face, and we believe he is the person best positioned to develop agendas that ensure that our Board of Directors time and attention is focused on the most critical matters. Our Board of Directors believes that his combined role enables decisive leadership, ensures clear accountability and enhances our ability to communicate our message and strategy clearly and consistently to stockholders, employees, customers and vendors. Each of the directors other than Messrs. Alberga and Landa is independent under the rules of the Nasdaq, the NYSE and the SEC, and our Board of Directors believes that the independent directors provide effective oversight of management. Although our Board of Directors currently believes that the combination of the Chairman and Chief Executive Officer roles is appropriate in the current circumstances, our amended and restated bylaws and corporate governance principles will provide our Board of Directors with the flexibility to separate the positions of Chairman of the Board and Chief Executive Officer. While we do not currently intend to separate these positions, a change in leadership structure would be made if our Board of Directors determines it is in the best long-term interests of our stockholders.

### **The Board's Role in Risk Oversight**

Our Board of Directors' role in risk oversight includes receiving reports from members of management regarding material risks faced by the company and applicable mitigation strategies and activities, at least on a quarterly basis. The reports cover the critical areas of operations, sales and marketing, technology and legal and financial affairs. Our Board of Directors and its committees consider these reports, discuss matters with management and identify and evaluate strategic or operational risks, and determine appropriate initiatives to address those risks.

### **Director Independence**

Under the listing requirements and rules of the Nasdaq or NYSE, independent directors must comprise a majority of a listed company's board of directors within a specified period of the completion of this offering.

Our Board of Directors has undertaken a review of the composition of our Board of Directors and each of its committees and the independence of each director. Based upon information requested from and provided by each director concerning his background, employment and affiliations, including family relationships, our Board of Directors has determined that Messrs. Clancy, Grayson, Green, Levin and Schultz, representing five of our seven directors, do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is independent as that term is defined under the applicable rules and regulations of the SEC and the listing requirements and rules of Nasdaq and the NYSE. In making this determination, our Board of Directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our Board of Directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director.

### **Board Committees**

Our Board of Directors has established the following committees: an audit committee, a compensation committee and a corporate governance and nominating committee. The composition and responsibilities of each committee are described below. Directors serve on these committees until their resignation or until otherwise determined by our Board of Directors.

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*Audit Committee.* Our audit committee oversees our corporate accounting and financial reporting process. The responsibilities of this committee include, among other things:

engaging our independent auditors to perform audit services and any permissible non-audit services;

monitoring the objectivity and independence of our independent auditors and the individuals assigned to the engagement team as required by law;

reviewing our annual and quarterly consolidated financial statements and reports and discussing the financial statements and reports with our independent auditors and management;

reviewing with our independent auditors and management any significant issues that arise regarding accounting principles and financial statement presentation, and matters concerning the scope, adequacy and effectiveness of our internal controls and disclosure controls and procedures;

establishing procedures for the receipt, retention and treatment of complaints received by us regarding internal controls, accounting or auditing matters;

establishing procedures for the confidential, anonymous submissions by employees regarding accounting, internal controls or accounting matters; and

reviewing and, if appropriate, approving proposed related party transactions.

Both our independent auditors and management periodically meet separately with our audit committee. We will adopt an audit committee charter prior to completion of our initial public offering, a copy of which will be available on our website [www.activenetwork.com](http://www.activenetwork.com).

The current members of our audit committee are Messrs. Clancy, Grayson and Green. Mr. Green serves as chairman of the committee. Our Board of Directors has determined that all of the members of our audit committee meet the requirements for financial literacy under the applicable rules and regulations of the SEC, Nasdaq and the NYSE. Our Board of Directors has determined that each member of audit committee is an audit committee financial expert as defined under the applicable rules of the SEC and has the requisite financial sophistication as defined under the applicable rules and regulations of Nasdaq and the NYSE. Our Board of Directors has determined that all of the members of our audit committee are independent directors as defined under the applicable rules and regulations of the SEC, Nasdaq and the NYSE.

*Compensation Committee.* Our compensation committee adopts and administers the compensation policies, plans and benefit programs for our executive officers and all other members of our executive team. The responsibilities of this committee include, among other things:

determining the compensation and other terms of employment of our executive officers and senior management, including our Chief Executive Officer, and reviewing and approving corporate performance goals and objectives relevant to such compensation;

recommending to our Board of Directors the type and amount of compensation to be paid or awarded to members of our Board of Directors;

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evaluating and recommending to our Board of Directors the equity incentive plans, compensation plans and similar programs advisable for us, as well as modification or termination of existing plans and programs;

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administering the issuance of stock options and other equity incentive arrangements under our equity incentive plans;

establishing policies with respect to equity compensation arrangements; and

reviewing and approving the terms of employment agreements, severance arrangements, change-in-control protections and any other compensatory arrangements for our executive officers and senior management.

Our compensation committee reviews and evaluates potential risks related to our compensation policies and practices for employees and has determined that we have no compensation risks that are reasonably likely to have a material adverse effect on our company. We structure our compensation to address company-wide risk. This is accomplished in part by tying compensation to corporate goals and individual performance goals. These goals can be adjusted annually to address risks identified in the annual risk assessment. We also use a mix of different compensation elements to balance short-term awards versus long-term awards to align compensation with our business strategy and stockholders interests. We believe the combination of base salary, performance-based cash awards and stock-based incentive awards with multi-year vesting periods is balanced and serves to motivate our employees to accomplish our business plan without creating risks that are reasonably likely to have a material adverse effect on our company. We will adopt a compensation committee charter prior to completion of our initial public offering, a copy of which will be available on our website at [www.activenetwork.com](http://www.activenetwork.com).

The current members of our compensation committee are Messrs. Clancy, Green and Schultz. Mr. Clancy serves as the chairman of the committee. Our Board of Directors has determined that all of the members of our compensation committee are independent directors under the applicable rules and regulations of the SEC, Nasdaq and NYSE.

*Nominating and Corporate Governance Committee.* Our nominating and corporate governance committee is responsible for, among other things, making recommendations regarding corporate governance, the composition of our Board of Directors, identification, evaluation and nomination of director candidates and the structure and composition of committees of our Board of Directors.

The responsibilities of this committee include, among other things:

developing and maintaining a current list of the functional needs and qualifications of members of our Board of Directors;

evaluating director performance on the board and applicable committees of the Board of Directors and determining whether continued service on our Board of Directors is appropriate;

interviewing, evaluating, nominating and recommending individuals for membership on our Board of Directors;

evaluating stockholder nominations of candidates for election to our Board of Directors;

developing, reviewing and amending a set of corporate governance policies and principles, including a code of ethics;

considering questions of possible conflicts of interest of directors as such questions arise; and

recommending to our Board of Directors the establishment of such special committees as may be desirable or necessary from time to time in order to address ethical, legal, business or other matters that may arise.



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We will adopt a nominating and corporate governance committee charter prior to completion of our initial public offering, a copy of which will be available on our website [www.activenetwork.com](http://www.activenetwork.com).

The current members of our nominating and corporate governance committee are Messrs. Clancy, Grayson and Green. Mr. Green serves as the chairman of the committee. Our Board of Directors has determined that all of the members of our nominating and corporate governance committee are independent directors under the applicable rules and regulations of Nasdaq and the NYSE.

**Compensation Committee Interlocks and Insider Participation**

No member of our compensation committee is or has at any time during the past year been one of our officers or employees. None of our executive officers currently serves or in the past year has served as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our Board of Directors or compensation committee.

**Code of Ethics**

We will adopt a code of ethics that applies to all of our officers, including those officers responsible for financial reporting, directors and employees prior to consummation of this offering prior to completion of our initial public offering. We will post a copy of our code of ethics, and intend to post amendments to this code, or any waivers of its requirements, on our website at [www.activenetwork.com](http://www.activenetwork.com), as permitted under SEC rules and regulations.

**Director Compensation**

Since we were founded in 1999, we have not formalized a director compensation program, nor have we compensated members of our Board of Directors, except for director fees paid to Mr. Clancy for his service as Chairman of our audit committee during the fiscal year ended December 31, 2010. Prior to completion of our initial public offering, our Board of Directors will adopt a non-employee director compensation policy.

Following the completion of this offering, all of our directors will be eligible to participate in our 2011 Plan, and our employee directors will be eligible to participate in our 2011 ESPP. For a more detailed description of these plans, see Employee Benefit Plans.

**Non-Employee Director Compensation Table**

The following table sets forth information regarding compensation earned by our non-employee-directors during the fiscal year ended December 31, 2010:

Name	Fees Earned or Paid in Cash	Option Awards <sup>(1)</sup>	Total
Thomas N. Clancy <sup>(2)</sup>	\$ 50,000	\$ 49,000	\$ 99,000
Stephen L. Green			
Bruns H. Grayson			
Joseph Levin			
Scott Schultz			

(1) Reflects the grant date fair value of all awards made during the year calculated using the assumptions described in note 16 to our audited financial statements included elsewhere in this prospectus. As of December 31, 2010, none of our directors had any outstanding options.

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- (2) As of December 31, 2010, Mr. Clancy holds 37,813 shares of common stock which were acquired upon early exercise of options. 17,500 of the unvested shares remain subject to a right of repurchase by us, which lapses over the remaining 26-month vesting schedule. 20,313 of the unvested shares remain subject to a right of repurchase by us, which lapses over the remaining 37-month vesting schedule.

**Executive Compensation**

*Compensation Discussion and Analysis*

We designed, and intend to modify as necessary, our compensation and benefits programs and philosophy, to attract, retain and incentivize talented, qualified and committed executive officers that share our commitment to our organizer customers and participant communities and desire to work toward our corporate objectives and annual and long-term goals. We believe compensation incentives for our executive officers should promote the success of our company and motivate them to pursue corporate objectives, and above all should be structured so as to reward clear, easily measured performance goals that closely align the executive officers' incentives with the long-term interests of our stockholders. Our executive compensation programs combine short- and long-term components, cash and equity, and fixed and contingent payments in the amounts and proportions that we believe are most appropriate to create incentives and reward our executive officers for achieving our objectives. Our executive compensation program also is intended to make us competitive in our industry, where there is considerable competition for talented executives.

The compensation committee of our Board of Directors oversees our executive compensation program. In this role, the compensation committee reviews on an annual basis and approves all compensation decisions relating to our executives, including our named executive officers. Our compensation programs have historically reflected our status as a start-up company, and our principal objective has been to preserve cash resources while attracting and retaining executive talent, largely through the grant of equity incentives consisting of stock options that vest over time. By focusing our executive compensation program on equity incentive awards, we have sought to align the interests of our executive officers and stockholders by motivating executive officers to increase the value of our stock over time.

In January 2011, our compensation committee engaged Compensia, an independent executive compensation consulting firm, to evaluate our executive compensation programs relative to those of a public company peer group and to make recommendations with respect to appropriate levels and forms of compensation. The objective of this evaluation and the resulting compensation adjustments will be to ensure that we remain competitive as a newly public company and that our named executive officers have meaningful incentives to remain employed with us and contribute to the achievement of our corporate goals. Based on these recommendations, our compensation committee will undertake a comprehensive review and evaluation of all of our compensation programs.

Our compensation committee intends to determine allocations of compensation between cash and equity compensation or among different forms of non-cash compensation based on its review of typical allocations within our compensation peer group. The committee has not adopted, however, and has no current plans to adopt, any policy requiring a specific allocation between cash and equity compensation or between short-term and long-term compensation. In the course of its deliberations, the committee will review each component of compensation, how they relate to each other and, in particular, how they relate to and affect total compensation. The compensation committee's philosophy is that a substantial portion of an executive officer's compensation should be performance-based, whether in the form of equity or cash compensation. In that regard, we also expect to continue to use options or other equity incentive awards as a significant component of compensation because we believe that they best align individual compensation with the creation of stockholder value. We also expect to continue to use cash incentive plans tied to our annual corporate goals.

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Our named executive officers for fiscal year 2010 were David Alberga, Chief Executive Officer and Chairman of the Board; Matthew Landa, President and Director; Scott Mendel, Chief Financial Officer; Jon Belmonte, Chief Media Officer; and Matt Ehrlichman, Chief Strategy Officer.

### ***Overview of Compensation Program***

The elements of our compensation program are directed toward providing our executives with both annual and long-term performance incentives, with the overall objective to motivate our executives to help us achieve our corporate goals and build value for our stockholders. The elements of our compensation program primarily include:

base salary;

annual performance-based cash bonus awards; and

stock-based incentive awards.

We also provide our executives with long-term disability insurance and a limited number of additional benefits that are provided to all of our employees. Each of these compensation elements is described in more detail below.

In determining the relevant amounts for each of these compensation elements to be awarded to our executives, our compensation committee considers the following objectives:

*A Substantial Portion of Executive Compensation Should Be Performance-Based.* We believe that a substantial portion of the compensation received by each of our executives should be directly tied to, and contingent upon, the performance of our company as a whole and the executive's individual contribution and performance. To support this objective, we established the 2010 Active Incentive Plan, or the Bonus Plan. The Bonus Plan is designed to align each executive's efforts with our key corporate goals by providing an opportunity for the executive to earn an annual cash bonus with amounts determined by considering our success in achieving our corporate goals, which are Adjusted EBITDA and revenue targets.

*Stock-Based Incentive Awards Should Comprise a Substantial Portion of Executive Compensation.* We believe that a substantial portion of executive compensation should be delivered in the form of stock-based incentive awards in order to align the long-term interests of our executives with those of our stockholders and to provide a retention incentive to our executives.

*Our Executive Compensation Should Be Competitive and Fair.* In order to help us attract and retain talented executives, we believe that our compensation programs should be competitive when compared to our peers as well as perceived as fair, when considered both externally as well as internally.

### ***Compensation Process***

Our compensation committee is responsible for establishing our compensation philosophy and setting the compensation levels for our executives, including base salaries, target-based cash bonus awards and stock-based incentive awards. The compensation committee is responsible for approving the corporate goals for purposes of determining annual cash bonus awards. To assist the compensation committee, our Chief Executive Officer will prepare a report at the beginning of each fiscal year recommending base salaries, stock-based incentive awards, corporate goals for the fiscal year and individual performance goals for each executive officer. The compensation committee in its sole discretion may accept or adjust the compensation recommendations it is provided. No executive officer is present at the time his or her compensation is being discussed or determined by the compensation committee.



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In addition to the report, our compensation committee considers relevant market compensation data. Historically, we have informally considered the competitive market for corresponding positions within comparable geographic areas and companies of similar size and stage of development operating in our industry based on general knowledge possessed by members of our compensation committee. As we gain experience as a public company, we expect that the specific direction, emphasis and components of our executive compensation program will continue to evolve. We will favor a more empirically-based approach that involves formal benchmarking as well as best practices with respect to compensation and benefits.

In January 2011, our compensation committee engaged Compensia, a national compensation consulting firm, to provide executive compensation advisory services for 2011, including the following:

an assessment of our executives' base salaries, cash bonuses and equity compensation levels and plan structures;

a review of market and best practice with respect to executive severance/change-of-control arrangements;

assistance with a review of our equity compensation strategy, including the development of award guidelines and an aggregate spending budget;

a review of considerations and market practices related to short-term cash incentive plans; and

a review of board of director compensation market practices among public high-technology companies.

Accordingly, the compensation paid to our named executive officers for fiscal year 2010 is not necessarily indicative of how we will compensate our named executive officers going forward.

