ACTIVE NETWORK INC
Form S-1/A
May 10, 2011
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As filed with the Securities and Exchange Commission on May 10, 2011

Registration Number 333-172254

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 3 TO

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	7372	33-0884962
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

10182 Telesis Court, Suite 100

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

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:

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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):

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	x (Do not check if a smaller reporting company)	Smaller reporting company	¨

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered (a)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (b)	Amount of Registration Fee (c)
Common stock, $0.001 par value	12,650,000	$18.00	$227,700,000	$26,436

(a) Includes the additional shares that the underwriters have the option to purchase to cover overallotments, if any.
(b) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(a) promulgated under the Securities Act of 1933.
(c) Previously paid.

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 May 10, 2011

PROSPECTUS

11,000,000 Shares

The Active Network, Inc.

Common Stock

This is The Active Network, Inc. s initial public offering. We are selling 8,222,222 shares of our common stock and the selling stockholders are selling 2,777,778 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 initial public offering price to be between $16.00 and $18.00 per share. Currently, no public market exists for the shares. After pricing of the offering, we expect that the shares will trade on the New York Stock Exchange under the symbol ACTV.

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

	Per Share	Total
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 1,650,000 shares from 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.

The Active Network, Active, Active.com, ActiveWorks, ActiveNet, RegOnline, ReserveAmerica and our logo are some of our tradem 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 serving a wide range of customer groups including business events, community activities, outdoors and sports. 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 year ended December 31, 2010,

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we generated revenue of $279.6 million, as compared to $242.9 million in the year ended December 31, 2009, an increase of 15%. During the three months ended March 31, 2011, we generated revenue of $72.7 million, as compared to $63.2 million in the three months ended March 31, 2010, an increase of 15%.

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 through Survey.com, 73% of the U.S. households surveyed paid to take part in a recreational or community activity last year. Based on the results of this survey and our internal analysis, 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.

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- *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 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 the results of an online survey we commissioned through Survey.com, we believe the organizations we target produce or organize activities and events for the majority of U.S. households.

In 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:

Sports	***Community Activities***	***Outdoors***	***Business Events***
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

Our business is subject to numerous risks and uncertainties, including those highlighted in the section titled Risk Factors immediately following this prospectus summary. Some of these risks include:

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

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;

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- 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;

- if we fail to effectively manage our growth, our business and operating results could be harmed; and

- acquisitions could prove difficult to integrate, disrupt our business, dilute stockholder value, strain our resources and impair our operating results, financial conditions and prospects.

You should carefully consider these risks and the other 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.

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, and our primary participant website is 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	8,222,222 shares
By the selling stockholders	2,777,778 shares
Common stock to be outstanding after this offering	52,982,501 shares
Overallotment option	The selling stockholders have granted the underwriters an option to purchase up to 1,650,000 additional shares of our common stock at the initial public offering price for a period of 30 days after the date of this prospectus.
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.
Reserved share program	At our request, the underwriters have reserved for sale, at the initial public offering price, up to 411,111 shares of common stock offered by this prospectus to our directors, officers, employees and business associates and related persons.
Proposed NYSE symbol	ACTV

The number of shares of our common stock to be outstanding immediately after this offering is based on 44,760,279 shares of our common stock (including preferred stock on an as-converted basis) outstanding as of March 31, 2011 and excludes, as of March 31, 2011:

- 1,775,640 shares of common stock included in treasury stock;
- 13,406,661 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 $3.19, of which 5,181,740 represent shares of our common stock subject to vesting requirements;

296,999 shares of our common stock available for future grant or issuance under our 2002 Plan;

1,122,000 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;

3,927,000 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;

287,601 shares of our common stock issuable upon the conversion of outstanding principal and interest under our convertible promissory notes as of March 31, 2011, 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.

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

- an initial public offering price of $17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus;
- the automatic conversion of all shares of our outstanding preferred stock into 34,631,891 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 March 31, 2011, and no outstanding options or warrants were exercised after March 31, 2011;
- 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 overallotment option by the underwriters.

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SUMMARY CONSOLIDATED FINANCIAL DATA

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, 2008, 2009 and 2010 and the consolidated balance sheet data as of December 31, 2009 and 2010 from our audited consolidated financial statements included elsewhere in this prospectus. The unaudited consolidated statements of operations data for the three months ended March 31, 2010 and 2011, and the unaudited consolidated balance sheet data as of March 31, 2011, 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,			Three Months Ended March 31,	
	2008	2009	2010	2010	2011
				(unaudited)	
	(In thousands, except per share amounts)				
Consolidated Statements of Operations Data:					
Net revenue:					
Technology revenue	$ 145,789	$ 210,483	$ 237,688	$ 54,932	$ 63,108
Marketing services revenue	27,407	32,401	41,912	8,290	9,604
Total net revenue	173,196	242,884	279,600	63,222	72,712
Cost of net revenue:					
Cost of technology revenue	74,316	103,130	115,148	27,035	32,988
Cost of marketing services revenue	5,365	4,058	6,203	1,019	1,162
Total cost of net revenue(1)	79,681	107,188	121,351	28,054	34,150
Gross profit	93,515	135,696	158,249	35,168	38,562
Operating expenses:					
Sales and marketing(1)	48,739	50,556	59,106	14,643	16,940
Research and development(1)	31,997	58,767	61,107	15,042	16,176
General and administrative(1)	42,865	39,455	42,404	11,324	10,588
Amortization of intangibles	13,820	18,491	16,147	4,047	3,703
Total operating expenses	137,421	167,269	178,764	45,056	47,407
Loss from operations	(43,906)	(31,573)	(20,515)	(9,888)	(8,845)
Interest income	1,695	194	150	28	30
Interest expense	(4,991)	(5,237)	(5,438)	(1,314)	(1,284)
Other (expense) income, net	(268)	1,196	455	(377)	(51)
Loss before income taxes	(47,470)	(35,420)	(25,348)	(11,551)	(10,150)
Income tax provision	1,506	2,439	1,924	855	792
Net loss	(48,976)	(37,859)	(27,272)	(12,406)	(10,942)
Accretion of redeemable convertible preferred stock	(15,639)	(25,774)	(28,157)	(6,873)	(7,410)
Net loss attributable to common stockholders	$ (64,615)	$ (63,633)	$ (55,429)	$ (19,279)	$ (18,352)

