

ACTIVE NETWORK INC  
Form SC 13G  
February 14, 2012

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

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

**The Active Network, Inc.**  
(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**00506D 100**  
(CUSIP Number)

**December 31, 2011**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 The Walt Disney Company -- I.R.S. Identification No. 95-4545390  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7,738,220  
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
 8 SHARED DISPOSITIVE POWER

WITH:

9 7,738,220  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,738,220  
 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 13.7%  
TYPE OF REPORTING PERSON

CO

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

ESPN, Inc. -- I.R.S. Identification No. 94-2826942

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,738,220

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

7,738,220

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,738,220

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 13.7%  
TYPE OF REPORTING PERSON

CO

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 ESPN Digital Media, Inc. -- I.R.S. Identification No. 95-4673342  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 3,869,110  
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
 8 SHARED DISPOSITIVE POWER

WITH:

3,869,110  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,869,110  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 6.85%  
TYPE OF REPORTING PERSON

CO

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Starwave Corp. -- I.R.S. Identification No. 91-1544629  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Washington  
 5 SOLE VOTING POWER

NUMBER OF  
 SHARES 0  
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 3,869,110  
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
 8 SHARED DISPOSITIVE POWER  
 WITH:

3,869,110  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,869,110  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 6.85%  
TYPE OF REPORTING PERSON

CO

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CUSIP No. 00506D 100

SCHEDULE 13G

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**Item 1(a)** Name of Issuer:

The Active Network, Inc.

**Item 1(b)** Address of Issuer's Principal Executive Offices:

10182 Telesis Court, Suite 100

San Diego, California 92121

**Item 2(a)** Name of Person Filing:

The Walt Disney Company, ESPN, Inc., ESPN Digital Media, Inc. and Starwave Corp.

**Item 2(b)** Address of Principal Business Office or, If None, Residence

The address of the The Walt Disney Company is:

500 South Buena Vista Street

Burbank, CA 91521

The address of the ESPN, Inc. is:

ESPN Plaza

Bristol, CT 06010

The address of the ESPN Digital Media, Inc. is:

605 Third Avenue

New York, NY 10158-0180

The address of the Starwave Corp. is:

925 Fourth Avenue, Suite 1600

Seattle, WA 98104

**Item 2(c)** Citizenship

The Walt Disney Company, ESPN, Inc. and ESPN Digital Media, Inc. are organized in the State of Delaware. Starwave Corp. is organized in the State of Washington.

**Item 2(d)** Title of Class of Securities:

Common Stock, Par Value \$0.001 Per Share

**Item 2(e)** CUSIP Number:  
00506D 100

**Item 3.** Statement Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c):  
Not applicable.

**Item 4.** Ownership

(a) Amount beneficially owned: 7,738,220. Half of the shares are held by Starwave Corp. and 50% of the shares are held by ESPN Digital Media, Inc. Starwave Corp. is an indirect, wholly owned subsidiary of The Walt Disney Company, and ESPN Digital Media, Inc. is an indirect, wholly owned subsidiary of ESPN, Inc., 80% of the equity of which is owned by an indirect wholly owned subsidiary of The Walt Disney Company.

(b) Percent of class: 13.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote of each reporting person: 0

(ii) Shared power to vote or to direct the vote of The Walt Disney Company and ESPN, Inc: 7,738,220  
Shared power to vote or to direct the vote of ESPN Digital Media, Inc. and Starwave Corp.: 3,869,110

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of The Walt Disney Company and ESPN, Inc: 7,738,220  
Shared power to dispose or to direct the disposition of ESPN Digital Media, Inc. and Starwave Corp.: 3,869,110

**Item 5.** Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following "

**Item 6.** Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

**Item 7.** Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

**Item 8.** Identification and Classification of Members of the Group

Not applicable.

**Item 9.** Notice of Dissolution of Group

Not applicable.

**Item 10.** Certifications

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2012

The Walt Disney Company

By: /s/ Roger J. Patterson  
Name: Roger J. Patterson

Title: Associate General Counsel  
and Assistant Secretary

Registered In-house Counsel

ESPN, Inc.

By: /s/ Marsha L. Reed  
Name: Marsha L. Reed

Title: Secretary

ESPN Digital Media, Inc.

By: /s/ Marsha L. Reed  
Name: Marsha L. Reed

Title: Assistant Secretary

Starwave Corp.

By: /s/ Marsha L. Reed  
Name: Marsha L. Reed

Title: Vice President and Secretary

**AGREEMENT**

The undersigned persons, on February 14, 2012, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of The Active Network, Inc. at December 31, 2011.

The Walt Disney Company

By: /s/ Roger J. Patterson  
Roger J. Patterson  
Associate General Counsel and Assistant Secretary  
Registered In-house Counsel

ESPN, Inc.

By: /s/ Marsha L. Reed  
Marsha L. Reed  
Secretary

ESPN Digital Media, Inc.

By: /s/ Marsha L. Reed  
Marsha L. Reed  
Assistant Secretary

Starwave Corp.

By: /s/ Marsha L. Reed  
Marsha L. Reed  
Vice President and Secretary