### ***Determination of Executive Compensation***

In setting the compensation for our executive officers, our compensation committee places significant emphasis on the recommendation of our Chief Executive Officer (other than with respect to determining his own compensation), considers our overall performance during the prior fiscal year and the executive's individual contributions during the prior fiscal year, as well as relevant market data. With respect to the hiring of Mr. Mendel as our Chief Financial Officer in March 2010, the compensation committee considered Mr. Mendel's executive background, relevant market data and prior compensation earned by Mr. Mendel in lieu of prior year performance.

### ***Components of Executive Compensation***

As indicated above, we compensate our executives through a combination of annual and long-term incentives that are designed to motivate our executives to help us achieve our key corporate goals and build value for our stockholders.

**Base Salary.** Our compensation committee is responsible for setting our executive base salaries. Our base salaries reflect salaries that our compensation committee generally acknowledged to be below base salaries available at larger public companies. Many of the named executive officers were early employees who recognized our cash constraints as we focused resources on the development of our business and who agreed to relatively lower base salaries in exchange for equity incentive awards. In setting base salaries for our executive officers, our compensation committee considers the executive's position, our success in achieving our prior year corporate goals, the individual's contribution and performance during the prior fiscal year and informal benchmarking. Following our offering, we will favor a more empirically-based approach that involves formal benchmarking based on an executive compensation peer group which we are currently developing with the

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assistance of Compensia. The compensation committee also considers the evaluations and recommendations proposed by our Chief Executive Officer. The compensation committee evaluates and sets the base salaries for our executives on an annual basis following mid-year performance reviews, as well as upon a promotion or other change in responsibility.

Our named executive officers have been paid the below annualized base salaries for the year ending December 31, 2010 and are currently being paid the below annualized base salaries for the year ending December 31, 2011. Our compensation committee will conduct its annual review of our executive officers' base salaries in June 2011 and base salaries of our executive officers may be adjusted accordingly.

<b>Name and Title</b>	<b>2010 Base Salary</b>	<b>2011 Base Salary</b>
David Alberga, <i>Chief Executive Officer</i>	\$ 281,218	\$ 287,164
Matthew Landa, <i>President</i>	246,582	251,796
Scott Mendel, <i>Chief Financial Officer</i>	240,000	240,000
Jon Belmonte, <i>Chief Media Officer</i>	211,946	216,428
Matt Ehrlichman, <i>Chief Strategy Officer</i>	207,962	218,000

**Performance-Based Cash Bonus Awards.** Our compensation committee is responsible for administering our 2010 Bonus Plan, or the Bonus Plan. All named executive officers are eligible to participate in the Bonus Plan. The Bonus Plan is designed to align each executive's efforts with our corporate goals. For fiscal 2010, our corporate goals were based on two equally weighted goals: Adjusted EBITDA and net revenue.

The Bonus Plan has three thresholds of achievement for our corporate goals: base plan (50% of target), target plan (100% of target) and maximum plan (150% of target). Each threshold requires us to achieve both our Adjusted EBITDA and net revenue targets for the applicable threshold bonus to be paid. Following achievement of a threshold, bonuses will be assessed independently on a linear basis and the degree to which we perform against these goals will determine the amounts payable under the Bonus Plan. The resulting calculation of the Adjusted EBITDA component and revenue component will be summed to arrive at a total target bonus amount for each named executive officer. Achievement above and beyond the maximum threshold level may result in an additional bonus reward based on exceptional individual contributions. In addition, to reward exceptional individual contributions, in certain circumstances, the compensation committee may determine to award a bonus to a named executive officer in the event we do not achieve our corporate goals. However, individual incentive payments will not be an entitlement. There are no other individual components required for our named executive officers to receive a bonus award under the Bonus Plan as each executive's individual contributions are linked to our corporate goals.

At the time the corporate goals were set, our compensation committee believed that the corporate goals were challenging and aggressive. For example, at each of the three thresholds, we would have had to achieve an exceptional year-over-year increase in our annual Adjusted EBITDA and revenue. Our compensation committee believed that the achievement of the Adjusted EBITDA and revenue goals at each of the threshold levels would require extraordinary efforts, excellent leadership, effective leveraging of our competencies and a clear focus on driving results throughout the year.

After the end of each fiscal year, the compensation committee will be responsible for setting the actual bonus amounts to be awarded. To assist our compensation committee, each year our Chief Executive Officer will provide the compensation committee with documentation regarding full or partial achievement of our corporate goals.

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We may terminate the Bonus Plan at any time, and may alter the terms and conditions under which the bonus awards are set, calculated or paid. For fiscal 2010, our compensation committee set the thresholds at the following three levels based on each named executive officer's role and responsibilities. The target Bonus Plan threshold is equivalent to 80% of the executive's base salary as in effect on January 1, 2010. Scott Mendel's thresholds are pro-rated for his ten months of service with the company during fiscal 2010.

Name and Title	Base Plan (50% Target)	Target Plan (100% Target)	Maximum Plan (150% Target)
David Alberga, <i>Chief Executive Officer</i>	\$ 110,448	\$ 220,896	\$ 331,344
Matthew Landa, <i>President</i>	96,845	193,690	290,534
Scott Mendel, <i>Chief Financial Officer</i>	80,000	160,000	240,000
Jon Belmonte, <i>Chief Media Officer</i>	83,242	166,483	249,725
Matt Ehrlichman, <i>Chief Strategy Officer</i>	87,200	174,200	261,600

Our compensation committee has not yet determined the bonus payments for 2010. We expect our compensation committee to make such a determination in March 2011 following completion of our 2010 audit and a determination is made as to whether we achieved our corporate objectives in 2010. For fiscal year 2009, we did not achieve our Adjusted EBITDA and revenue targets, and as a result, no bonuses were paid to executive officers under the Bonus Plan. However, our named executive officers employed with us in 2009 will receive retention-based cash incentive awards in the amounts set forth below for services performed in 2009, payable on the earlier of May 25, 2012, or 60 days following the closing date of our initial public offering. Our compensation committee granted the awards on a deferred basis for retention purposes. Each named executive officer must be employed at the payment date to receive the award.

Name and Title	Amount of Special Deferred Incentive Award
David Alberga, <i>Chief Executive Officer</i>	\$ 230,000
Matthew Landa, <i>President</i>	230,000
Jon Belmonte, <i>Chief Media Officer</i>	151,500
Matt Ehrlichman, <i>Chief Strategy Officer</i>	158,558

**Stock-Based Incentive Awards.** In addition to our performance-based cash bonus awards, we provide long-term stock-based incentive awards to our executive officers. These stock-based incentive awards generally consist of options to purchase shares of our common stock. We believe that stock option awards help further our compensation objectives by encouraging our executives to remain with us through at least the vesting period applicable to the award and by providing our executives with incentives to continue to focus on our financial performance and increasing stockholder value.

Our executive officers generally receive a stock option award in connection with their initial hire, following promotions and on an annual basis. With respect to our hiring of Mr. Mendel in March 2010, we granted Mr. Mendel options to purchase 250,000 shares of our common stock based on his executive background and historical compensation. To date, our equity incentives have been granted principally with time-based vesting. Most new hire option grants, including those for our executive officers, vest over a four-year period with 25% vesting at the end of the first year of employment and the remainder vesting in equal monthly installments over the subsequent three years of employment. Annual grants generally vest monthly in equal installments over a four year period. However, certain stock options awards have been granted to our named executive officers with vesting in equal monthly installments over two and three year periods. Although our practice in recent years has been to provide equity incentives principally in the form of stock option grants that vest over time, our compensation committee may consider alternative forms of equity in the future, such as performance shares, restricted stock units or restricted stock awards with alternative vesting strategies based on the achievement of performance milestones or financial metrics. See 2011 Equity Incentive Award Plan below for additional information.

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**Stock and Option Grant Practices.** In the absence of a public trading market for our common stock, our Board of Directors has historically determined the fair market value of our common stock in good faith based upon consideration of a number of relevant factors including our financial condition, the likelihood of a liquidity event, the liquidation preference of our participating preferred stock, the price at which our preferred stock was sold, the enterprise values of comparable companies, our cash needs, operating losses, market conditions, material risks to our business and valuations obtained from independent valuation firms. All equity awards to our employees, consultants and directors were granted at no less than the fair market value of our common stock as determined in good faith by our Board of Directors on the date of grant of each award.

Going forward, we expect all stock and option awards to new and current employees, including our executive officers, will be granted at pre-determined meeting dates of the compensation committee. Our compensation committee will grant the equity awards in accordance with the dates fixed by this policy whether or not we are aware of any material non-public information (whether positive or negative) at the time of grant. The amount of realizable value related to such awards will be determined by our stock price on the date the awards vest, and therefore will be determined by our financial performance during the period prior to vesting. Whether our stock price moves up or down shortly after the grant date is largely irrelevant for purposes of the equity awards.

The exercise price of any option grant will be determined by reference to the fair market value of such shares, which the 2011 Equity Incentive Award Plan, or the 2011 Plan, defines as the closing price of our common stock on the \_\_\_\_\_ on the date of grant.

### **Other Benefits**

In order to attract, retain and pay market levels of compensation, we provide our executives with the following benefits:

*Health Insurance.* We provide each of our executives and their spouses and children the same health, dental and vision insurance coverage we make available to our other eligible employees.

*Disability Insurance.* We provide each of our executives with disability insurance.

*Pension Benefits.* We do not provide pension arrangements or post-retirement health coverage for our executives or employees. Our executives and other eligible employees are eligible to participate in our 401(k) defined contribution plan. Pursuant to our 401(k) plan, we made matching contributions for each of our named executive officers in an amount equal to \$0.25 for every \$1.00 contributed up to maximum of 1% of earnings.

*Nonqualified Deferred Compensation.* We do not currently provide any nonqualified defined contribution or other deferred compensation plans to any of our employees.

*Perquisites.* We have historically limited the perquisites made available to our executive officers. Our executives are entitled to relocation expenses on their initial hire and other benefits with de minimis value that are not otherwise available to all of our employees. This policy could change if we find it important to provide perquisites to increase our ability to attract and retain key employees.

### **Post-Employment Compensation**

Certain terms and conditions of employment for each of our named executive officers are set forth in retention agreements. We recognized that it would be necessary to develop competitive compensation packages designed to attract and retain qualified candidates at our most critical positions. At the same time, we were sensitive to the need to integrate new executive officers into our existing executive compensation structure, balancing both competitive and internal equity considerations.

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The retention agreements that we extended to our named executive officers provide for certain protections in the event of their termination of employment under specified circumstances, or following a change in control. We believe that these protections were necessary to induce these individuals to forego other opportunities or leave their current employment for a position in a new and unfamiliar organization. We also believe that entering into these arrangements will help our executives maintain continued focus and dedication to their responsibilities to help maximize stockholder value if there is a potential transaction that could involve a change in control of our company.

For a summary of the material terms and conditions of these severance and change in control arrangements, see [Retention and Change of Control Agreements](#).

## **Accounting and Tax Considerations**

Internal Revenue Code (the Code) Section 162(m) limits the amount that we may deduct for compensation paid to our Chief Executive Officer and to each of our four most highly compensated officers to \$1,000,000 per person, unless certain exemption requirements are met. Exemptions to this deductibility limit may be made for various forms of performance-based compensation. In addition to salary and bonus compensation, upon the exercise of stock options that are not treated as incentive stock options, the excess of the current market price over the option price, or option spread, is treated as compensation and accordingly, in any year, such exercise may cause an officer's total compensation to exceed \$1,000,000. Under certain regulations, option spread compensation from options that meet certain requirements will not be subject to the \$1,000,000 cap on deductibility, and in the past, we have granted options that we believe met those requirements. While the compensation committee cannot predict how the deductibility limit may impact our compensation program in future years, the compensation committee intends to maintain an approach to executive compensation that strongly links pay to performance. While the compensation committee has not adopted a formal policy regarding tax deductibility of compensation paid to our named executive officers, the compensation committee intends to consider tax deductibility under Section 162(m) as a factor in compensation decisions.

Section 409A of the Code imposes additional significant taxes in the event that an executive officer, director, or other service provider receives deferred compensation that does not satisfy the requirements of Section 409A. Although we do not maintain traditional nonqualified deferred compensation plans, Section 409A does apply to certain change of control severance arrangements. Consequently, to assist in avoiding additional tax under Section 409A, we have designed the change of control severance arrangements described above in a manner to avoid the application of Section 409A.

**Table of Contents****Summary Compensation Table**

The following table summarizes information concerning the compensation awarded to, earned by, or paid for services rendered in all capacities by our named executive officers during the year ended December 31, 2010. The compensation described in this table does not include medical, group life insurance or other benefits which are available generally to all of our salaried employees.

Name and Principal Position	Fiscal Year Ended December 31,	Salary (\$)	Option Awards (\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(2)</sup>	All Other Compensation (\$)	Total
David Alberga <i>Chief Executive Officer</i>	2010	\$ 281,218	\$ 196,000	\$ 220,896	\$ 2,187 <sup>(4)</sup>	\$ 700,301
Matthew Landa <i>President</i>	2010	246,582	156,800	193,690	291 <sup>(5)</sup>	597,363
Scott Mendel <sup>(3)</sup> <i>Chief Financial Officer</i>	2010	193,846	1,098,750	160,000	57,734 <sup>(6)</sup>	1,511,557
Jon Belmonte <i>Chief Media Officer</i>	2010	211,946	98,000	166,483	2,283 <sup>(7)</sup>	478,712
Matt Ehrlichman <i>Chief Strategy Officer</i>	2010	207,962	980,000	174,387	2,174 <sup>(8)</sup>	1,364,523

- (1) Figures reflected are based on the grant date fair value of all awards made during the year calculated using the assumptions described in note 16 to our audited financial statements included elsewhere in this prospectus.
- (2) The amounts included in the Non-Equity Incentive Plan Compensation column for 2010 assume we achieve our target corporate goals. As of February 14, 2011, we are unable to calculate the amount of these payments for 2010. We anticipate the amount of these payments will be determined in March 2011.
- (3) Mr. Mendel has served as our principal financial officer since March 2010. Prior to that time, Mr. Landa served as our principal financial officer.
- (4) Includes payment for long-term disability in the amount of \$331 and 401(k) matching contributions in the amount of \$1,856.
- (5) Includes payment for long-term disability in the amount of \$291.
- (6) Includes payment for long-term disability in the amount of \$216 and reimbursement for relocation expenses in the amount of \$57,518.
- (7) Includes payment for long-term disability in the amount of \$250 and 401(k) matching contributions in the amount of \$2,033.
- (8) Includes payment for long-term disability in the amount of \$262 and 401(k) matching contributions in the amount of \$1,912.



**Table of Contents****2010 Grants of Plan Based Awards**

The following table sets forth information regarding grants of plan based awards to each of the named executive officers during the fiscal year ended December 31, 2010. During the year ended December 31, 2010, we granted stock options to purchase 2,458,300 shares of our common stock under our 2002 Plan, including grants to executive officers. Generally, 25% of the shares subject to options vest one year from the date of hire and the remainder of the shares vest in equal monthly installments over the 36 months thereafter. Options granted one year from the date of hire start vesting immediately in equal monthly installments over 48 months. The exercise price per share of each stock option granted to our named executive officers was equal to the fair market value of our common stock as determined in good faith by our Board of Directors on the date of the grant. Options expire ten years from the date of grant.