Net loss per share attributable to common stockholders:					
Basic and diluted	$ (11.68)	$ (10.86)	$ (7.83)	$ (2.97)	$ (2.16)
Weighted-average shares used to compute net loss per share attributable to common stockholders	5,530	5,862	7,080	6,493	8,514
Pro forma net loss per share (unaudited)[(2)]:					
Basic and diluted (unaudited)			$ (0.65)		$ (0.25)
Pro forma weighted-average shares used to compute pro forma net loss per share (unaudited)[(2)]:					
Basic and diluted (unaudited)			41,712		43,146

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	Years Ended December 31, 2008	2009	2010	Three Months Ended March 31, 2010	2011
				(unaudited)	
			(In thousands)		
Other Financial and Operational Data:					
Adjusted EBITDA[(3)]	$ (2,672)	$ 15,746	$ 25,120	$ 1,084	$ 2,570
Organizations	41.5	44.9	47.3	22.1	23.9
Registrations	25,074	65,461	70,182	12,921	13,931

	As of March 31, 2011 Actual	Pro Forma[(4)]	As Adjusted[(5)]
		(unaudited) (In thousands)	
Consolidated Balance Sheet Data:			
Cash and cash equivalents	$ 60,831	$ 63,050	$ 189,843
Restricted cash	5,000	5,000	5,000
Property and equipment, net	27,495	27,495	27,495
Software development costs, net	39,548	39,548	39,548
Working capital (deficit)	(64,732)	(62,513)	64,280
Total assets	440,704	442,923	569,716
Debt, including current portion	41,152	41,152	41,152
Convertible preferred stock	21,187		
Redeemable convertible preferred stock	378,536		
Total stockholders equity (deficit)	(192,372)	209,570	336,363

	Years Ended December 31, 2008	2009	2010	Three Months Ended March 31, 2010	2011
				(unaudited)	
			(In thousands)		
(1) Stock-based compensation included in the above line items:					
Cost of net revenue	$ 70	$ 128	$ 111	$ 26	$ 16
Sales and marketing	358	765	562	124	187
Research and development	257	597	244	141	118
General and administrative	13,852	9,750	4,431	1,498	423
Total	$ 14,537	$ 11,240	$ 5,348	$ 1,789	$ 744

(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 568,901 shares of common stock at a weighted average exercise price of $3.90 per share, which will automatically be exercised or cancelled pursuant to their terms upon completion of this offering.

(5) The as adjusted balance sheet data in the table above reflects the sale of shares of our common stock in this offering and the application of the net proceeds at an assumed initial public offering price of $17.00 per share, the midpoint of the range set forth on the cover page of this prospectus, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us.

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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,			Three Months Ended March 31,	
	2008	2009	2010	2010	2011
			(unaudited) (In thousands)		
Reconciliation of Adjusted EBITDA to Net Loss:					
Net loss	$ (48,976)	$ (37,859)	$ (27,272)	$ (12,406)	$ (10,942)
Interest expense, net	3,296	5,043	5,288	1,286	1,254
Income tax provision	1,506	2,439	1,924	855	792
Depreciation and amortization	26,697	36,079	40,287	9,183	10,671
Stock-based compensation	14,537	11,240	5,348	1,789	744

Other expense (income), net	268	(1,196)	(455)	377	51
Adjusted EBITDA	$ (2,672)	$ 15,746	$ 25,120	$ 1,084	$ 2,570

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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 $10.9 million for the three months ended March 31, 2011, $27.3 million for the year ended December 31, 2010, $37.9 million for the year ended December 31, 2009 and $49.0 million for the year ended December 31, 2008. At March 31, 2011, we had an accumulated deficit of approximately $266.5 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 $173.2 million in 2008 to $242.9 million in 2009 and to $279.6 million in 2010, representing a compound annual growth rate over this period of 27%. 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 year 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 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 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 cooperated 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 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 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. In addition, the prolonged interruption of service of one or more of our websites that process transactions could result in potentially significant losses.

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;

- 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 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 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 24 states, and provide registration and management services for campgrounds located in 34 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.

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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;
- 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

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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.

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.

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.

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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.

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 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 United States. Our registered trademarks in the United

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States include THE ACTIVE NETWORK, ACTIVE, ACTIVE.COM, ACTIVENET, ACTIVEWORKS, REGONLINE and RESERVEAMERICA. As of March 31, 2011, 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 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

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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 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. Although as of March 31, 2011 we have no material weaknesses in our internal controls, we have undertaken significant measures to improve the effectiveness of our internal controls in response to material weaknesses we have had in the past which have been remediated. 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 December 31, 2010, we had federal tax net operating loss carry forwards of approximately $102.1 million which will begin to expire in 2019 and state tax net operating loss carry forwards of approximately $76.4 million which begin to expire in 2011. 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.

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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;
- 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.

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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.

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;
- 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.

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 assumed initial public offering price of $17.00 per share has been 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

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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.

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 $15.44 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 $15.44 per share in net tangible book value per share of common stock, based on an assumed initial offering price of $17.00 per share. This dilution figure deducts the estimated $13.0 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.

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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 beneficial holders of 10% or more of our outstanding common stock will beneficially own approximately 52.5% of our outstanding common stock, including warrants and stock options exercisable within 60 days after March 31, 2011. We are not aware of any stockholder or voting agreements or understandings between or among our directors, officers or current beneficial holders of 10% or more of our outstanding common stock which will be in place following our initial public offering. However, these stockholders, acting together, would 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 could 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, 52,982,501 shares of common stock will be outstanding, assuming conversion of our preferred stock into shares of common stock, exercise on a cash basis of warrants to purchase 568,901 shares of common stock, no exercise of the underwriters over-allotment option and no exercise of outstanding options or warrants after March 31, 2011. 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 restricted shares, 59,395 will be available for sale in the public market on the date of this offering, and an additional 41,923,106 shares will be available for sale in the public market beginning 180 days after the date of this prospectus, 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;

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- 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. Following the offering, we will have sufficient capital to conduct our plan of business for at least the next 12 months. We may need to raise additional funds following such time, 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;
- 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, sl
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;

- 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. While we believe the market position, market opportunity and market size information included in this prospectus is based on reasonable and sound assumptions, 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 8,222,222 shares of common stock in this offering will be approximately $126.8 million, based on an assumed initial public offering price of $17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus, after deducting the $13.0 million in underwriting discounts and estimated offering expenses payable by us. We will not receive any of the proceeds from the sale of shares by the selling stockholders or as a result of the exercise by the underwriters of the overallotment option to purchase 1,650,000 shares of common stock by certain selling stockholders.

A $1.00 increase (decrease) in the assumed initial public offering price of $17.00 per share would increase (decrease) the net proceeds to us from this offering by approximately $7.6 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 March 31, 2011, we had $41.2 million outstanding under our various debt facilities. This amount consists of (i) $6.5 million in principal under our loan and security agreement with Square 1 Bank. The loan is scheduled to mature in October 2011 and the security agreement is scheduled to mature in July 2011, and both bear interest at an annual rate of 5.0%; (ii) $27.4 million in principal, including $3.2 million in accrued interest through March 31, 2011 on our loan and security agreements with Escalate Capital I, L.P. and Gold Hill Capital Venture Lending 03, L.P. The loans are scheduled to mature in May 2012 and bear interest at an annual rate of 12.0%; and (iii) $7.9 million in principal and accrued interest consisting of (a) $2.1 million in principal on our loans under our agreement with Pinnacle Financial Partners. These loans are scheduled to mature in 2011 and 2012 and bear interest at an annual rate of 8.26%; (b) $0.2 million in principal on our loan agreement with Bank of Celina. The loan is scheduled to mature in October 2021 and bears interest at an annual rate of 3.5%; (c) $1.0 million in principal on our loan agreement with Automated License Systems. The loan is scheduled to mature in October 2012 and bears interest at an annual rate of 5.0%; (d) $3.0 million in principal and $0.5 million in accrued interest through March 2011 on our loan agreement with ABS Ventures. The loan is scheduled to mature in September 2011 and bears interest at an annual rate of 10.0%; and (e) $1.0 million in principal and $0.1 million in accrued interest through March 2011 on our loan agreement with David Alberga. The loan is scheduled to mature in September 2011 and bears interest at an annual rate of 10.0%.

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.

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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 March 31, 2011 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 34,631,891 shares of common stock as if such conversion were completed on March 31, 2011 and (ii) the exercise on a cash basis of outstanding 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 the offering; and

- a pro forma as adjusted basis to reflect (i) the automatic conversion of all shares of our outstanding preferred stock into 34,631,891 shares of common stock as if such conversion were completed on March 31, 2011, (ii) the exercise on a cash basis of outstanding 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 the offering and (iii) the receipt of the estimated net proceeds from the sale by us of 8,222,222 shares of common stock in this offering at the assumed initial public offering price of $17.00 per share, the midpoint of the price range set forth on the cover page of this prospectus, after deducting $9.8 million in underwriting discounts and $3.2 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 March 31, 2011		
	Actual	Pro Forma (unaudited)	Pro Forma As Adjusted[1]
	(In thousands, except share data)		
Cash and cash equivalents	$ 60,831	$ 63,050	$ 189,843
Debt, including current portion	41,152	41,152	41,152
Capital lease obligations, including current portion	3,176	3,176	3,176
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 71,750,622 issued and outstanding, actual; no shares authorized, issued and outstanding, pro forma and pro forma as adjusted	378,536		
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; 11,355,127 shares issued and outstanding actual and 46,535,919 shares issued and outstanding pro forma; 1,000,000,000 shares authorized, pro forma adjusted, 54,758,141 shares issued and outstanding, pro forma as adjusted	11	47	55
Treasury stock (at cost, 1,775,640 shares)	(11,959)	(11,959)	(11,959)
Additional paid-in capital	75,732	477,638	604,423
Accumulated other comprehensive (loss) income	10,317	10,317	10,317
Accumulated deficit	(266,473)	(266,473)	(266,473)
Total stockholders equity (deficit)	(192,372)	209,570	336,363

Total capitalization	$ 251,679	$ 253,898	$ 380,691

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(1) Each $1.00 increase (decrease) in the assumed initial public offering price of $17.00 per share would increase (decrease) the net proceeds to us from this offering by approximately $7.6 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 44,760,279 shares outstanding (assuming conversion of our preferred stock and exercise of 568,901 warrants outstanding) as of March 31, 2011, and excludes, as of March 31, 2011:

13,406,661 shares of our common stock subject to outstanding options at a weighted average exercise price of $3.19, of which 5,181,740 represent shares of our common stock subject to vesting requirements;

296,999 shares of our common stock available for future grants or issuance under our 2002 Plan;

1,122,000 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;

3,927,000 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;

287,601 shares of our common stock issuable upon the conversion of outstanding principal and interest under our convertible promissory notes as of March 31, 2011, 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 March 31, 2011, was approximately ($46.563) 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 (deficit) at March 31, 2011 was approximately ($44.344) million, or ($0.99) per share of our common stock after giving effect to (i) the automatic conversion of all shares of our outstanding preferred stock into 34,631,891 shares of common stock upon completion of this offering and (ii) the exercise of outstanding 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 the offering.

After giving effect to the sale by us of 8,222,222 shares of our common stock in this offering at the assumed initial public offering price of $17.00 per share, the midpoint 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 March 31, 2011, would have been approximately $1.56 per share. This represents an immediate increase in net tangible book value of $2.55 per share to existing stockholders and an immediate dilution of approximately $15.44 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		$ 17.00
Pro forma net tangible book value per share as of March 31, 2011 before giving effect to this offering	($ 0.99)	
Increase in pro forma net tangible book value per share attributable to new investors purchasing shares in this offering.	2.55	
Pro forma as adjusted net tangible book value per share after offering		1.56
Dilution per share to new investors in this offering		$ 15.44

A $1.00 increase (decrease) in the assumed initial public offering price of $17.00 per share would increase (decrease) the amount of cash and cash equivalents, working capital, total assets and total stockholders equity by approximately $7.6 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 overallotment option to purchase shares of common stock from certain selling stockholders, there will be no impact to the per share dilution amounts set forth in the table above.