Name	Grant Date	Estimated Future Payouts under Non-Equity Plan Incentive Awards (\$) <sup>(1)</sup>			All Other Option Awards; Number of Securities Underlying Options (#)	Exercise Price of Option Awards (\$/Share)	Grant Date Fair Value of Option Awards (\$) <sup>(2)</sup>
		Base	Target	Maximum			
David Alberga	3/5/2010	\$ 110,448	\$ 220,896	\$ 331,344	100,000	\$ 1.96	\$ 196,000
Matthew Landa	3/5/2010	\$ 96,845	\$ 193,690	\$ 290,534	80,000	1.96	156,800
Scott Mendel	3/8/2010 11/18/2010	\$ 80,000	\$ 160,000	\$ 240,000	250,000 125,000	1.96 4.87	490,000 608,750
Jon Belmonte	3/5/2010	\$ 83,242	\$ 166,483	\$ 249,725	50,000	1.96	98,000
Matt Ehrlichman	3/5/2010	\$ 87,194	\$ 174,387	\$ 261,581	500,000	1.96	980,000

(1) Amounts in the Estimated Future Payouts Under Non-Equity Incentive Plan Awards column relate to amounts payable under our 2010 Bonus Plan. Each column assumes the achievement of our corporate goals at the applicable threshold level. We anticipate the amount of these payments will be determined in March 2011.

(2) Figures reflected are based on the grant date fair value of all awards made during the year calculated using the assumptions described in note 16 to our audited financial statements included elsewhere in this prospectus.

**Table of Contents****Outstanding Option Awards at Year End**

The following table sets forth information regarding outstanding option awards held by our named executive officers at December 31, 2010.

Name	Grant Date	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)
David Alberga	1/1/2002	88,018 <sup>(1)</sup>		\$ 0.23	1/1/2012		
	12/31/2003	14,293 <sup>(2)</sup>		\$ 0.23	12/31/2013		
	2/8/2005	15,626 <sup>(4)</sup>		\$ 1.96	2/8/2015		
	2/16/2006	150,408 <sup>(2)</sup>		\$ 1.96	2/16/2016		
	11/9/2006	482,701 <sup>(4)</sup>		\$ 1.96	11/9/2016		
	2/27/2007	100,000 <sup>(2)</sup>		\$ 1.96	2/27/2017		
	9/6/2007	479,650 <sup>(4)</sup>		\$ 1.96	9/6/2017		
	2/21/2008	100,000 <sup>(2)</sup>		\$ 1.96	2/21/2018		
	8/22/2008	158,966 <sup>(3)</sup>		\$ 1.96	8/22/2018		
	11/20/2008	299,646 <sup>(3)</sup>		\$ 1.96	11/20/2018		
	1/20/2009	158,300 <sup>(3)</sup>		\$ 1.96	1/20/2019		
	4/1/2009	100,000 <sup>(2)</sup>		\$ 1.96	4/1/2019		
3/5/2010	100,000 <sup>(2)</sup>		\$ 1.96	3/5/2020			
Matthew Landa	12/31/2003	25,335 <sup>(2)</sup>		\$ 0.23	12/31/2013		
	2/16/2006	60,179 <sup>(2)</sup>		\$ 1.96	2/16/2016		
	11/9/2006	393,104 <sup>(4)</sup>		\$ 1.96	11/9/2016		
	2/27/2007	67,865 <sup>(2)</sup>		\$ 1.96	2/27/2017		
	9/6/2007	408,005 <sup>(4)</sup>		\$ 1.96	9/6/2017		
	2/21/2008	72,515 <sup>(3)</sup>		\$ 1.96	2/21/2018		
	8/22/2008	148,022 <sup>(3)</sup>		\$ 1.96	8/22/2018		
	11/20/2008	143,392 <sup>(3)</sup>		\$ 1.96	11/20/2018		
	1/20/2009	54,923 <sup>(3)</sup>		\$ 1.96	1/20/2019		
	4/1/2009	61,667 <sup>(2)</sup>		\$ 1.96	4/1/2019		
3/5/2010	80,000 <sup>(5)</sup>		\$ 1.96	3/5/2020			
Scott Mendel	3/8/2010	250,000 <sup>(5)</sup>		\$ 1.96	3/8/2020		
	11/18/2010	125,000 <sup>(5)</sup>		\$ 4.87	11/18/2020		
Jon Belmonte	2/8/2005	13,333 <sup>(4)</sup>		\$ 1.96	2/8/2015		
	2/16/2006	36,887 <sup>(2)</sup>		\$ 1.96	2/16/2016		
	11/9/2006	333,049 <sup>(4)</sup>		\$ 1.96	11/9/2016		
	2/27/2007	55,000 <sup>(2)</sup>		\$ 1.96	2/27/2017		
	9/6/2007	340,201 <sup>(4)</sup>		\$ 1.96	9/6/2017		
	2/21/2008	55,000 <sup>(2)</sup>		\$ 1.96	2/21/2018		
	8/22/2008	108,597 <sup>(3)</sup>		\$ 1.96	8/22/2018		
	11/20/2008	203,579 <sup>(3)</sup>		\$ 1.96	11/20/2018		
	1/20/2009	107,599 <sup>(3)</sup>		\$ 1.96	1/20/2019		
	4/1/2009	38,542 <sup>(2)</sup>		\$ 1.96	4/1/2019		
3/5/2010	50,000 <sup>(2)</sup>		\$ 1.96	3/5/2020			
Matt Ehrlichman	3/2/2007					78,500 <sup>(6)</sup>	485,130



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- (1) Each option grant vests in 36 equal monthly installments beginning on the grant date, subject to acceleration as described under Potential Payments upon Termination of Change of Control below.
- (2) Each option grant vests in 48 equal monthly installments beginning on the grant date, subject to acceleration as described under Potential Payments upon Termination or Change of Control below.
- (3) Each option grant vests in 24 equal monthly installments beginning on the grant date, subject to acceleration as described under Potential Payments upon Termination of Change of Control below.
- (4) Each option is fully vested as of December 31, 2010.
- (5) Each option grant vests as to 25% of the shares subject to the option on the first anniversary of the grant date and 1/48th of the shares subject to the option on each monthly anniversary, subject to acceleration as described under Potential Payments upon Termination or Change of Control below.
- (6) Each stock award vests as follows: 50,000 shares on each of the first three anniversaries of the grant date and 78,500 shares on the fourth anniversary of grant date.

**Options Exercised and Stock Vested**

The following table sets forth certain information regarding exercised stock options and vested restricted stock during the year ended December 31, 2010 for each of the named executive officers. There was no public trading market for our common stock as of December 31, 2010. Accordingly, these values have been calculated on the basis of the mid-point of the estimated price range set forth on the cover of this prospectus, which is \$ , less as applicable, the exercise price per share, multiplied by the number of shares issued or issuable, as the case may be, on the exercise of the option. This mid-point does not necessarily represent the actual value of our common stock at December 31, 2010. These options are immediately exercisable and, when and if exercised, will be subject to a repurchase right held by us, which right lapses in accordance with the respective vesting schedules for the option grants.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
David Alberga		\$		
Matthew Landa	350,000			
Scott Mendel				
Jon Belmonte	150,000			
Matt Ehrlichman	500,000		150,000	

**Potential Payments upon Termination or Change in Control**

The table below describes the potential payments or benefits to our named executive officers upon termination of employment by us without cause or termination of employment by the named executive officer for good reason, as if each executive's employment terminated as of December 31, 2010. See Employment Arrangements for additional information.

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<b>Name</b>	<b>Base Salary</b>	<b>Health</b>	<b>Stock or Option Vesting<sup>(1)</sup></b>	<b>Other</b>	<b>Total</b>
David Alberga	\$ 281,218	\$ 17,267			
Matthew Landa	246,582	17,267			
Scott Mendel	120,000	7,638			
Jon Belmonte	211,946	10,596			
Matt Ehrlichman					

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- (1) The value of vesting acceleration is calculated assuming a price per share of \$ \_\_\_\_\_, which is the mid-point of the price range set forth on the cover page of this prospectus, with respect to unvested option shares subject to acceleration minus the exercise price of these unvested option shares.

The table below describes the potential payments or benefits to our named executive officers upon a change of control of the company, as if such change of control occurred as of December 31, 2010. See Employment Arrangements for additional information.

Name	Stock or Option Vesting <sup>(1)</sup>
David Alberga	
Matthew Landa	
Scott Mendel	
Jon Belmonte	
Matt Ehrlichman	

- (1) The value of vesting acceleration is calculated assuming a price per share of \$ \_\_\_\_\_, which is the mid-point of the price range set forth on the cover page of this prospectus, with respect to unvested option shares subject to acceleration minus the exercise price of these unvested option shares.

**Employment Arrangements**

***Retention and Change of Control Arrangements***

On August 17, 2005, we entered into executive retention agreements with each of Messrs. Alberga, Landa and Belmonte. These agreements were amended on December 22, 2008. In March 2010, we entered into an executive retention agreement with Scott Mendel with substantially the same terms. Each of these agreements provides that if we terminate the executive's employment without cause (as defined in each of the respective retention agreements), if the executive terminates his employment for good reason (as defined in each of the respective retention agreements) or if the executive's employment is terminated due to complete disability (as defined in each of the respective retention agreements), the executive will be entitled to receive the following:

base salary and accrued and unused vacation benefits earned through the date of termination, less standard tax withholding;

subject to certain exceptions, one year severance from the date of termination at the executive's then base salary payable within ten days following termination of employment, plus (i) reimbursement of premiums for continued health care coverage for a one year period and (ii) an amount equal to the executive's target annual bonus for the fiscal year assuming all performance objectives have been met and prorated based on the number of days the executive was employed with us prior to termination, payable within ten days following termination of employment; and

vesting of stock options on the date of termination with respect to the number of options and any other equity awards that would have vested over the 12-month period following the date of termination.

In addition to the foregoing, in the event of a change of control, regardless of termination, all of the executive's stock options and any other equity awards become fully vested and the post-termination exercisability period will for be for up two years following termination.



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For a summary of the material terms and conditions of acceleration of options granted under our 2002 Plan, see Employee Benefit Plans.

### ***Offer Letters***

On January 5, 2010, we entered into an offer letter with Scott Mendel, our Chief Financial Officer. The offer letter has no specific term and constitutes at-will employment. Mr. Mendel's current base salary is \$240,000, and he is eligible to participate in our annual incentive bonus plan. In connection with Mr. Mendel's commencement of employment, we granted Mr. Mendel options to purchase 250,000 shares of our common stock and reimbursed him for certain relocation expenses.

On March 1, 2007, we entered into an offer letter with Matt Ehrlichman, our Chief Strategy Officer, which was subsequently amended on December 20, 2007. The offer letter has no specific term and constitutes at-will employment. Mr. Ehrlichman's current base salary is \$218,000, and he is eligible to participate in our annual incentive bonus plan. In connection with Mr. Ehrlichman's commencement of employment, we granted 228,500 shares of restricted stock to Mr. Ehrlichman. All unvested shares of restricted stock granted to Mr. Ehrlichman under the offer letter vest immediately upon termination of Mr. Ehrlichman's employment due to death, disability or discharge without cause or resignation for good reason.

### **Employee Benefit Plans**

#### ***2011 Equity Incentive Award Plan***

We expect that our Board of Directors and our stockholders will adopt and approve our 2011 Equity Incentive Award Plan, or 2011 Plan, prior to the completion of this offering.

We expect that \_\_\_\_\_ shares of our common stock will be initially authorized and reserved for issuance under our 2011 Plan. This reserve will automatically increase on January 1, 2012 and each subsequent anniversary through January 1, 2021, by an amount equal to the smaller of \_\_\_\_\_% of the number of shares of common stock issued and outstanding on the immediately preceding December 31 or an amount determined by our Board of Directors. The number of shares authorized for issuance under our 2011 Plan will also be increased from time to time by up to that number of shares of common stock remaining subject to options and restricted stock awards outstanding under the 2002 Plan at the time of its termination that expire or terminate or are forfeited for any reason after the effective date of our 2011 Plan. Appropriate adjustments will be made in the number of authorized shares and other numerical limits in our 2011 Plan and in outstanding awards to prevent dilution or enlargement of participants' rights in the event of a stock split or other change in our capital structure. Shares subject to awards granted under our 2011 Plan which expire, are repurchased, or are cancelled or forfeited will again become available for issuance under our 2011 Plan. The shares available will not be reduced by awards settled in cash. Shares withheld to satisfy tax withholding obligations will not again become available for grant. The gross number of shares issued upon the exercise of stock appreciation rights or options exercised by means of a net exercise or by tender of previously owned shares will be deducted from the shares available under our 2011 Plan.

Awards may be granted under our 2011 Plan to employees, including officers, directors, or consultants, of The Active Network and our present or future affiliated entities. While we may grant incentive stock options only to employees, we may grant nonstatutory stock options, stock appreciation rights, restricted stock purchase rights or bonuses, restricted stock units, performance shares, performance units and cash-based awards or other stock-based awards to any eligible participant.

The 2011 Plan is administered by our compensation committee. Subject to the provisions of our 2011 Plan, the compensation committee determines, in its discretion, the persons to whom, and the times at which, awards are granted, as well as the size, terms and conditions of each award. All awards are evidenced by a

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written agreement between us and the holder of the award. The compensation committee has the authority to construe and interpret the terms of our 2011 Plan and awards granted under our 2011 Plan.

In the event of a change in control as described in our 2011 Plan, the acquiring or successor entity may assume or continue all or any awards outstanding under our 2011 Plan or substitute substantially equivalent awards. Any awards which are not assumed or continued in connection with a change in control or are not exercised or settled prior to the change in control will terminate effective as of the time of the change in control. The compensation committee may provide for the acceleration of vesting of any or all outstanding awards upon such terms and to such extent as it determines, except that the vesting of all awards held by members of our Board of Directors who are not employees will automatically be accelerated in full. Our 2011 Plan also authorizes the compensation committee, in its discretion and without the consent of any participant, to cancel each or any outstanding award denominated in shares upon a change in control in exchange for a payment to the participant with respect to each share subject to the cancelled award of an amount equal to the excess of the consideration to be paid per share of common stock in the change in control transaction over the exercise price per share, if any, under the award.

*2002 Stock Option/Stock Issuance Plan*

Our 2002 Stock Option/Stock Issuance Plan, as amended, or our 2002 Plan, was initially adopted by our Board of Directors and approved by our stockholders in January 2002. As of December 31, 2010, the maximum number of shares of common stock issuable pursuant to the 2002 Plan is 15,687,998 shares plus the shares of common stock subject to options pursuant to awards granted under a previous stock plan forfeited after adoption of the 2002 Plan. As of December 31, 2010, options to purchase 4,104,953 shares of common stock had been exercised, options to purchase 11,433,588 shares of common stock were outstanding under our 2002 Plan and 150,435 shares of common stock remained available for grant. As of December 31, 2010, the outstanding options were exercisable at a weighted average exercise price of approximately \$2.18 per share. The material terms of our 2002 Stock Plan are summarized below. Our 2002 Stock Plan is filed as an exhibit to the registration statement of which this prospectus is a part.

After the effective date of our 2011 Stock Plan, no additional awards will be granted under our 2002 Stock Plan, and all awards granted under our 2002 Stock Plan that are repurchased, forfeited, expire or are cancelled will become available for grant under our 2011 Stock Plan.