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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, 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 $17.00 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	44,760,279	84.5%	$ 417,166	74.9%	$ 9.32
New investors	8,222,222	15.5	139,778	25.1	17.00
Total	52,982,501	100.0%	$ 556,944	100.0%	$ 10.47

A $1.00 increase (decrease) in the assumed initial public offering price of $17.00 per share would increase (decrease) the amount of cash and cash equivalents, working capital, total assets and total stockholders equity by approximately $7.6 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 tables above is based on 44,760,279 shares outstanding (assuming conversion of our preferred stock and exercise of 568,901 warrants outstanding) as of March 31, 2011, and excludes, as of March 31, 2011:

- 1,775,640 shares of common stock included in treasury stock;
- 13,406,661 shares of our common stock subject to outstanding options at a weighted average exercise price of $3.19, of which 5,181,740 represent shares of our common stock subject to vesting requirements;
- 296,999 shares of our common stock available for future grants or issuance under our 2002 Plan;
- 1,122,000 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;
- 3,927,000 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;
- 287,601 shares of our common stock issuable upon the conversion of outstanding principal and interest under our convertible promissory notes as of March 31, 2011, 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.

Sales by the selling stockholders in this offering will cause the number of shares held by existing stockholders to be reduced to 41,982,501 shares, or 79.2% 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 11,000,000 shares, or 20.8% of the total number of shares of our common stock outstanding after this offering. In addition, if the underwriters over-allotment option is exercised in full, the number of shares held by the existing stockholders after this offering would be reduced to 76.8% 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 12,650,000 shares, or 23.2% 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 March 31, 2011 were exercised, then our existing stockholders, including the holders of these options, would own 83.4% and our new investors would own 16.6% of the total number of shares of our common stock outstanding upon the completion of this offering and the sale of shares of common stock by certain selling stockholders.

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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, 2008, 2009 and 2010 and the consolidated balance sheet data at December 31, 2009 and 2010 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, 2006 and 2007 and the consolidated balance sheet data at December 31, 2006, 2007 and 2008 are derived from our audited consolidated financial statements not included in this prospectus. The unaudited consolidated statements of operations data for the three months ended March 31, 2010 and 2011, and the unaudited consolidated balance sheet data as of March 31, 2011, are derived from our unaudited consolidated 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. The results for the first three months of 2011 are not necessarily indicative of results to be expected for the full year 2011 or for any other period.

	Years Ended December 31,					Three Months Ended March 31,	
	2006	2007	2008	2009	2010	2010	2011
							(unaudited)
	(In thousands, except per share amounts)						
Net revenue:							
Technology revenue	$ 44,545	$ 78,542	$ 145,789	$ 210,483	$ 237,688	$ 54,932	$ 63,108
Marketing services revenue	18,151	23,335	27,407	32,401	41,912	8,290	9,604
Total net revenue	62,696	101,877	173,196	242,884	279,600	63,222	72,712
Cost of net revenue	19,936	41,081	79,681	107,188	121,351	28,054	34,150
Gross profit	42,760	60,796	93,515	135,696	158,249	35,168	38,562
Total operating expenses	51,996	83,822	137,421	167,269	178,764	45,056	47,407
Loss from operations	(9,236)	(23,026)	(43,906)	(31,573)	(20,515)	(9,888)	(8,845)
Interest income (expense), net	1,187	630	(3,296)	(5,043)	(5,288)	(1,286)	(1,254)
Other (expense) income, net	70	234	(268)	1,196	455	(377)	(51)
Loss before taxes	(7,979)	(22,162)	(47,470)	(35,420)	(25,348)	(11,551)	(10,150)
Income tax provision	329	2,606	1,506	2,439	1,924	855	792
Net loss	(8,308)	(24,768)	(48,976)	(37,859)	(27,272)	(12,406)	(10,942)
Accretion of redeemable convertible preferred stock	(3,050)	(8,532)	(15,639)	(25,774)	(28,157)	(6,873)	(7,410)
Net loss attributable to common stockholders	$ (11,358)	$ (33,300)	$ (64,615)	$ (63,633)	$ (55,429)	$ (19,279)	$ (18,352)
Net loss per share attributable to common stockholders:							
Basic and diluted	$ (4.86)	$ (8.12)	$ (11.68)	$ (10.86)	$ (7.83)	$ (2.97)	$ (2.16)
Pro forma (unaudited)[1]					$ (0.65)		$ (0.25)
Weighted-average shares used to compute net loss per share:							

Basic and diluted	2,336	4,103	5,530	5,862	7,080	6,493	8,514
Pro forma weighted-average shares used to compute pro forma net loss per share:							
Basic and diluted (unaudited)					41,712		43,146

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	Years Ended December 31,					Three Months Ended March 31,	
	2006	2007	2008	2009	2010	2010	2011
				(unaudited) (In thousands)			
Other Financial and Operational Data:							
Adjusted EBITDA(2)	$ (3,967)	$ (1,965)	$ (2,672)	$ 15,746	$ 25,120	$ 1,084	$ 2,570
Organizations	26.5	35.1	41.5	44.9	47.3	22.1	23.9
Registrations	5,396	12,920	25,074	65,461	70,182	12,921	13,931

(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.

	Years Ended December 31,					March 31,
	2006	2007	2008	2009	2010	2011 (unaudited)
			(In thousands)			
Consolidated Balance Sheet Data:						
Cash and cash equivalents	$ 35,948	$ 28,166	$ 33,395	$ 26,381	$ 31,441	$ 60,831
Restricted cash	1,062		5,000	5,000	5,000	5,000
Property and equipment, net	3,645	8,208	20,093	26,742	28,181	27,495
Software development costs, net		5,092	14,890	27,003	37,013	39,548
Working capital (deficit)	21,272	(2,683)	(17,376)	(38,676)	(57,985)	(64,732)
Total assets	101,215	241,041	325,936	381,871	390,548	440,704
Debt		40,857	54,045	48,727	44,403	41,152
Convertible preferred stock	21,187	21,187	21,187	21,187	21,187	21,187
Redeemable convertible preferred stock	79,440	161,603	269,534	343,021	371,126	378,536
Total stockholders equity (deficit)	(10,150)	(16,427)	(96,622)	(141,343)	(185,981)	(192,372)

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 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;

- 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;

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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,					Three Months Ended March 31,	
	2006	2007	2008	2009	2010	2010	2011
				(unaudited) (In thousands)			
Reconciliation of Adjusted EBITDA to Net Loss:							
Net loss	$ (8,308)	$ (24,768)	$ (48,976)	$ (37,859)	$ (27,272)	$ (12,406)	$ (10,942)
Interest expense (income), net	(1,187)	(630)	3,296	5,043	5,288	1,286	1,254
Income tax provision	329	2,606	1,506	2,439	1,924	855	792
Depreciation and amortization	4,237	13,088	26,697	36,079	40,287	9,183	10,671
Stock-based compensation	1,032	7,973	14,537	11,240	5,348	1,789	744
Other expense (income), net	(70)	(234)	268	(1,196)	(455)	377	51
Adjusted EBITDA	$ (3,967)	$ (1,965)	$ (2,672)	$ 15,746	$ 25,120	$ 1,084	$ 2,570

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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 serving a wide range of customer groups including business events, community activities, outdoors and sports. 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 year 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 three months ended March 31, 2011, we generated net revenue of $72.7 million, as compared to $63.2 million for the three months ended March 31, 2010, an increase of 15%.

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. In addition, as part of our growth strategy, we expect to continue to make acquisitions and, thereby, acquire additional 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 these systems to ActiveWorks. This process is time consuming and requires the investment of significant technical and human resources. During this process, we expect to continue to incur costs associated with maintaining multiple legacy systems.

In addition, our long-term strategic plan involves expanding our applications into new business areas within the activity and event registration and management market. A lack of market acceptance of such efforts or our inability to generate satisfactory revenue to offset the development costs could have a material adverse effect on our results of operations and future growth prospects. As we establish and expand our operational capabilities internationally, we will incur additional operating expenses and capital-related costs.

Business Model

Technology Revenue. Our technology revenue was 85% of our total revenue for the year ended December 31, 2010 and 87% for the three months ended March 31, 2011. 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, 2010, and 81% of our technology revenue for the three months ended March 31, 2011.

We establish contracts with organizations to provide them with event and group management solutions that enable participants to register for their activity. During the year ended December 31, 2010, we processed more than 70 million consumer registrations for over 47,000 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 technology fee and we remit the remaining funds 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, 2010 and 19% of our technology revenue for the three months ended March 31, 2011. 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 15% of our total revenue for the year ended December 31, 2010, and 13% for the three months ended March 31, 2011. 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 year ended December 31, 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 year ended December 31, 2010, we capitalized $15.7 million of software development, and for the three months ended March 31, 2011, we capitalized $4.6 million of software development.

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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 December 2010, there were no acquisitions completed with a purchase price in excess of $2.0 million. 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.

In February 2011, we acquired Fellowship Technologies, Inc. (Fellowship), a provider of web based software to religious institutions. The acquisition enables us to strengthen our position as a technology leader and broaden our customer base. The purchase consideration was approximately 1,125,000 shares of our common stock valued at approximately $8.9 million. The results of Fellowship s operations have been included in the consolidated financial statements since the acquisition date.

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.

	Years Ended December 31,			Three Months Ended March 31,	
	2008	2009	2010	2010	2011
			(unaudited)		
			(In thousands)		
Organizations[1]	41.5	44.9	47.3	22.1	23.9
Net registration revenue	$ 102,358	$ 174,015	$ 197,575	$ 45,680	$ 51,433
Registrations[1]	25,074	65,461	70,182	12,921	13,931

(1) For more information see Risk Factors.

Organizations

Three months ended March 31, 2010 compared to three months ended March 31, 2011. Organizations increased 1,800 or 8%, primarily due to organic growth from sales to new customers.

Year ended December 31, 2009 compared to the year ended December 31, 2010. Organizations increased 2,400 or 5%, 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 3,400 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.

Net Registration Revenue and Registrations

Three months ended March 31, 2010 compared to three months ended March 31, 2011. Registrations increased 1.0 million or 8%, primarily due to organic growth from sales to new organizations. The average revenue per registration increased 4% to $3.69, mainly as a result of registration growth in our business events and communities customer groups.

Year ended December 31, 2009 compared to the year ended December 31, 2010. Registrations increased 4.7 million or 7%, which was mostly organic growth. The average revenue per registration increased 6% to $2.82, predominantly as post-recession recovery in the business events customer group led to higher registration revenue.

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.

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 organization s 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.

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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.

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 registration 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.

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 59%, 72% and 71% of total net revenue for the years ended December 31, 2008, 2009 and 2010, respectively, and 72% and 71% for the three months ended March 31, 2010 and 2011, respectively.

On January 1, 2011, we adopted the new accounting standard for multiple deliverable revenue arrangements which modifies the fair value requirements by allowing the use of best estimate of selling price (BESP) in addition to vendor specific objective evidence (VSOE) and third-party evidence (TPE) for determining the selling price of a deliverable. For arrangements entered into after January 1, 2011, we use our best estimate of selling price for each deliverable in an arrangement when VSOE or TPE of the selling price is not available. As such, the delivered items are separate units of accounting provided: (1) the delivered items has value to the customer on a stand-alone basis; and (2) if the arrangement includes a general right of return relative to the delivered item, delivery or performance of the undelivered items are considered probable and substantially in our control.

For multiple deliverable revenue arrangements which qualify as separate units of accounting, consideration is allocated to each unit of accounting based on the relative fair value using BESP if VSOE or TPE of the selling price is not available. Due to the unique nature of some of our multiple deliverable revenue arrangements, we may not be able to establish selling prices based on historical stand-alone sales or third-party evidence, therefore, we may determine the selling price for those arrangements using BESP under the new accounting standard. We establish our best estimates within a range of selling prices considering multiple factors including, but not limited to, factors such as customer base, prices charged for similar offerings, pricing strategies and market conditions. We believe the use of the best estimates of selling price allows revenue recognition in a manner consistent with the underlying economics of the transaction. The adoption of this accounting standard did not have a significant impact on our revenue recognition for multiple deliverable revenue arrangements.