The compensation committee of our Board of Directors administers our 2002 Stock Plan. Subject to the terms and conditions of our 2002 Stock Plan, our compensation committee has the authority to select the persons to whom awards are to be made, to determine the number of shares to be subject thereto and the terms and conditions thereof, and to make all other determinations and to take all other actions necessary or advisable for the administration of our 2002 Stock Plan. Our compensation committee is also authorized to adopt, amend or rescind rules relating to administration of our 2002 Stock Plan. Our Board of Directors may at any time revest in itself the authority to administer our 2002 Stock Plan.

Options and stock purchase awards under our 2002 Stock Plan may be granted to individuals who are then our officers or employees or are the officers or employees of any parent or subsidiary of ours. Such awards may also be granted to our non-employee directors or consultants, or the non-employee directors or consultants of our parent or subsidiary corporations, but only employees may be granted ISOs.

Our 2002 plan provides that our compensation committee may grant or issue stock options and stock purchase awards or any combination thereof. Each award will be set forth in a separate agreement with the person receiving the award and will indicate the type, terms and conditions of the award.

*Nonqualified Stock Options ( NSQOs )* provide for the right to purchase shares of our common stock at a specified price, which for purposes of our 2002 Stock Plan may be no less than 85% of the fair market value of the common stock on the date of grant, and usually will become exercisable (at the discretion of our compensation committee) in one or more installments after the grant date.

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subject to the participant's continued employment or service with us and/or subject to the satisfaction of performance targets established by our compensation committee. Under our 2002 plan, in the case of an NQSO granted to an individual who owns (or is deemed to own) at least 10% of the total combined voting power of all classes of our capital stock, our 2002 plan provides that the exercise price must be at least 110% of the fair market value of a share of common stock on the date of grant. NQSOs may be granted for a maximum 10 year term.

*Incentive Stock Options ( ISOs )* are designed to comply with the provisions of the Internal Revenue Code and will be subject to specified restrictions contained in the Internal Revenue Code. ISOs may only be granted to employees and must have an exercise price equal to or greater than the fair market value of the common stock underlying the ISO as of the date of grant. ISOs usually will vest and become exercisable in the same manner as NSQOs and may be granted for a maximum 10-year term. The aggregate fair market value of the shares of common stock for which one or more options granted to an employee may for the first time become exercisable as ISOs during any one calendar year cannot exceed \$100,000 (to the extent that option grants would exceed this \$100,000 limit, they are treated as NSQOs). If any employee to whom an ISO is granted is a 10% stockholder, then the ISO must have an exercise price equal to 110% of the fair market value of a share of common stock on the date of grant and may only have a maximum term of 5 years.

*Stock Purchase Awards* are purchased through a stock purchase agreement. Subject to certain limitations, the purchase price for stock purchase awards must be at least 85% of the fair market value of the common stock on the date of grant or at the time the purchase is consummated, or 100% of the fair market value if the recipient of the stock purchase award possesses more than 10% of our total combined voting power, or any parent or subsidiary of ours. The purchase price for a stock purchase award may be payable in cash, a deferred payment arrangement or past services rendered for us. We may specify in any stock purchase award granted under our 2002 Stock Plan that such stock purchase award is subject to a right of repurchase on our behalf.

In the event of a change in control where the acquirer does not assume or replace awards granted under our 2002 Stock Plan, awards issued under our 2002 Stock Plan will be subject to accelerated vesting such that 100% of such award will become vested and exercisable or payable, as applicable. All awards that are not exercised prior to the change in control will terminate. A stock award may provide for acceleration of vesting in the event of a change in control, or upon the optionee's involuntary termination following a specified event, as may be provided in the applicable stock award agreement or other written agreement between the award recipient and us. Our standard forms of award agreements provide that following a change in control transaction where the optionee is involuntarily terminated within twelve months following such change in control, the equity awards granted under our 2002 Stock Plan will become accelerated to the lesser of (a) 25% of the shares subject to the award at the time of grant (or, if the award was replaced with a cash incentive program, 25% of the total cash payments that were placed in escrow and to be paid to the participant in connection with the change in control) or (b) all of the remaining unvested shares subject to the award (or, if the award was replaced with a cash incentive program, the participant's cash payments that remain in escrow at the time of his or her termination) and the award will have a post-termination exercisability period of up to one year following such termination (but not later than the award's expiration date).

Under our 2002 Stock Plan, a change in control is generally defined as:

a stockholder-approved merger, consolidation or other reorganization in which securities representing more than 50% of the total combined voting power of our outstanding securities are beneficially owned, directly or indirectly, by a person or persons different from the person or persons who beneficially owned those securities immediately prior to such transaction;

a stockholder-approved sale, transfer or other disposition of all or substantially all of our assets; or

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the acquisition, directly or indirectly, by any person or related group of persons (other than us or a person that directly or indirectly controls, is controlled by, or is under common control with, us), of beneficial ownership (within the meaning of Rule 13-d3 of the Securities Exchange Act of 1934, as amended) of securities possessing more than 50% of the total combined voting power of our outstanding securities from a person or persons other than us.

Our Board of Directors may terminate, amend or modify our 2002 Stock Plan. However, stockholder approval of any amendment to the 2002 Stock Plan will be obtained to the extent necessary and desirable to comply with any applicable law, regulation, or stock exchange rule, or for any amendment to our 2002 Stock Plan that is necessary to satisfy the requirements of Section 422 of the Internal Revenue Code with respect to ISOs. If not terminated earlier by our Board of Directors, our 2002 plan will terminate on the tenth anniversary of the date of its initial adoption by our Board of Directors.

***2011 Employee Stock Purchase Plan***

We expect that our Board of Directors and our stockholders will adopt and approve our 2011 Employee Stock Purchase Plan, or our 2011 ESPP, prior to the completion of this offering.

We expect that \_\_\_\_\_ shares of our common stock will be initially authorized and reserved for sale under our 2011 ESPP. In addition, our 2011 ESPP provides for an automatic annual increase in the number of shares available for issuance under the plan on January 1 of each year beginning in 2011 and continuing through and including January 1, 2021 equal to the lesser of (i) \_\_\_\_\_ % of our then issued and outstanding shares of common stock on the immediately preceding December 31, or (ii) a number of shares as our Board of Directors may determine. Appropriate adjustments will be made in the number of authorized shares and in outstanding purchase rights to prevent dilution or enlargement of participants' rights in the event of a stock split or other change in our capital structure. Shares subject to purchase rights which expire or are canceled will again become available for issuance under our 2011 ESPP.

Our employees and employees of any parent or subsidiary corporation designated by our compensation committee are eligible to participate in our 2011 ESPP if they are customarily employed by us for more than 20 hours per week and more than five months in any calendar year. However, an employee may not be granted a right to purchase stock under our 2011 ESPP if: (i) the employee immediately after such grant would own stock possessing 5% or more of the total combined voting power or value of all classes of our capital stock or of any parent or subsidiary corporation, or (ii) the employee's rights to purchase stock under all of our employee stock purchase plans would accrue at a rate that exceeds \$25,000 in value for each calendar year of participation in such plans.

Our 2011 ESPP is implemented through a series of sequential offering periods, generally three months in duration beginning on the first trading days of February, May, August, and November each year. However, our compensation committee may establish an offering period to commence on the effective date of our 2011 ESPP that will end on a date, on or about July 31, 2011. Our compensation committee is authorized to establish additional or alternative concurrent, sequential or overlapping offering periods and offering periods having a different duration or different starting or ending dates, provided that no offering period may have a duration exceeding 27 months.

Amounts accumulated for each participant, generally through payroll deductions, are credited toward the purchase of shares of our common stock at the end of each offering period at a price generally equal to \_\_\_\_\_ % of the fair market value of our common stock on the purchase date. Prior to commencement of an offering period our compensation committee is authorized to change the purchase price discount for that offering period, but the purchase price may not be less than \_\_\_\_\_ % of the lower of the fair market value of our common stock at the beginning of the offering period or on the purchase date.

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No participant may purchase under our 2011 ESPP in any calendar year shares having a value of more than \$25,000 measured by the fair market value per share of our common stock on the first day of the applicable offering period. Prior to the beginning of any offering period, our compensation committee may alter the maximum number of shares that may be purchased by any participant during the offering period or specify a maximum aggregate number of shares that may be purchased by all participants in the offering period. If insufficient shares remain available under the plan to permit all participants to purchase the number of shares to which they would otherwise be entitled, our compensation committee will make a pro rata allocation of the available shares. Any amounts withheld from participants' compensation in excess of the amounts used to purchase shares will be refunded, without interest.

In the event of a change in control, an acquiring or successor corporation may assume our rights and obligations under our 2011 ESPP. If the acquiring or successor corporation does not assume such rights and obligations, then the purchase date of the offering periods then in progress will be accelerated to a date prior to the change in control as specified by our compensation committee, but the number of shares subject to outstanding purchase rights shall not be adjusted.

### ***401(k) Plan***

Effective January 2001, we adopted our 401(k) plan for our employees. The 401(k) plan is intended to qualify under Section 401(k) of the Internal Revenue Code of 1986, as amended, so that contributions to the 401(k) plan by employees or by us, and the investment earnings thereon, are not taxable to employees until withdrawn from the 401(k) plan, and so that contributions by us, if any, will be deductible by us when made. Under the 401(k) plan, employees may elect to reduce their current compensation by up to the statutorily prescribed annual limit and to have the amount of such reduction contributed to the 401(k) plan. The 401(k) plan permits, but does not require, matching contributions to the 401(k) plan by us on behalf of all participants in the 401(k) plan. During the year ended December 31, 2010, we made matching contributions under the 401(k) plan in an amount equal to \$0.25 for every \$1.00 contributed by a participant up to maximum of 1% of earnings.

### **Limitation of Liability and Indemnification**

Our amended and restated certificate of incorporation, which will become effective upon the completion of this offering, limits the liability of directors to the fullest extent permitted by Delaware law. Delaware law provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except liability for any of the following acts:

any breach of their duty of loyalty to the corporation or its stockholders;

acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

unlawful payments of dividends or unlawful stock repurchases or redemptions; or

any transaction from which the director derived an improper personal benefit.

These limitations of liability do not apply to liabilities arising under federal securities laws and do not affect the availability of equitable remedies such as injunctive relief or rescission.

Our amended and restated bylaws, which will become effective prior to the completion of this offering, also provide that we will indemnify our directors, officers, employees and other agents to the fullest extent permitted by law. Our amended and restated bylaws also permit us to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in connection with their services to us, regardless of whether our amended and restated bylaws permit such indemnification. We have obtained an insurance policy that insures our directors and officers against certain liabilities, including liabilities arising under applicable securities laws.

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We have entered, and intend to continue to enter, into separate indemnification agreements with our directors and executive officers, in addition to the indemnification provided for in our amended and restated bylaws. These agreements, among other things, provide that we will indemnify our directors and executive officers for certain expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or executive officer in any action or proceeding arising out of their services as one of our directors or executive officers, or any of our subsidiaries or any other company or enterprise to which the person provides services at our request. At present, there is no pending litigation or proceeding involving any of our directors or executive officers as to which indemnification is required or permitted, and we are not aware of any threatened litigation or proceeding that may result in a claim for indemnification.

**Table of Contents****RELATED PARTY TRANSACTIONS**

Since January 2008, there has not been any transaction or series of similar transactions to which we were or are a party in which the amount involved exceeded or exceeds \$120,000 and in which any of our directors or executive officers, any holder of more than 5% of any class of our voting securities or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest, other than the compensation arrangements and indemnification agreements described in Management and the transactions set forth below. We believe that we have executed all of the transactions set forth below on terms no less favorable to us than we could have obtained from unaffiliated third parties.

**Stock and Option Repurchases**

On August 22, 2008, we entered into a repurchase agreement with certain members of our senior management including two of our directors, pursuant to which we repurchased the following shares of our common stock at a purchase price of \$14.43 per share and the following options at an option repurchase price of \$14.43 per share:

<b>Name</b>	<b>Number of Shares Repurchased</b>	<b>Aggregate Purchase Price</b>
Matthew Landa	47,858	\$ 690,591
Jon Belmonte	1,668	\$ 24,069
Kourosh Vossoughi	26,072	\$ 376,219

<b>Name</b>	<b>Number of Options Repurchased</b>	<b>Aggregate Purchase Price</b>
David Alberga	158,966	\$ 2,293,879
Matt Landa	83,072	\$ 1,198,729
Jon Belmonte	106,333	\$ 1,534,385
Kourosh Vossoughi	19,128	\$ 276,017

In addition, in September 2008, we entered into a repurchase agreement with Matt Ehrlichman, a member of our senior management, pursuant to which we repurchased 22,850 shares of our common stock at a purchase price of \$14.43.

**Convertible Note Financing**

On September 29, 2009, we entered into a note purchase agreement with certain lenders, pursuant to which we issued an aggregate of \$4,000,000 of convertible promissory notes. Each convertible note accrues interest at a rate of ten percent (10%) subject to increase in the event the maturity date is extended beyond September 29, 2011. The notes are convertible into shares of our common stock at any time by the holder at a conversion price of \$16.00 per share. Mr. Alberga, our Chief Executive Officer, purchased \$1,000,000 of convertible notes, and entities affiliated with ABS Ventures, a holder of more than 5% of our outstanding common stock, purchased \$3,000,000 of the convertible notes.

**Table of Contents****Series F Financing**

On August 22, 2008, we issued an aggregate of 6,395,761 shares of Series F preferred stock in a private placement transaction at a price per share of \$14.43. Each share of Series F preferred stock outstanding immediately prior to the offering is convertible into one share of common stock. The following table summarizes the shares of Series F preferred stock purchased by executive officers, directors and five-percent or greater stockholders and their affiliated entities.

Investors <sup>(1)</sup>	Series F Preferred Stock
Canaan Partners <sup>(2)</sup>	820,163
Stephen L. Green	11,434
ESPN <sup>(3)</sup>	5,265,400
TAO Venture Partners, LLC <sup>(4)</sup>	6,930

- (1) Unless otherwise noted, shares held by affiliated persons and entities have been added together for purposes of this chart. See **Principal and Selling Stockholders** for a chart of beneficial owners.
- (2) Stephen Green, who is a member of our Board of Directors, is a general partner of Canaan Partners. Entities affiliated with Canaan Partners are holders in the aggregate of more than 5% of our common stock.
- (3) Entities affiliated with ESPN are holders in the aggregate of more than 5% of our common stock.
- (4) Tom Clancy, who is a member of our Board of Directors, is the managing member of TAO Venture Partners, LLC. In connection with the financing, we entered into an investors' rights agreement with certain purchasers of our preferred stock and warrants to purchase our common stock, including the foregoing principal stockholders. Pursuant to the investor's rights agreement, these holders are entitled to rights with respect to the registration of their shares under the Securities Act. We also entered into a voting agreement with these purchasers pursuant to which these purchasers have agreed to vote for certain director designees with respect to any election of directors. The voting agreement terminates upon the closing of this offering. For a description of these registration rights, please see the section entitled **Description of Capital Stock - Registration Rights**.