If we determine that separate accounting cannot be applied, we defer the revenue for the entire arrangement until all elements have been delivered or recognize 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 services that qualify for separate accounting, such as arrangements that involve off-the-shelf software, the services do not include significant alterations to the features and functionality of the software, the services are primarily comprised of implementation services and fair value exists for the undelivered elements, software revenue is generally recognized when the software is delivered. 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. A majority of such arrangements are recognized together with the professional services.

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 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.

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 is based on our review of credit profiles of our customers, contractual terms and conditions, current economic trends and historical payment. We reassess the allowances for doubtful accounts 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 as a percentage of net revenue was 0.8% and 0.5% in fiscal years 2009 and 2010.

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
- 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 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.

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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 March 31, 2011, we had $213.5 million of goodwill, $27.5 million of net property and equipment and $40.4 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.

The results of step one of the Company s annual goodwill impairment test for October 1, 2010 are as follows (in thousands):

	October 1, 2010	
	Technology	Media & Marketing
Fair value of invested capital	$ 331,300	$ 81,000
Carrying value of invested capital	238,830	13,819
Excess of fair value over carrying value	$ 92,470	$ 67,181

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 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, 2010, 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 $66.5 million.

We were notified in April 2011 that the IRS is beginning an audit of our 2009 tax year. At this time any impact is undetermined.

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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.

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.

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

	Year Ended December 31,			Three Months Ended March 31, (unaudited)	
	2008	2009	2010	2010	2011
Volatility	48.1-50.9%	52.1-53.8%	49.7-51.8%	51.7-51.8%	48.8-49.2%
Expected dividend yield					
Risk-free rate	1.6-3.0%	1.4-2.1%	1.3-2.2%	2.1-2.2%	1.8-2.2%
Expected term (in years)	4.5	4.5	4.7	4.7	4.8

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

	Year Ended December 31,			Three Months Ended March 31, (unaudited)	
	2008	2009	2010	2010	2011
			(in thousands)		
Cost of net revenue	$ 70	$ 128	$ 111	$ 26	$ 16
Sales and marketing	358	765	562	124	187
Research and development	257	597	244	141	118
General and administrative	13,852	9,750	4,431	1,498	423
Total stock-based compensation	$ 14,537	$ 11,240	$ 5,348	$ 1,789	$ 744

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 and consistent with independent appraisals. 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;
- 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;

the market performance of comparable public companies;

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

global market conditions.

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Stock options were granted with the following exercise prices between January 2009 and April 2011:

Option Grant Dates	Number of Shares Underlying Options	Exercise Price Per Share	Common Stock Fair Value Per Share on Date of Grant
January 2009[1]	497,474	$ 1.96	$ 4.78
January 2009[2]	37,832	4.78	4.78
February 2009[1]	256,000	1.96	4.78
February 2009[2]	10,000	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
February 2011	258,000	4.87	7.88
February 2011	10,500	7.88	7.88
March 2011	747,000	7.88	7.88
April 2011[3]	1,485,000	7.88	13.78

(1) The underlying stock options issued in January and February of 2009 were included in the 8,417,984 options repriced on a one-for-one basis to $1.96 per share in September 2009.

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

(3) Options issued in March 2011 required stockholder approval to amend our 2002 Stock Option/Stock Issuance Plan to increase the number of shares of common stock issuable. Per the terms of the 2002 Plan, we had 12 months from the date of the grant to receive approval to amend the 2002 Plan. Approval was received on April 13, 2011, the most recent valuation was used for the fair value per share, and this was considered the grant date for accounting purposes.

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,

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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 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 2009 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. Based upon both internal and external factors, we concluded the value of the company did not change during this 12-month period. Internally, neither our business projections nor the probability of the various liquidation scenarios changed during this time. In addition, we did not complete any material acquisitions or financings that would affect the valuation. Externally, the market continued to be unstable during this time period. Given the market instability in combination with no material internal factors, we concluded that the value of the company during this period remained unchanged. 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 driven by current financial projections, public company comparables and the recent transactions utilized under the IPO and strategic sale analyses.

April 2010 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. We conducted the common stock valuation in preparation for the 128,000 options granted by our board of directors at a strike price of $3.78 during June 2010.

July 2010 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. We conducted the common stock valuation in preparation for the 348,500 options granted by our board of directors at a strike price of $3.84 during September 2010.

October 2010 February 2011

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. We conducted the common stock valuation in preparation for the 474,300 options granted by our board of directors at a strike price of $4.87 from November 2010 through February 15, 2011. We retrospectively reviewed the fair value of options to purchase 258,000 shares of common stock granted in February 2011 for financial reporting purposes. As a result of this analysis, we concluded that the reassessed fair value of these stock options was $7.88, thus exceeding the $4.87 exercise price of these options for accounting purposes. The assumptions utilized in the analysis are discussed in the subsequent paragraph.

February 2011 March 2011

We updated our financial projections to reflect our most current views on the economic recovery and its impact on our business. Most importantly, we reevaluated our expected time to a liquidity event and the probabilities of the various scenarios. The valuation used a risk-adjusted discount of 18.6%, and a non-marketability discount of 23.2%. The time to a liquidity event was adjusted to nine months to reflect our best judgment on when such an event might likely occur. As management became more confident that the initial public offering markets were strengthening, we adjusted our probability weightings of the various scenarios to 70% probability of an initial public offering, 20% probability of a sale or merger and 10% probability we would remain a private company. We conducted the common stock valuation in preparation for the 2,242,500 options granted by our board of directors at a strike price of $7.88 during February and March 2011. We conducted the common stock valuation in preparation for the 1,015,500 options granted with a fair market value for accounting purposes of $7.88 between February and March 15, 2011.

April 2011

We conducted a common stock valuation in preparation for the 1,485,000 options granted with a fair market value for accounting purposes of $13.78 on April 13th and 14th, 2011.

As part of determining this valuation, we updated our financial projections to reflect our current operating results and our current views on the economic recovery and its impact on our business. We also evaluated our expected time to a liquidity event and considered the probabilities of alternative scenarios. This evaluation included numerous discussions with underwriters. Our valuation used a risk-adjusted discount of 17.5%, and a nonmarketability discount of 17.5%. The time to a liquidity event was adjusted from nine to three months to reflect our best judgment on when such an event might likely occur. We adjusted our probability weightings of the various scenarios to 75% probability of an initial public offering, 20% probability of a sale or merger and 5% probability we would remain a private company.

In addition, for purposes of calculating our valuation in an initial public offering scenario, we adjusted the percentile in which we targeted our valuation amongst our comparable group from the 25th percentile to the 37.5th percentile. This change resulted in an approximately 36% increase in the multiples used to value our common stock in an initial public offering scenario, as the more highly valued companies in our comparable group generally have been valued using higher multiples of their operating results. This change was supported by our March 31, 2011 financial results, which reflected approximately 15% revenue growth over the first quarter of 2010, and further demonstrated our ability to achieve our financial projections and continue to increase revenue through organic growth. The change was further supported by the strengthening of the overall economy and more specifically, the market for initial public offerings, as 17 initial public offerings were completed in April, as opposed to an average of approximately nine initial public offerings being completed per month during the first three months of 2011. We believe that in a strong initial public offering market, newly public companies receive a lower discount relative to the mature public companies in a comparable group. Additional factors that contributed to an increase in our valuation in an initial public offering scenario include our continued strong financial performance, an increase in the performance of our comparable group during the quarter ended March 31, 2011, and the perceived reduction of business risk in our operating plan resulting from progress made during the first quarter.

All of the changes discussed above, when combined resulted in a determination that the fair market value of our common stock in an initial public offering scenario was $17.56 per share, an increase from the $10.98 determined in our prior valuation. The change in percentile in which we target our valuation amongst our comparable group was the largest single driver of the increase in the fair market value of our stock price, resulting in approximately half of the overall increase in value per share.

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 and 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 year ended December 31, 2010.

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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,			Three Months Ended March 31,	
	2008	2009	2010	2010	2011
				(unaudited)	
			(In thousands)		
Net revenue	$ 173,196	$ 242,884	$ 279,600	$ 63,222	$ 72,712
Cost of net revenue (1)	79,681	107,188	121,351	28,054	34,150
Gross profit	93,515	135,696	158,249	35,168	38,562
Operating expenses:					
Sales and marketing (1)	48,739	50,556	59,106	14,643	16,940
Research and development (1)	31,997	58,767	61,107	15,042	16,176
General and administrative (1)	42,865	39,455	42,404	11,324	10,588
Amortization of intangibles	13,820	18,491	16,147	4,047	3,703
Total operating expenses	137,421	167,269	178,764	45,056	47,407
Loss from operations	(43,906)	(31,573)	(20,515)	(9,888)	(8,845)
Interest income	1,695	194	150	28	30
Interest expense	(4,991)	(5,237)	(5,438)	(1,314)	(1,284)
Other (expense) income, net	(268)	1,196	455	(377)	(51)
Loss before income taxes	(47,470)	(35,420)	(25,348)	(11,551)	(10,150)
Income tax provision	1,506	2,439	1,924	855	792
Net loss	(48,976)	(37,859)	(27,272)	(12,406)	(10,942)
Accretion of redeemable convertible preferred	(15,639)	(25,774)	(28,157)	(6,873)	(7,410)
Net loss attributable to common stockholders	$ (64,615)	$ (63,633)	$ (55,429)	$ (19,279)	$ (18,352)

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

Cost of net revenue	$ 70	$ 128	$ 111	$ 26	$ 16
Sales and marketing	358	765	562	124	187
Research and development	257	597	244	141	118
General and administrative	13,852	9,750	4,431	1,498	423
Total	$ 14,537	$ 11,240	$ 5,348	$ 1,789	$ 744

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	Years Ended December 31,			Three Months Ended March 31,	
	2008	2009	2010	2010	2011
	(As a percentage of net revenue)				
Net revenue	100%	100%	100%	100%	100%
Cost of net revenue	46	44	43	44	47
Gross profit	54	56	57	56	53
Operating expenses:					
Sales and marketing	28	21	21	23	23
Research and development	18	24	22	24	22
General and administrative	25	16	15	18	15
Amortization of intangibles	8	8	6	6	5
Total operating expenses	79	69	64	71	65
Loss from operations	(25)	(13)	(7)	(16)	(12)
Interest income	1				
Interest expense	(3)	(2)	(2)	(2)	(2)
Other (expense) income, net				(1)	
Loss before income taxes	(27)	(15)	(9)	(18)	(14)
Income tax provision	1	1	1	1	1
Net loss	(28%)	(16%)	(10%)	(20%)	(15%)

Three Months Ended March 31, 2010 and 2011

Net Revenue

	Three Months Ended March 31,		% Change
	2010	2011	
	(unaudited) (In thousands)		
Net revenue:			
Technology revenue	$ 54,932	$ 63,108	15%
Marketing services revenue	8,290	9,604	16%
Net revenue	$ 63,222	$ 72,712	15%

Total net revenue increased $9.5 million, or 15% from 2010 to 2011.

Technology revenue. Net registration revenue increased $5.8 million, or 13%. The increase was primarily due to an 8% growth in registrations and a 4% growth in revenue per registration as a result of a product mix shift. Software revenue increased $2.4 million, or 26%, as a result of higher license, maintenance and implementation revenue. In total, technology revenue increased $8.2 million, or 15%.

Marketing services revenue. Revenue increased $1.3 million, or 16%, resulting mainly from growth in field marketing services and online marketing services.

Costs and Expenses

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, facilities costs, employee travel, commissions, bonuses and other employee expenses.

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Cost of Net Revenue

	Three Months Ended March 31, 2010	2011	% Change
	(unaudited) (Dollars in thousands)		
Cost of net revenue	$ 28,054	$ 34,150	22%
Headcount (at period end)	1,299	1,267	(2%)

Cost of net revenue increased $6.1 million, or 22%. The increase was primarily due to an increase of $1.9 million in credit card fees directly attributable to the increase in net registration revenue, $1.1 million in higher employee related costs to support the increase in revenue and $2.4 million of higher depreciation on the software that was capitalized in earlier periods. Headcount declined 2% even though employee-related costs increased. This was due to reduced headcount of lower compensated call center employees resulting from efficiencies in our call center operations, offset by additional headcount of higher compensated IT and implementation support employees to support the revenue growth.