**Transactions with Elicia Acquisition Corp.**

Pursuant to a Supplemental Ticketmaster CitySearch Stock Restriction and Right of First Negotiation Agreement, dated December 16, 1999, the Company granted to Ticketmaster an exclusive right of first negotiation with respect to a proposed acquisition of the Company. The duration of the exclusive negotiation period lasts 20 days in the event our Board of Directors solicits the acquisition proposal and ten days in the event such offer is unsolicited. Following the exclusive negotiation period, we may pursue an acquisition for a period of 150 days. The terms of Stock Restriction and Right of First Negotiation Agreement terminate upon consummation of this initial public offering. In August 2008, Ticketmaster transferred all of the shares of our preferred stock held by it to Elicia Acquisition Corp., a holder of more than 5% of our common stock. In addition, Joseph Levin, a member of our Board of Directors, is the chief executive officer of Mindspark Interactive Network, a subsidiary of IAC, the parent company of Elicia Acquisition Corp.

In addition, on January 31, 2009, we entered into a Stock Acquisition Agreement with Elicia Acquisition Corp. pursuant to which we purchased all of the outstanding capital stock of ReserveAmerica Holdings Ltd. in exchange for the issuance of 3,465,003 shares of our Series F Preferred Stock, 519,750 shares of which are being held in escrow until July 31, 2011.

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### **Transactions with the USTA**

In August 2006, we entered into a Master Services Agreement and certain other related agreements with the United States Tennis Association, or USTA, as amended in December 2010. Scott Schultz, a member of our Board of Directors, is the managing director for recreational tennis at the USTA. Pursuant to the terms of these agreements, the USTA purchases certain software services from us. For the years ended December 31, 2008, 2009 and 2010, respectively, net revenue from USTA and its affiliates was approximately \$4.1 million, \$4.4 million and \$ million, respectively. In addition, the USTA holds a warrant to purchase 239,027 shares of our common stock.

### **Transactions with ESPN**

In December 2007, we entered into an Internet advertising and promotion agreement with an affiliate of ESPN, as amended in May 2009. Entities affiliated with ESPN hold in the aggregate more than 5% of our common stock. Pursuant to the terms of the agreement, an affiliate of ESPN purchases certain advertising and promotion services from us. For the years ended December 31, 2008, 2009 and 2010, respectively, revenue from ESPN and its affiliates was \$4.4 million, \$6.4 million and \$ million, respectively.

### **Stock Option Exchange Program**

In September 2009, our Board of Directors approved a common stock option exchange program pursuant to which we permitted current employees holding previously granted and unexercised options with exercise prices above \$1.96 per share to exchange those options, on a one-for-one basis, for new options with an exercise price of \$1.96 per share, which represented the per share fair value of our common stock as of the date of such exchange. The new options had the same vesting schedules as the exchanged options. Under the exchange program unexercised options to purchase 8,417,984 shares of common stock, including unexercised options to purchase 6,210,851 shares of common stock held by our executive officers and directors, were exchanged for new options.

### **Other Agreements with Management**

We have entered into employment offer letters and retention and change of control agreements with certain of our executive officers, which contain vesting acceleration or severance benefits upon termination of employment or a change of control. See Management Employment Arrangements Retention and Change of Control Agreements for a description of these agreements. Please see Principal and Selling Stockholders for a description of the option and stock holdings of our directors and executive officers. Please see Management Limitation of Liability and Indemnification for a description of our indemnification agreements with our directors and executive officers.

### **Policy for Approval of Related Party Transactions**

Our audit committee is responsible for reviewing and approving all transactions in which we are a participant and in which any parties related to us, including our executive officers, directors, beneficial owners of more than 5% of our securities, immediate family members of the foregoing persons and any other persons whom our Board of Directors determines may be considered related parties, has or will have a direct or indirect material interest. If advanced approval is not feasible, the audit committee has the authority to ratify a related party transaction at the next audit committee meeting. For purposes of our audit committee charter, a material interest is deemed to be any consideration received by such a party in excess of \$120,000 per year.

In reviewing and approving such transactions, the audit committee shall obtain, or shall direct our management to obtain on its behalf, all information that our committee believes to be relevant and important to a review of the transaction prior to its approval. Following receipt of the necessary information, a discussion shall

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be held of the relevant factors if deemed to be necessary by our committee prior to approval. If a discussion is not deemed to be necessary, approval may be given by written consent of our committee. This approval authority may also be delegated to the chairman of the audit committee in respect of any transaction in which the expected amount is less than \$250,000. No related party transaction may be entered into prior to the completion of these procedures.

The audit committee or its chairman, as the case may be, shall approve only those related party transactions that are determined to be in, or not inconsistent with, the best interests of us and our stockholders, taking into account all available facts and circumstances as our committee or the chairman determines in good faith to be necessary. These facts and circumstances will typically include, but not be limited to, the material terms of the transaction, the nature of the related party's interest in the transaction, the significance of the transaction to the related party and the nature of our relationship with the related party, the significance of the transaction to us, and whether the transaction would be likely to impair (or create an appearance of impairing) the judgment of a director or executive officer to act in our best interest. No member of the audit committee may participate in any review, consideration or approval of any related party transaction with respect to which the member or any of his or her immediate family members is the related party, except that such member of the audit committee will be required to provide all material information concerning the related party transaction to the audit committee.

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**PRINCIPAL AND SELLING STOCKHOLDERS**

The following table sets forth information regarding the beneficial ownership of our common stock as of December 31, 2010, and as adjusted to reflect the sale of \_\_\_\_\_ shares of common stock offered by us in this offering, for:

each of our directors;

each of our named executive officers;

all of our directors and executive officers as a group;

each person or entity who is known by us to own beneficially more than 5% of our outstanding common stock; and

each selling stockholder.

The table below reflects that as of December 31, 2010, there were 43,034,493 shares of common stock outstanding, assuming the automatic conversion of 34,635,878 outstanding preferred stock and the exercise, on a cash basis, of outstanding warrants to purchase 568,901 shares of common stock.

The table below is based upon information supplied by officers, directors and principal stockholders. Beneficial ownership is determined in accordance with the rules of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options or warrants held by that person that are currently exercisable or will become exercisable within 60 days after December 31, 2010 are deemed outstanding. Such shares shall not be deemed outstanding for purposes of computing the percentage ownership of any other person.

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Except as otherwise indicated, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of common stock held by them. Except as otherwise noted, the address for each person set forth in the table below is c/o The Active Network, Inc., 10182 Telesis Court, Suite 100, San Diego, California 92121.

	Shares of		Shares of Common Stock to be Sold in the Offering	Shares of Common Stock Beneficially Owned After the Offering <sup>(1)</sup>	
	Common Stock Beneficially Owned Before the Offering <sup>(1)</sup>			Number	Percent
	Number	Percent			
<b>5% Stockholders:</b>					
Entities affiliated with ESPN <sup>(2)</sup>	9,646,735	22.4%			
Entities affiliated with Canaan Partners <sup>(3)</sup>	6,933,372	16.1%			
Elicia Acquisition Corp. <sup>(4)</sup>	4,604,037	10.7%			
Entities affiliated with ABS Ventures <sup>(5)</sup>	4,164,570	9.6%			
<b>Named Executive Officers and Directors:</b>					
David Alberga <sup>(6)</sup>	2,317,967	5.1%			
Matthew Landa <sup>(7)</sup>	1,865,007	4.2%			
Scott Mendel <sup>(8)</sup>	375,000	*			
Jon Belmonte <sup>(9)</sup>	1,491,787	3.4%			
Matt Ehrlichman <sup>(10)</sup>	2,288,743	5.3%			
Thomas N. Clancy <sup>(11)</sup>	186,926	*			
Stephen L. Green <sup>(12)</sup>	6,956,918	16.2%			
Bruns H. Grayson <sup>(13)</sup>	4,164,570	9.6%			
Joseph Levin		*			
Scott Schultz		*			
All current executive officers and directors as a group (10 persons)	19,646,918	40.3%			

\* Represents beneficial ownership of less than 1%.

- (1) Number of shares owned as shown both in this table and the accompanying footnotes and percentage ownership before and after the offering is based on 43,034,493 shares of common stock outstanding on December 31, 2010, assuming none of the stockholders purchase shares in the offering. The percentage ownership after the offering is based upon the issuance of shares in this offering.
- (2) Includes 4,823,368 of the shares are held by ESPN Digital Media, Inc. and 4,823,367 of the shares are held by Starwave Corporation. ESPN Digital Media, Inc. is a wholly-owned subsidiary of ESPN, Inc. Starwave Corporation is a wholly-owned subsidiary of The Walt Disney Company. ESPN, Inc. is a majority-owned subsidiary of The Walt Disney Company. The address of the entities affiliated with ESPN, Inc. is ESPN Plaza, Bristol, CT 06010.
- (3) The address of the entities affiliated with Canaan Partners is 285 Riverside Avenue, Suite 250, Westport, CT 06880. Shares beneficially owned consist of 124,857 shares held by Canaan Equity II Entrepreneurs LLC (Canaan Entrepreneurs II), 1,572,748 shares held by Canaan Equity II L.P. (Canaan Equity II), 703,533 shares held by Canaan Equity II L.P. (QP) (Canaan QP II), 78,862 shares held by Canaan Equity III Entrepreneurs LLC (Canaan Entrepreneurs III), 2,111,791 shares held by Canaan Equity III L.P. (Canaan Equity III) and 2,341,581 shares held by Canaan VII L.P. (Canaan VII L.P.). Canaan Equity Partners II LLC (Canaan II) as (a) the sole Manager of Canaan Entrepreneurs II and (b) the sole General Partner of each of Canaan Equity II and Canaan QP II, has ultimate voting and dispositive power over the shares held of record by Canaan Entrepreneurs II, Canaan Equity II and Canaan QP II (the Canaan II Shares).

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Canaan Equity Partners III LLC ( Canaan III ) as (a) the sole Manager of Canaan Entrepreneurs III and (b) the sole

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General Partner of Canaan Equity III, has ultimate voting and dispositive power over the shares held of record by Canaan Entrepreneurs III and Canaan Equity III (the Canaan III Shares ). Canaan Partners VII LLC ( Canaan VII ) is the sole General Partner of Canaan VII L.P. and has ultimate voting and dispositive power over the shares held of record by Canaan VII L.P. (the Canaan VII Shares ). Shared voting and dispositive power over the Canaan II Shares is vested in the managers of Canaan II, which are John V. Balen, Stephen L. Green, Deepak Kamra, Gregory Kopchinsky, Guy M. Russo, Eric A. Young, Charmers Landing LLC ( Charmers ), Stonehenge LLC ( Stonehenge ) and Waubeeka LLC ( Waubeeka ). The sole managers of Charmers, Stonehenge and Waubeeka are Stephen L. Green, Gregory Kopchinsky and Guy M. Russo, respectively. Shared voting and dispositive power over the Canaan III Shares is vested in the managers of Canaan III, which are John V. Balen, Stephen L. Green, Deepak Kamra, Gregory Kopchinsky, Seth A. Rudnick, Guy M. Russo and Eric A. Young. Shared voting and dispositive power over the Canaan VII Shares is vested in the managers of Canaan VII, which are Brenton K. Ahrens, John V. Balen, Maha S. Ibrahim, Deepak Kamra, Gregory Kopchinsky, Seth A. Rudnick, Guy M. Russo and Eric A. Young. Stephen L. Green, a member of the Company's board of directors, is a manager of Canaan II and Canaan III. Mr. Green disclaims beneficial ownership of the Canaan II Shares and the Canaan III Shares except to the extent of his pecuniary interest therein. Mr. Green does not have voting or dispositive power over the Canaan VII shares.

- (4) The address of Elicia Acquisition Corp. is 555 W. 18th St., New York, New York 10011.
- (5) Includes 211,078 shares of common stock issuable upon conversion of outstanding principal and interest under convertible promissory notes as of December 31, 2010, 140,719 shares of which are held by ABS Ventures IX, L.P. and 70,359 shares of which are held by ABS Ventures IT, L.P. Also includes 14,049 shares of common stock held by ABS Investors L.L.C., 1,424,946 shares of common stock held by ABS Ventures IX, L.P. and 2,514,497 shares of common stock held by ABS Ventures VI L.L.C. ABS Ventures VI, L.P. is the sole member of ABS Ventures VI, L.L.C. Calvert Capital IV LLC is the general partner of ABS Ventures VI, L.P. Calvert Capital V LLC is the general partner of ABS Ventures IX, L.P. Calvert Capital VI LLC is the general partner of ABS Ventures IT, L.P. Calvert Capital Management Company is the sole member of Calvert Capital VI LLC. Bruns Grayson, the managing member of ABS Investors L.L.C. and Calvert Capital IV LLC, has voting and dispositive power with respect to the shares held by ABS Investors L.L.C. and ABS Ventures VI L.L.C. R. William Burgess, Jr. is also a managing member of Calvert Capital V LLC and shares voting and dispositive power with respect to the securities held by ABS Ventures IX, L.P. Mr. Grayson is the President of Calvert Capital Management Company and Mr. Burgess is its Vice President and together they share voting and dispositive power with respect to the shares held by ABS Investors LLC. Mr. Grayson disclaims beneficial ownership except to the extent of his pecuniary interest therein. The address of the entities affiliated with ABS Ventures is 950 Winter Street, Suite 2600, Waltham, MA 02451.
- (6) Includes options to purchase 2,247,608 shares of common stock currently exercisable, of which 179,518 remain unvested and subject to a right of repurchase by us as of December 31, 2010, that lapses over the vesting schedule. Also includes 70,359 shares of common stock issuable upon conversion of outstanding principal and interest under convertible promissory notes as of December 31, 2010.
- (7) Includes options to purchase 1,515,007 shares of common stock currently exercisable, of which 143,831 remain unvested and subject to a right of repurchase by us as of December 31, 2010, that lapses over the vesting schedule.
- (8) Includes options to purchase 375,000 shares of common stock currently exercisable, all of which remain unvested and subject to a right of repurchase by us as of December 31, 2010, that lapses over the vesting schedule.
- (9) Includes 1,341,787 options to purchase shares of common stock currently exercisable, of which 92,612 remain unvested and subject to a right of repurchase by us as of December 31, 2010, that lapses over the vesting schedule.

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- (10) Includes 472,444 shares of common stock issued upon early exercise of options which remain unvested and subject to a right of repurchase by us as of December 31, 2010, that lapses over the vesting schedule. Also includes 78,500 shares of restricted stock which is subject to vesting within 60 days of December 31, 2010.
  
- (11) Includes 37,813 shares of common stock issued upon early exercise of options which remain unvested and subject to a right of repurchase by us as of December 31, 2010 that lapses over the vesting schedule. Also includes 101,926 shares held by TAO Venture Partners, LLC. Tom Clancy is the managing member of TAO Venture Partners, LLC and has voting and dispositive power with respect to the shares. Mr. Clancy disclaims beneficial ownership except to the extent of his pecuniary interest therein. The address of TAO Venture Partners, LLC is c/o Tom Clancy, 3023 Lloyd St., San Diego, California 92117.
  
- (12) Includes 6,933,372 shares held by entities affiliated with Canaan Partners. See footnote 3 above.
  
- (13) Includes 3,953,492 shares held by entities affiliated with ABS Ventures. Also includes 211,078 shares of common stock issuable upon conversion of outstanding principal and interest under convertible promissory notes held by entities affiliated with ABS Ventures as of December 31, 2010. See footnote 5 above.

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**DESCRIPTION OF CAPITAL STOCK**

**General**

The following descriptions of our capital stock give effect to the following events, each of which will occur upon the completion of this offering:

the amendment and restatement of our bylaws;

the amendment and restatement of our certificate of incorporation; and

the conversion of our preferred stock into 34,635,878 shares of common stock.

Upon completion of this offering, our authorized capital stock will consist of 1,000,000,000 shares of common stock, par value \$0.001 per share, and 100,000,000 shares of undesignated preferred stock, par value \$0.001 per share.

The following is a summary of the rights of our common stock and preferred stock. This summary is not complete. For more detailed information, please see our amended and restated certificate of incorporation and amended and restated bylaws, which are filed as exhibits to the registration statement of which this prospectus is a part.

**Common Stock**

***Outstanding Shares***

Based on 7,829,714 shares of common stock outstanding as of December 31, 2010, the conversion of our preferred stock into 34,635,878 shares of common stock upon the completion of this offering, the assumed exercise, on a cash basis, immediately prior to the completion of this offering, of outstanding warrants to purchase an aggregate of 568,901 shares of common stock, there has been no additional exercise of options or warrants after December 31, 2010, and the issuance of shares of common stock pursuant to this offering, there will be            shares of common stock outstanding upon completion of this offering. All of our outstanding shares of common stock are, and the shares of common stock to be issued in this offering will be, fully paid and nonassessable.

***Voting***

Each holder of common stock is entitled to one vote for each share on all matters submitted to a vote of the stockholders, including the election of directors. Our amended and restated certificate of incorporation and bylaws do not provide for cumulative voting rights. Because of this absence of cumulative voting, the holders of a majority of the shares of common stock entitled to vote in any election of directors can elect all of the directors standing for election, if they should so choose.

***Dividends***

Subject to preferences that may be applicable to any then outstanding preferred stock, holders of common stock are entitled to receive ratably those dividends, if any, as may be declared from time to time by our Board of Directors out of legally available funds.

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### ***Liquidation***

In the event of our liquidation, dissolution or winding up, holders of common stock will be entitled to share ratably in the net assets legally available for distribution to stockholders after the payment of all of our debts and other liabilities and the satisfaction of any liquidation preferences that may be granted to the holders of any then outstanding shares of preferred stock.

### ***Rights and Preferences***

Holders of common stock have no preemptive, conversion or subscription rights, and there are no redemption or sinking fund provisions applicable to the common stock. The rights, preferences and privileges of the holders of common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock, which we may designate and issue in the future.

### **Preferred Stock**

Upon the closing of this offering, our Board of Directors will have the authority, without further action by the stockholders, to issue up to 100,000,000 shares of preferred stock in one or more series:

to establish from time to time the number of shares to be included in each such series;

to fix the rights, preferences and privileges of the shares of each wholly unissued series and any qualifications, limitations or restrictions thereon; and

to increase or decrease the number of shares of any such series (but not below the number of shares of such series then outstanding).

Our Board of Directors may authorize the issuance of preferred stock with voting or conversion rights that could adversely affect the voting power or other rights of the holders of our common stock. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could, among other things, delay, defer or prevent our change in control and may adversely affect the market price of the common stock and the voting and other rights of the holders of common stock. We have no current plans to issue any shares of preferred stock.

### **Stock Options**

We reserved an aggregate of \_\_\_\_\_ shares of common stock for issuance under our 2011 Plan, which is subject to increase on an annual basis pursuant to the terms of the plan. As of December 31, 2010, we had outstanding options to purchase an aggregate of 11,433,588 shares of our common pursuant to our 2002 Plan, at a weighted average exercise price of \$2.18, of which 3,579,080 represent shares of our common stock subject to vesting requirements pursuant to the early exercise of stock options. As of December 31, 2010, 150,435 shares of our common stock remain available for future grants or issuance under our 2002 Plan.

### **Warrants**

As of December 31, 2010, there were warrants outstanding to purchase an aggregate of 576,951 shares of preferred stock and common stock at a weighted average exercise price of \$4.69 per share. Of these:

warrants covering an aggregate of 634 shares of common stock will automatically expire upon the completion of this offering;

warrants covering an aggregate of 8,050 shares of common stock will automatically expire 90 days after the completion of this offering; and



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warrants covering an aggregate of 568,267 shares of common stock will automatically be exercised on a cashless basis immediately upon the completion of this offering if not exercised prior to completion of this offering.

Some of these warrants have a net exercise provision under which its holder may, in lieu of payment of the exercise price in cash, surrender the warrant and receive a net amount of shares based on the fair market value of our common stock at the time of exercise of the warrant after deduction of the aggregate exercise price. Each of these warrants also contains provisions for the adjustment of the exercise price and the aggregate number of shares issuable upon the exercise of the warrant in the event of stock dividends, stock splits, reorganizations, reclassifications and consolidations.

### **Registration Rights**

After completion of this offering, the holders of 35,088,172 shares of common stock, including shares of common stock issuable upon exercise of outstanding warrants, or their transferees will be entitled to certain rights with respect to the registration of such shares under the Securities Act. These rights are provided under the terms of an amended and restated investors' rights agreement between us and the holders of these securities. Subject to limitations in the agreement, including our ability to delay registration in certain circumstances, the holders of at least 30% of these securities then outstanding (or a lesser percent if the anticipated aggregate offering price, net of underwriting discounts and commissions, would exceed \$5,000,000) may require, on two occasions, that we use our best efforts to register these securities for public resale. If we register any of our common stock either for our own account or for the account of other security holders, the holders of these securities are entitled to include their shares of common stock in that registration, subject to the ability of the underwriters to limit the number of shares included in the offering. After completion of this offering, the holders of at least 15% of these securities then outstanding may also require us, but not more than three times in any 12-month period, to register all or a portion of these securities on Form S-3 when the use of that form becomes available to us, provided, among other limitations, that the proposed aggregate selling price is at least \$1.0 million. We will be responsible for paying all registration expenses, including the reasonable fees of legal counsel for the selling holders, and the holders selling their shares will be responsible for paying all selling expenses.

### **Anti-Takeover Provisions of Delaware Law, Our Amended and Restated Certificate of Incorporation and Our Amended and Restated Bylaws**

Provisions of the DGCL and our amended and restated certificate of incorporation and amended and restated by-laws which will become effective upon completion of our initial public offering could make it more difficult to acquire us by means of a tender offer, a proxy contest or otherwise, or to remove incumbent officers and directors. These provisions, summarized below, are expected to discourage certain types of coercive takeover practices and takeover bids that our Board of Directors may consider inadequate and to encourage persons seeking to acquire control of us to first negotiate with our Board of Directors. We believe that the benefits of increased protection of our ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure us outweigh the disadvantages of discouraging takeover or acquisition proposals because, among other things, negotiation of these proposals could result in an improvement of their terms.

#### ***Delaware Anti-Takeover Statute***

We are subject to Section 203 of the DGCL, an anti-takeover statute. In general, Section 203 of the DGCL prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years following the time the person became an interested stockholder, unless the business combination or the acquisition of shares that resulted in a stockholder becoming an interested stockholder is approved in a prescribed manner. Generally, a business combination includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. Generally, an interested stockholder is a person who, together with affiliates and associates, owns (or within

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three years prior to the determination of interested stockholder status did own) 15% or more of a corporation's voting stock. The existence of this provision would be expected to have an anti-takeover effect with respect to transactions not approved in advance by our Board of Directors, including discouraging attempts that might result in a premium over the market price for the shares of common stock held by our stockholders.

### ***Classified Board***

Our amended and restated certificate of incorporation and our amended and restated bylaws provide that our Board of Directors will be divided into three classes. The directors designated as Class I directors will have terms expiring at the first annual meeting of stockholders following this offering, which we expect to hold in 2012. The directors designated as Class II directors will have terms expiring at the following year's annual meeting of stockholders, which we expect to hold in 2013, and the directors designated as Class III directors will have terms expiring at the following year's annual meeting of stockholders, which we expect to hold in 2014. Directors for each class will be elected at the annual meeting of stockholders held in the year in which the term for that class expires and thereafter will serve for a term of three years. At any meeting of stockholders for the election of directors at which a quorum is present, the election will be determined by a plurality of the votes cast by the stockholders entitled to vote at the election. Under the classified board provisions, it would take at least two elections of directors for any individual or group to gain control of our board. Accordingly, these provisions could discourage a third party from initiating a proxy contest, making a tender offer or otherwise attempting to gain control of us.

### ***Removal of Directors***

Our amended and restated bylaws provide that our stockholders may only remove our directors with cause.

### ***Amendment***

Our amended and restated certificate of incorporation and our amended and restated bylaws provide that the affirmative vote of the holders of at least 80% of our voting stock then outstanding is required to amend certain provisions relating to the number, term, election and removal of our directors, the filling of our board vacancies, stockholder notice procedures, the calling of special meetings of stockholders and the indemnification of directors.

### ***Size of Board and Vacancies***

Our amended and restated bylaws provide that the number of directors on our Board of Directors is fixed exclusively by our Board of Directors. Newly created directorships resulting from any increase in our authorized number of directors will be filled by a majority of our Board of Directors then in office, provided that a majority of the entire Board of Directors, or a quorum, is present and any vacancies in our Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause will be filled generally by the majority vote of our remaining directors in office, even if less than a quorum is present.

### ***Special Stockholder Meetings***

Our amended and restated certificate of incorporation provides that only the Chairman of our Board of Directors, our Chief Executive Officer or our Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors may call special meetings of our stockholders.

### ***Stockholder Action by Unanimous Written Consent***

Our amended and restated certificate of incorporation expressly eliminates the right of our stockholders to act by written consent other than by unanimous written consent. Stockholder action must take place at the annual or a special meeting of our stockholders or be effected by unanimous written consent.

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***Requirements for Advance Notification of Stockholder Nominations and Proposals***

Our amended and restated by-laws establish advance notice procedures with respect to stockholder proposals and nomination of candidates for election as directors other than nominations made by or at the direction of our Board of Directors or a committee of our Board of Directors.

***No Cumulative Voting***

The DGCL will provide that stockholders are denied the right to cumulate votes in the election of directors unless our amended and restated certificate of incorporation provides otherwise. Our amended and restated certificate of incorporation does not provide for cumulative voting.

***Undesignated Preferred Stock***

The authority that will be possessed by our Board of Directors to issue preferred stock could potentially be used to discourage attempts by third parties to obtain control of our company through a merger, tender offer, proxy contest or otherwise by making it more difficult or more costly to obtain control of our company. Our Board of Directors may issue preferred stock with voting rights or conversion rights that, if exercised, could adversely affect the voting power of the holders of common stock.

***Authorized but Unissued Shares***

Our authorized but unissued shares of common stock and preferred stock will be available for future issuance without stockholder approval. We may use additional shares for a variety of purposes, including future public offerings to raise additional capital, to fund acquisitions and as employee compensation. The existence of authorized but unissued shares of common stock and preferred stock could render more difficult or discourage an attempt to obtain control of our company by means of a proxy contest, tender offer, merger or otherwise.

***Stock Exchange Listing***

We have applied to have our common stock included for quotation on the \_\_\_\_\_ under the symbol \_\_\_\_\_.

***Transfer Agent and Registrar***

Upon the completion of this offering, the transfer agent and registrar for our common stock will be \_\_\_\_\_.

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**UNITED STATES FEDERAL INCOME TAX CONSEQUENCES**

**TO NON-U.S. HOLDERS**

The following is a discussion of the material U.S. federal income and estate tax considerations with respect to the ownership and disposition of our common stock that may be relevant to a non-U.S. holder that acquires our common stock pursuant to this offering. The discussion is based on provisions of the Internal Revenue Code of 1986, as amended, or the Code, applicable U.S. Treasury regulations promulgated thereunder and U.S. Internal Revenue Service, or IRS, rulings and pronouncements and judicial decisions, all as in effect on the date of this prospectus and all of which are subject to change (possibly on a retroactive basis) or to differing interpretations so as to result in tax considerations different from those summarized below. We can not assure you that a change in law will not alter significantly the tax considerations that we describe in this summary.

The discussion is limited to non-U.S. holders that hold our common stock as a capital asset within the meaning of Section 1221 of the Code (generally, property held for investment). As used in this discussion, the term non-U.S. holder means a beneficial owner of our common stock that is not, for U.S. federal income tax purposes:

an individual who is a citizen or resident of the United States;

a corporation including any entity treated as a corporation for U.S. federal income tax purposes created or organized in or under the laws of the United States or any political subdivision thereof;

a partnership including any entity treated as a partnership for U.S. federal income tax purposes;

an estate, the income of which includes gross income for U.S. federal income tax purposes regardless of its source; or

a trust (1) if a U.S. court is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have authority to control all substantial decisions of the trust or (2) that has made a valid election to be treated as a U.S. person for such purposes.

This discussion does not address the U.S. federal income and estate tax rules applicable to any person who holds our common stock through entities treated as partnerships for U.S. federal income tax purposes or to such entities themselves. If a partnership (including any entity or arrangement treated as a partnership for U.S. federal income tax purposes) owns our common stock, the tax treatment of a partner in that partnership will depend upon the status of the partner and the activities of the partnership. A holder that is a partnership or a holder of interests in a partnership should consult such holder's tax advisor regarding the tax consequences of the purchase, ownership and disposition of our common stock.

This discussion does not consider:

any state, local or foreign tax consequences;

any tax consequences or computation of the alternative minimum tax;

any U.S. federal gift tax consequences; or

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any U.S. federal tax considerations that may be relevant to a non-U.S. holder in light of its particular circumstances or to non-U.S. holders that may be subject to special treatment under U.S. federal tax laws, including without limitation, banks or other financial institutions, insurance companies, tax-exempt organizations, certain trusts, hybrid entities, controlled foreign corporations, passive foreign investment companies, certain former citizens or residents of the

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United States, holders subject to U.S. federal alternative minimum tax, broker-dealers, dealers or traders in securities or currencies and holders that hold our common stock as part of a straddle, hedge, conversion transaction, synthetic security or other integrated investment.

*Prospective investors are urged to consult their tax advisors regarding the application of the U.S. federal income and estate tax laws to their particular situations and the consequences under U.S. federal gift tax laws, as well as foreign, state and local laws and tax treaties.*

### **Dividends**

As previously discussed, we do not anticipate paying dividends on our common stock in the foreseeable future. If we pay dividends on our common stock, however, those payments will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. To the extent those distributions exceed our current and accumulated earnings and profits, the distributions will constitute a return of capital and first reduce the non-U.S. holder's adjusted tax basis, but not below zero, and then will be treated as gain from the sale of stock, as described in the section of this prospectus entitled "Gain on Disposition of Common Stock."

A dividend paid to a non-U.S. holder generally will be subject to withholding of U.S. federal income tax at a 30% rate, or a lower rate under an applicable income tax treaty, unless the dividend is effectively connected with the conduct of a trade or business of the non-U.S. holder within the United States (and, if an applicable income tax treaty so requires, is attributable to a permanent establishment of the non-U.S. holder within the U.S.). Non-U.S. holders (generally on a properly executed IRS Form W-8 BEN) will be required to satisfy certain certification and disclosure requirements in order to claim a reduced rate of withholding pursuant to an applicable income tax treaty. These forms must be periodically updated. Non-U.S. holders should consult their tax advisors regarding their entitlement to benefits under a relevant income tax treaty. Special rules apply in the case of common stock held by certain non-U.S. holders that are entities rather than individuals.

Dividends that are effectively connected with a non-U.S. holder's conduct of a trade or business in the United States and, if an applicable income tax treaty so requires, attributable to a permanent establishment in the United States will be taxed on a net income basis at the regular graduated U.S. federal income tax rates in the same manner as if the non-U.S. holder were a resident of the United States. In such cases, we will not have to withhold U.S. federal income tax if the non-U.S. holder complies with applicable certification and disclosure requirements. In addition, a branch profits tax may be imposed at a 30% rate, or a lower rate under an applicable income tax treaty, on dividends received by a foreign corporation that are effectively connected with the conduct of a trade or business in the United States.

A non-U.S. holder may obtain a refund or credit of any excess amounts withheld by timely filing an appropriate claim for a refund together with the required information with the IRS.

### **Gain on Disposition of Common Stock**

A non-U.S. holder generally will not be subject to U.S. federal income tax with respect to gain realized on a sale or other disposition of our common stock unless one of the following applies:

the gain is effectively connected with the non-U.S. holder's conduct of a trade or business in the U.S. and, if an applicable income tax treaty so requires, is attributable to a permanent establishment maintained by the non-U.S. holder in the United States; in these cases, the non-U.S. holder generally will be taxed on its net gain derived from the disposition at the regular graduated rates and in the manner applicable to United States persons and, if the non-U.S. holder is a foreign corporation, the branch profits tax described above may also apply;

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the non-U.S. holder is an individual present in the United States for 183 days or more in the taxable year of the disposition and certain other conditions are met; in this case, the non-U.S. holder will be subject to a 30% tax on the amount by which the gain derived from the sale or other disposition of our common stock and any other U.S.-source capital gains realized by the non-U.S. holder in the same taxable year exceed the U.S.-source capital losses realized by the non-U.S. holder in that taxable year unless an applicable income tax treaty provides an exemption or a lower rate; or

we are or have been a U.S. real property holding corporation for U.S. federal income tax purposes at any time within the shorter of the five year period ending on the date of disposition or the period that the non-U.S. holder held our common stock. We do not believe that we have been, are, or will become, a U.S. real property holding corporation, although there can be no assurance in this regard. If we are, or were to become, a U.S. real property holding corporation at any time during the applicable period, however, any gain recognized on a disposition of our common stock by a non-U.S. holder that did not own (directly, indirectly or constructively) more than 5% of our common stock during the applicable period generally would not be subject to U.S. federal income tax, provided that our common stock is regularly traded on an established securities market (within the meaning of Section 897(c)(3) of the Code).

### **Federal Estate Tax**

Common stock owned or treated as owned by an individual who is not a citizen or resident of the United States (as specifically defined for U.S. federal estate tax purposes) at the time of death are considered U.S. situs assets includible in the individual's gross estate for U.S. federal estate tax purposes and therefore may be subject to U.S. federal estate tax, unless an applicable estate tax treaty provides otherwise. Prospective investors are urged to consult their tax advisors regarding the U.S. federal estate tax considerations of acquiring, holding, and disposing of common stock.

### **New Legislation Relating to Foreign Accounts**

Newly enacted legislation may impose withholding taxes on certain types of payments made to foreign financial institutions and certain other non-U.S. entities. Under this legislation, the failure to comply with additional certification, information reporting and other specified requirements could result in withholding tax being imposed on payments of dividends and sales proceeds to U.S. holders who own the shares through foreign accounts or foreign intermediaries and certain non-U.S. holders. The legislation imposes a 30% withholding tax on dividends on, or gross proceeds from the sale or other disposition of, our common stock paid to a foreign financial institution or to a foreign non-financial entity, unless (i) the foreign financial institution undertakes certain diligence and reporting obligations or (ii) the foreign non-financial entity either certifies it does not have any substantial U.S. owners or furnishes identifying information regarding each substantial U.S. owner. In addition, if the payee is a foreign financial institution, it must enter into an agreement with the U.S. Treasury requiring, among other things, that it undertake to identify accounts held by certain U.S. persons or U.S.-owned foreign entities, annually report certain information about such accounts and withhold 30% on payments to account holders whose actions prevent it from complying with these reporting and other requirements. The legislation applies to payments made after December 31, 2012. Prospective investors should consult their tax advisors regarding this legislation.

### **Information Reporting and Backup Withholding Tax**

Dividends and proceeds from the sale or other taxable disposition of our common stock are potentially subject to backup withholding. In general, backup withholding will not apply to dividends on our common stock paid by us or our paying agents, in their capacities as such, to a non-U.S. holder if the holder has provided the required certification that it is a non-U.S. holder.

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Generally, we must report to the IRS the amount of dividends paid, the name and address of the recipient, and the amount, if any, of tax withheld. Pursuant to income tax treaties or some other agreements, the IRS may make its reports available to tax authorities in the recipient's country of residence.

In general, backup withholding and information reporting will not apply to proceeds from the disposition of our common stock paid to a non-U.S. holder within the United States or conducted through certain U.S.-related financial intermediaries the holder has provided the required certification that it is a non-U.S. holder.

Backup withholding is not an additional tax. Any amount withheld may be refunded or credited against the holder's U.S. federal income tax liability, if any, provided that the required information is furnished to the IRS in a timely manner.

Non-U.S. holders should consult their tax advisors regarding the application of the information reporting and backup withholding rules to them.

Prospective non-U.S. holders of our common stock should consult their tax advisors with respect to the particular tax consequences to them of owning and disposing of our common stock, including the consequences under the laws of any state, local or foreign jurisdiction or under any applicable tax treaty.

**Table of Contents****SHARES ELIGIBLE FOR FUTURE SALE**

Prior to this offering, there has been no public market for our common stock. We cannot predict the effect, if any, that market sales of shares of our common stock or the availability of shares of our common stock for sale will have on the market price of our common stock prevailing from time to time. Nevertheless, sales of substantial amounts of our common stock in the public market could adversely affect the market price of our common stock and could impair our future ability to raise capital through the sale of our equity securities.

Upon the completion of this offering, we will have \_\_\_\_\_ shares of our common stock outstanding, assuming conversion of our preferred stock into shares of common stock, exercise on a cash basis of outstanding warrants that otherwise expire upon the effectiveness of this offering, no exercise of the underwriters' over-allotment option and no exercise of outstanding options or warrants after December 31, 2010. Of these outstanding shares, the \_\_\_\_\_ shares sold in this offering will be freely tradable, except that any shares acquired by our affiliates as that term is defined in Rule 144 promulgated under the Securities Act, may only be sold in compliance with the limitations described below. The remaining 43,034,493 shares of our common stock will continue to be deemed restricted securities as defined under Rule 144. Restricted shares may be sold in the public market only if registered or if they qualify for an exemption from registration under Rule 144 or Rule 701 promulgated under the Securities Act, which we summarize below. In addition, each of our officers, directors, one percent or greater stockholders and certain other stockholders have entered into market stand-off agreements with us and/or lock-up agreements with Merrill Lynch whereby they have agreed not to sell any of their stock for 180 days following the date of this prospectus. Subject to the provisions of Rule 144 and Rule 701, shares of restricted securities will be available for sale in the public market as follows:

<b>Date</b>	<b>Number of Shares</b>
On the date of this prospectus	
90 days after the date of this prospectus	
At various times beginning 180 days after the date of this prospectus	

**Lock-Up Agreements**

Each of our officers, directors, one percent or greater stockholders and certain other stockholders have agreed, subject to specified exceptions, that, without prior written consent of Merrill Lynch, they will not offer, sell, contract to sell, pledge, grant any option to sell, or otherwise dispose of, directly or indirectly, any shares of our common stock or securities convertible into or exercisable for shares of our common stock, or warrants or other rights to purchase our common stock during the 180-day period following the effective date of the registration statement. The 180-day restricted period will be automatically extended if (i) during the last 17 days before the last day of the 180-day restricted period we issue an earnings release or material news or a material event relating to us occurs or (ii) prior to the expiration of the 180-day restricted period, we announce that we will release earnings results during the 16-day period beginning on the last day of the 180-day restricted period, in either of which case the restrictions described above will continue to apply until the expiration of the date that is 18 days after the issuance of the earnings release or the material news or material event occurs. Merrill Lynch, may, in its sole discretion, permit early release of shares subject to the lock-up agreements. In considering any request to release shares subject to a lock-up agreement, Merrill Lynch will consider the possible impact of the release of the shares on the trading price of the stock sold in the offering. Merrill Lynch does not have any present intention or any understandings, implicit or explicit, to release any of the shares subject to the lock-up agreements prior to the expiration of these lock-up periods. The shares offered by the selling stockholders in this offering will be exempt from any applicable lock-up restrictions.

**Rule 144**

In general, under Rule 144 as currently in effect, once we have been subject to public company reporting requirements for at least 90 days, a person who is not deemed to have been one of our affiliates for purposes of the Securities Act at any time during the 90 days preceding a sale and who has beneficially owned

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the shares proposed to be sold for at least six months, including the holding period of any prior owner other than our affiliates, is entitled to sell those shares without complying with the manner of sale, volume limitation or notice provisions of Rule 144, subject to compliance with the public information requirements of Rule 144. If such a person has beneficially owned the shares proposed to be sold for at least one year, including the holding period of any prior owner other than our affiliates, then that person is entitled to sell those shares without complying with any of the requirements of Rule 144.

In general, under Rule 144, as currently in effect, our affiliates or persons selling shares on behalf of our affiliates are entitled to sell upon the expiration of the lock-up agreements described below, within any three-month period beginning 90 days after the date of this prospectus, a number of shares that does not exceed the greater of:

1% of the number of shares of common stock then outstanding, which will equal approximately shares immediately after this offering, based on the initial offering price of \$            per share; or

the average weekly trading volume of the common stock during the four calendar weeks preceding the filing of a notice on Form 144 with respect to such sale.

Sales under Rule 144 by our affiliates or persons selling shares on behalf of our affiliates are also subject to certain manner of sale provisions and notice requirements and to the availability of current public information about us.

### **Rule 701**

In general, under Rule 701 of the Securities Act, an employee, officer, director, consultant or advisor who purchased shares from us in connection with a compensatory stock or option plan or other written agreement in compliance with Rule 701 is eligible to resell those shares in reliance on Rule 144, but without compliance with certain restrictions, including the holding period contained in Rule 144. However, the shares issued pursuant to Rule 701 are subject to the lock-up agreements described above and under Underwriting and will only become eligible for sale upon the expiration of those agreements.

### **Registration of Shares Issued Pursuant to Benefits Plans**

We intend to file registration statements under the Securities Act as promptly as possible after the effective date of this offering to register shares to be issued pursuant to our employee benefit plans. As a result, any options or rights exercised under our 2002 Plan and 2011 Plan or any other benefit plan after the effectiveness of the registration statements will also be freely tradable in the public market, subject to the market stand-off and lock-up agreements discussed above. However, such shares held by affiliates will still be subject to the volume limitation, manner of sale, notice and public information requirements of Rule 144. As of December 31, 2010, there were outstanding options to purchase an aggregate of 11,433,588 shares of common stock under our 2002 Plan (of which 3,579,080 represent shares of our common stock subject to vesting requirements), with an average exercise price of \$2.18, each of which options were exercisable and subject to a standard repurchase option to the extent such shares were not vested, in accordance with the terms of the grant.

### **Registration Rights**

Upon the completion of this offering, the holders of an aggregate of 5,088,172 shares of our common stock (including shares issuable upon exercise of outstanding warrants), or their permitted transferees, will be entitled to rights with respect to the registration of these shares under the Securities Act. Registration of these shares under the Securities Act would result in these shares becoming fully tradable without restriction under the Securities Act immediately upon the effectiveness of the registration, except for shares purchased by affiliates. See Description of Capital Stock Registration Rights for additional information.

**Table of Contents****UNDERWRITING**

Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc. are acting as representatives of each of the underwriters named below. Subject to the terms and conditions set forth in an underwriting agreement among us, the selling stockholders and the underwriters, we and the selling stockholders have agreed to sell to the underwriters, and each of the underwriters has agreed, severally and not jointly, to purchase from us and the selling stockholders, the number of shares of common stock set forth opposite its name below.

Underwriter	Number of Shares
Merrill Lynch, Pierce, Fenner & Smith Incorporated	
Citigroup Global Markets Inc.	
Allen & Company LLC	
Stifel, Nicolaus & Company, Incorporated	
RBC Capital Markets Corp.	
ThinkEquity LLC	
WR Hambrecht+Co, LLC	
<b>Total</b>	

Subject to the terms and conditions set forth in the underwriting agreement, the underwriters have agreed, severally and not jointly, to purchase all of the shares sold under the underwriting agreement if any of these shares are purchased. If an underwriter defaults, the underwriting agreement provides that the purchase commitments of the nondefaulting underwriters may be increased or the underwriting agreement may be terminated.

We and the selling stockholders have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the underwriters may be required to make in respect of those liabilities.

The underwriters are offering the shares, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the shares, and other conditions contained in the underwriting agreement, such as the receipt by the underwriters of officer's certificates and legal opinions. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

**Commissions and Discounts**

The representatives have advised us and the selling stockholders that the underwriters propose initially to offer the shares to the public at the public offering price set forth on the cover page of this prospectus and to dealers at that price less a concession not in excess of \$ \_\_\_\_\_ per share. After the initial offering, the public offering price, concession or any other term of the offering may be changed.

The following table shows the public offering price, underwriting discount and proceeds before expenses to us and the selling stockholders. The information assumes either no exercise or full exercise by the underwriters of their overallotment option.

	Per Share	Without Option	With Option
Public offering price	\$	\$	\$
Underwriting discount			
Proceeds, before expenses, to us	\$	\$	\$
Proceeds, before expenses, to the selling stockholders	\$	\$	\$



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The expenses of the offering, not including the underwriting discount, are estimated at \$ \_\_\_\_\_ and are payable by us and the selling stockholders.

### **Overallotment Option**

We and the selling stockholders have granted an option to the underwriters, exercisable for 30 days after the date of this prospectus, to purchase up to \_\_\_\_\_ additional shares at the public offering price, less the underwriting discount. The underwriters may exercise this option solely to cover any overallotments. If the underwriters exercise this option, each will be obligated, subject to conditions contained in the underwriting agreement, to purchase a number of additional shares proportionate to that underwriter's initial amount reflected in the above table.

### **Reserved Shares**

At our request, the underwriters have reserved for sale, at the initial public offering price, up to \_\_\_\_\_ shares offered by this prospectus for sale to some of our directors, officers, employees, distributors, dealers, business associates and related persons. If these persons purchase reserved shares, this will reduce the number of shares available for sale to the general public. Any reserved shares that are not so purchased will be offered by the underwriters to the general public on the same terms as the other shares offered by this prospectus.

### **No Sales of Similar Securities**

We and the selling stockholders, our executive officers and directors and our other existing security holders have agreed not to sell or transfer any common stock or securities convertible into, exchangeable for, exercisable for, or repayable with common stock, for 180 days after the date of this prospectus without first obtaining the written consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated. Specifically, we and these other persons have agreed, with certain limited exceptions, not to directly or indirectly:

offer, pledge, sell or contract to sell any common stock;

sell any option or contract to purchase any common stock;

purchase any option or contract to sell any common stock;

grant any option, right or warrant for the sale of any common stock;

lend or otherwise dispose of or transfer any common stock;

request or demand that we file a registration statement related to the common stock; or

enter into any swap or other agreement that transfers, in whole or in part, the economic consequence of ownership of any common stock whether any such swap or transaction is to be settled by delivery of shares or other securities, in cash or otherwise.

This lock-up provision applies to common stock and to securities convertible into or exchangeable or exercisable for or repayable with common stock. It also applies to common stock owned now or acquired later by the person executing the agreement or for which the person executing the agreement later acquires the power of disposition. In the event that either (x) during the last 17 days of the lock-up period referred to above, we issue an earnings release or material news or a material event relating to us occurs or (y) prior to the expiration of the lock-up period, we announce that we will release earnings results or become aware that material news or a material event will occur during the 16-day period beginning on the last day of the lock-up period, the restrictions described above shall continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the occurrence of the material news or material event.



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### **New York Stock Exchange or Nasdaq Global Market Listing**

We expect the shares to be approved for listing on either the New York Stock Exchange or Nasdaq Global Market under the symbol . In order to meet the requirements for listing on that exchange, the underwriters have undertaken to sell a minimum number of shares to a minimum number of beneficial owners as required by that exchange.

Before this offering, there has been no public market for our common stock. The initial public offering price will be determined through negotiations among us, the selling stockholders and the representatives. In addition to prevailing market conditions, the factors to be considered in determining the initial public offering price are:

the valuation multiples of publicly traded companies that the representatives believe to be comparable to us;

our financial information;

the history of, and the prospects for, our company and the industry in which we compete;

an assessment of our management, its past and present operations, and the prospects for, and timing of, our future revenue;

the present state of our development; and

the above factors in relation to market values and various valuation measures of other companies engaged in activities similar to ours.

An active trading market for the shares may not develop. It is also possible that after the offering the shares will not trade in the public market at or above the initial public offering price.

The underwriters do not expect to sell more than 5% of the shares in the aggregate to accounts over which they exercise discretionary authority.

### **Price Stabilization, Short Positions and Penalty Bids**

Until the distribution of the shares is completed, SEC rules may limit underwriters and selling group members from bidding for and purchasing our common stock. However, the representatives may engage in transactions that stabilize the price of the common stock, such as bids or purchases to peg, fix or maintain that price.

In connection with the offering, the underwriters may purchase and sell our common stock in the open market. These transactions may include short sales, purchases on the open market to cover positions created by short sales and stabilizing transactions. Short sales involve the sale by the underwriters of a greater number of shares than they are required to purchase in the offering. Covered short sales are sales made in an amount not greater than the underwriters' overallotment option described above. The underwriters may close out any covered short position by either exercising their overallotment option or purchasing shares in the open market. In determining the source of shares to close out the covered short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the overallotment option. Naked short sales are sales in excess of the overallotment option. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of our common stock in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of various bids for or purchases of shares of common stock made by the underwriters in the open market prior to the completion of the offering.



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The underwriters may also impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased shares sold by or for the account of such underwriter in stabilizing or short covering transactions.

Similar to other purchase transactions, the underwriters' purchases to cover the syndicate short sales may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of our common stock. As a result, the price of our common stock may be higher than the price that might otherwise exist in the open market. The underwriters may conduct these transactions on either the New York Stock Exchange or Nasdaq Global Market, in the over-the-counter market or otherwise.

Neither we nor any of the underwriters make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our common stock. In addition, neither we nor any of the underwriters make any representation that the representatives will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

## **Electronic Offer, Sale and Distribution of Shares**

In connection with the offering, certain of the underwriters or securities dealers may distribute prospectuses by electronic means, such as e-mail. In addition, Merrill Lynch, Pierce, Fenner & Smith Incorporated may facilitate Internet distribution for this offering to certain of its Internet subscription customers. Merrill Lynch, Pierce, Fenner & Smith Incorporated may allocate a limited number of shares for sale to its online brokerage customers. An electronic prospectus is available on the Internet web site maintained by Merrill Lynch, Pierce, Fenner & Smith Incorporated. Other than the prospectus in electronic format, the information on the Merrill Lynch, Pierce, Fenner & Smith Incorporated web site is not part of this prospectus.

## **Other Relationships**

Some of the underwriters and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us or our affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions.

In addition, in the ordinary course of their business activities, the underwriters and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. The underwriters and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

As of December 31, 2010, an entity affiliated with WR Hambrecht+Co, LLC owned 193,091 shares of our common stock on an as-converted basis, which it purchased from us in our prior preferred stock financings.

## **Notice To Prospective Investors In The European Economic Area**

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), including each Relevant Member State that has implemented the 2010 PD Amending Directive with regard to persons to whom an offer of securities is addressed and the denomination per unit of the offer of securities (each, an Early Implementing Member State), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date), no offer of shares will be made to the public in that Relevant Member State (other than offers (the Permitted Public Offers) where a prospectus will be published in relation to the shares

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that has been approved by the competent authority in a Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive), except that with effect from and including that Relevant Implementation Date, offers of shares may be made to the public in that Relevant Member State at any time:

- A. to qualified investors as defined in the Prospectus Directive, including:
  - (a) (in the case of Relevant Member States other than Early Implementing Member States), legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities, or any legal entity which has two or more of (i) an average of at least 250 employees during the last financial year; (ii) a total balance sheet of more than 43.0 million and (iii) an annual turnover of more than 50.0 million as shown in its last annual or consolidated accounts; or
  - (b) (in the case of Early Implementing Member States), persons or entities that are described in points (1) to (4) of Section I of Annex II to Directive 2004/39/EC, and those who are treated on request as professional clients in accordance with Annex II to Directive 2004/39/EC, or recognized as eligible counterparties in accordance with Article 24 of Directive 2004/39/EC unless they have requested that they be treated as non-professional clients; or
- B. to fewer than 100 (or, in the case of Early Implementing Member States, 150) natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted in the Prospectus Directive, subject to obtaining the prior consent of the representatives for any such offer; or
- C. in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of shares shall result in a requirement for the publication of a prospectus pursuant to Article 3 of the Prospectus Directive or of a supplement to a prospectus pursuant to Article 16 of the Prospectus Directive.

Each person in a Relevant Member State (other than a Relevant Member State where there is a Permitted Public Offer) who initially acquires any shares or to whom any offer is made will be deemed to have represented, acknowledged and agreed that (A) it is a qualified investor, and (B) in the case of any shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (x) the shares acquired by it in the offering have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors as defined in the Prospectus Directive, or in circumstances in which the prior consent of the Subscribers has been given to the offer or resale, or (y) where shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors as defined in the Prospectus Directive, the offer of those shares to it is not treated under the Prospectus Directive as having been made to such persons.

For the purpose of the above provisions, the expression an offer to the public in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer of any shares to be offered so as to enable an investor to decide to purchase any shares, as the same may be varied in the Relevant Member State by any measure implementing the Prospectus Directive in the Relevant Member State and the expression Prospectus Directive means Directive 2003/71 EC (including the 2010 PD Amending Directive, in the case of Early Implementing Member States) and includes any relevant implementing measure in each Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

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**Notice to Prospective Investors in Switzerland**

The Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ( SIX ) or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the Shares or the offering may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this document nor any other offering or marketing material relating to the offering, the Issuer, the Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of Shares will not be supervised by, the Swiss Financial Market Supervisory Authority FINMA (FINMA), and the offer of Shares has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes ( CISA ). The investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of Shares.

**Notice to Prospective Investors in the Dubai International Financial Centre**

This offering memorandum relates to an Exempt Offer in accordance with the Offered Securities Rules of the Dubai Financial Services Authority ( DFSA ). This offering memorandum is intended for distribution only to persons of a type specified in the Offered Securities Rules of the DFSA. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this offering memorandum nor taken steps to verify the information set forth herein and has no responsibility for the offering memorandum. The securities to which this offering memorandum relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the securities offered should conduct their own due diligence on the securities. If you do not understand the contents of this offering memorandum you should consult an authorized financial advisor.

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**VALIDITY OF COMMON STOCK**

The validity of the shares of common stock offered by us in this offering will be passed upon for us by DLA Piper LLP (US), San Diego, California. Certain legal matters relating to this offering will be passed upon for the underwriters by Wilson Sonsini Goodrich & Rosati, Professional Corporation, San Diego, California. As of the date of this prospectus, Wilson Sonsini Goodrich & Rosati holds 634 shares of our common stock acquired pursuant to the exercise of a warrant that we issued in connection with a prior acquisition.

**EXPERTS**

Ernst & Young LLP, independent registered public accounting firm, has audited our consolidated financial statements at December 31, 2008 and 2009, and for each of the three years in the period ended December 31, 2009, as set forth in their report. We have included our consolidated financial statements in the prospectus and elsewhere in the registration statement in reliance on Ernst & Young LLP's report, given on their authority as experts in accounting and auditing.

**WHERE YOU CAN FIND MORE INFORMATION**

We have filed with the SEC a registration statement on Form S-1 under the Securities Act with respect to the shares of common stock being offered by this prospectus. This prospectus does not contain all of the information in the registration statement and its exhibits. For further information with respect to us and the common stock offered by this prospectus, we refer you to the registration statement and its exhibits. Where we make statements in this prospectus as to the contents of any contract or any other document, for the complete text of that document, we refer you to the copy of the contract or other document filed as an exhibit to the registration statement. Each of these statements is qualified in all respects by this reference.

You can read our SEC filings, including the registration statement of which this prospectus is a part, over the Internet at the SEC's website at [www.sec.gov](http://www.sec.gov). You may also read and copy any document we file with the SEC at its public reference facilities at 100 F Street, NE, Washington, DC 20549. You may also obtain copies of the document at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, NE, Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facilities.

Upon completion of this offering, we will be subject to the information reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and we will file reports, proxy statements and other information with the SEC. We also intend to furnish our stockholders with annual reports containing our consolidated financial statements audited by an independent public accounting firm and quarterly reports containing our unaudited consolidated financial information. We maintain a website at [theactivenetwork.com](http://theactivenetwork.com). The reference to our web address does not constitute incorporation by reference of the information contained at this site. Upon completion of this offering, you may access our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act with the SEC free of charge at our website as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC.

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**THE ACTIVE NETWORK, INC.**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders

The Active Network, Inc.

We have audited the accompanying consolidated balance sheets of The Active Network, Inc. as of December 31, 2008 and 2009, and the related consolidated statements of operations, stockholders' deficit and comprehensive loss and cash flows for each of the three years in the period ended December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of The Active Network, Inc. at December 31, 2008 and 2009, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2009 in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

San Diego, California

July 15, 2010

except for Notes 17, 18 and 22 as to which the date is

February 14, 2011

**Table of Contents****THE ACTIVE NETWORK, INC.****CONSOLIDATED BALANCE SHEETS**

(In thousands, except par value)

	December 31,		September	Pro forma
	2008	2009	30,	Stockholders
			2010	Equity
				September 30,
				2010
				(Unaudited)
<b>Assets</b>				
Current assets:				
Cash and cash equivalents	\$ 33,395	\$ 26,381	\$ 36,859	
Restricted cash	5,000	5,000	5,000	
Accounts receivable, net	29,577	27,554	39,127	
Prepaid expenses and other current assets	2,360	3,675	4,408	
Total current assets	70,332	62,610	85,394	
Property and equipment, net	20,093	26,742	27,965	
Software development costs, net	14,890	27,003	35,726	
Goodwill	177,753	203,010	206,395	
Intangible assets, net	42,066	60,255	44,884	
Deposits and other assets	802	2,251	2,416	
Total assets	\$ 325,936	\$ 381,871	\$ 402,780	
<b>Liabilities, preferred stock and stockholders equity (deficit)</b>				
Current liabilities:				
Accounts payable	\$ 2,883	\$ 3,432	\$ 3,960	
Registration fees payable	22,594	30,158	47,332	
Accrued expenses	24,788	27,632	34,439	
Deferred revenue	20,272	25,031	35,895	
Current portion of debt	16,563	12,996	14,803	
Capital lease obligations, current portion	491	1,906	2,027	
Other current liabilities	117	131	2,332	
Total current liabilities	87,708	101,286	140,788	
Debt, net of current portion	37,482	35,731	28,531	
Capital lease obligations, net of current portion	1,379	3,638	1,772	
Other long-term liabilities	1,623	2,033	1,937	
Deferred tax liability	3,645	16,318	17,823	
Total liabilities	131,837	159,006	190,851	
Convertible preferred stock, \$0.001 par value authorized, 146,856; issued and outstanding, 131,372 shares at December 31, 2008 and 2009, and September 30, 2010 (unaudited), no shares outstanding at September 30, 2010 pro forma (unaudited) (aggregate liquidation preference \$24,183 at December 31, 2008 and 2009 and September 30, 2010 (unaudited))	21,187	21,187	21,187	\$
Redeemable convertible preferred stock, \$0.001 par value - authorized, 73,249; issued and outstanding, 68,290 shares at December 31, 2008 and 71,755 shares at December 31, 2009 and September 30, 2010 (unaudited), no shares outstanding at September 30, 2010 pro forma (unaudited) (aggregate liquidation preference \$269,665, \$344,925 and \$365,300 at December 31, 2008 and 2009 and September 30, 2010 (unaudited), respectively)	269,534	343,021	363,850	
Total preferred stock	290,721	364,208	385,037	

Commitments and contingencies (Note 12)

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Stockholders' equity (deficit):				
Common stock, \$0.001 par value authorized, 65,000 shares; issued and outstanding, 7,663, 8,127 and 9,480 shares at December 31, 2008 and 2009 and September 30, 2010 (unaudited), respectively, shares issued and outstanding, 43,648 shares at September 30, 2010 pro forma (unaudited)				
	7	7	9	44
Treasury stock (at cost, 1,776 shares at December 31, 2008 and 2009 and September 30, 2010 (unaudited))	(11,959)	(11,959)	(11,959)	(11,959)
Additional paid-in capital	44,529	56,706	63,099	448,101
Accumulated other comprehensive (loss) income	(140)	6,595	7,443	7,443
Accumulated deficit	(129,059)	(192,692)	(231,700)	(231,700)
<b>Total stockholders' equity (deficit)</b>	<b>(96,622)</b>	<b>(141,343)</b>	<b>(173,108)</b>	<b>\$ 211,929</b>
Total liabilities and stockholders' equity (deficit)	\$ 325,936	\$ 381,871	\$ 402,780	

The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****THE ACTIVE NETWORK, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS**

(In thousands, except share and per share data)

	Year Ended December 31,			Nine Months Ended	
	2007	2008	2009	September 30, 2009	2010 (Unaudited)
<b>Net Revenue:</b>					
Technology revenue	\$ 78,542	\$ 145,789	\$ 210,483	\$ 166,787	\$ 188,504
Marketing services revenue	23,335	27,407	32,401	21,725	29,473
Total net revenue	101,877	173,196	242,884	188,512	217,977
<b>Cost of net revenue:</b>					
Cost of technology revenue	36,284	74,316	103,130	79,825	88,682
Cost of marketing services revenue	4,797	5,365	4,058	2,537	4,562
Cost of net revenue	41,081	79,681	107,188	82,362	93,244
Gross profit	60,796	93,515	135,696	106,150	124,733
<b>Operating expenses:</b>					
Sales and marketing	31,140	48,739	50,556	38,420	44,799
Research and development	21,099	31,997	58,767	43,261	46,400
General and administrative	25,639	42,865	39,455	29,889	32,958
Amortization of intangibles	5,944	13,820	18,491	13,728	12,149
Total operating expenses	83,822	137,421	167,269	125,298	