Sales and Marketing

	Three Months Ended March 31, 2010	2011	% Change
	(unaudited) (Dollars in thousands)		
Sales and marketing	$ 14,643	$ 16,940	16%
Headcount (at period end)	429	478	11%

Sales and marketing expense increased $2.3 million, or 16%. The increase was primarily due to a $2.2 million increase in employee related costs, which resulted from an 11% increase in headcount as we reinvested in our sales staff to facilitate future business growth.

Research and Development

	Three Months Ended March 31, 2010	2011	% Change
	(unaudited) (Dollars in thousands)		
Research and development	$ 15,042	$ 16,176	8%
Headcount (at period end)	766	869	13%

Research and development expense increased $1.1 million, or 8%. The increase was primarily due to a $2.3 million increase in employee related costs which resulted from a 13% increase in headcount made for continued development of ActiveWorks and to implement new large state customers. The increase in employee related costs was mainly offset by $0.3 million in additional capitalized software, a $0.4 million decline in expenses for contractors and a $0.3 million decline in depreciation expense.

General and Administrative

	Three Months Ended March 31, 2010	2011	% Change
	(unaudited) (Dollars in thousands)		
General and administrative	$ 11,324	$ 10,588	(6%)
Headcount (at period end)	209	257	23%

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Our general and administrative expenses decreased $0.7 million, or 6%. The decrease was mainly due to a $1.1 million decline in stock based compensation expenses offset by a net increase of $0.4 million in other general costs to support the business. Headcount increased 23%, resulting in higher salaries which were offset by lower other employee costs.

Amortization of Intangibles

	Three Months Ended March 31, 2010	2011	% Change
	(unaudited) (In thousands)		
Amortization of Intangibles	$ 4,047	$ 3,703	(9%)

Amortization of intangibles decreased $0.3 million, or 9%. Intangibles are amortized over their expected life. Amortization expense on acquisitions completed prior to 2009 decreased as useful lives on certain intangibles were met. This was slightly offset by higher amortization expense on acquisitions completed since 2009.

Interest and Other Income (Expense), Net

	Three Months Ended March 31, 2010	2011	% Change
	(unaudited) (In thousands)		
Interest income	$ 28	$ 30	7%
Interest expense	(1,314)	(1,284)	(2%)
Other income (expense), net	(377)	(51)	(86%)
Interest and other income (expense), net	$ (1,663)	$ (1,305)	(22%)

Interest income increased 7% due to a higher average cash balance. Interest expense declined 2% due to a lower average debt balance. Other income (expense), net increased $0.3 million primarily due to a foreign exchange loss in 2010.

Income Taxes

	Three Months Ended March 31, 2010	2011	% Change
	(unaudited) (In thousands)		
Income tax expense	$ 855	$ 792	(7%)

Income tax expense declined $0.1 million or 7%. The overall provision is primarily the result of an increase in our deferred tax liabilities from the amortization of tax deductible goodwill.

Years Ended December 31, 2008, 2009 and 2010

Net Revenue

	Years Ended December 31, 2008	2009	2010	% Change 2008 to 2009	2009 to 2010
		(In thousands)			

Net revenue:					
Technology revenue	$ 145,789	$ 210,483	$ 237,688	44%	13%
Marketing services revenue	27,407	32,401	41,912	18%	29%
Net revenue	$ 173,196	$ 242,884	$ 279,600	40%	15%

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2009 compared to 2010. Total net revenue increased $36.7 million, or 15% from 2009 to 2010.

Technology revenue. Net registration revenue increased $23.6 million, or 14%. The increase was primarily due to a 7% 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 registrations were down in the region as a result of the oil spill. Software revenue increased $3.6 million, or 10%, as a result of higher maintenance and implementation revenue. In total, technology revenue increased $27.2 million, or 13%.

Marketing services revenue. Revenue increased $9.5 million, or 29%, as a result of higher adoption rates within our commerce programs, and growth in online media and promotions.

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 was 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.

Costs and Expenses

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, facilities costs, employee travel, commissions, bonuses and other employee expenses.

Cost of Net Revenue

	Years Ended December 31,			% Change	
	2008	2009	2010	2008 to 2009	2009 to 2010
	(Dollars in thousands)				
Cost of net revenue	$ 79,681	$ 107,188	$ 121,351	35%	13%
Headcount (at period end)	881	1,147	1,122	30%	(2%)

2009 compared to 2010. Cost of net revenue increased $14.2 million, or 13% from 2009 to 2010. The increase was primarily due to an increase of $5.7 million in credit card fees directly attributable to the increase in net registration revenue, $1.7 million in higher web hosting expenses given the higher registration volume and $5.4 million of higher depreciation on the software that was capitalized in earlier periods.

2008 compared to 2009. Cost of net revenue increased $27.5 million, or 35% primarily due to $12.0 million of higher employee related expenses to support the higher revenue. Cost of net revenue also increased due to a $7.4 million increase in credit card fees related to the higher net registration revenue, $2.5 million in higher customer supply costs, a $2.1 million increase in web hosting expense and other 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.

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Sales and Marketing

	Years Ended December 31,			% Change	
	2008	2009	2010	2008 to 2009	2009 to 2010
	(Dollars in thousands)				
Sales and marketing	$ 48,739	$ 50,556	$ 59,106	4%	17%
Headcount (at period end)	442	405	435	(8%)	7%

2009 compared to 2010. Sales and marketing expense increased $8.6 million, or 17% from 2009 to 2010. The increase was primarily due to a $6.9 million increase in employee related costs, which resulted from a 7% increase in headcount as we reinvested in our sales staff to facilitate future business growth. The remaining increases included $0.8 million for additional marketing, $0.6 million for contractors and $0.7 million for higher depreciation.

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.

Research and Development

	Years Ended December 31,			% Change	
	2008	2009	2010	2008 to 2009	2009 to 2010
	(Dollars in thousands)				
Research and development	$ 31,997	$ 58,767	$ 61,107	84%	4%
Headcount (at period end)	581	819	856	41%	5%

2009 compared to 2010. Research and development expense increased $2.3 million, or 4% from 2009 to 2010. The increase was primarily due to a $4.6 million increase in employee related costs which resulted from a 5% 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 $1.1 million in additional capitalized software and a $0.6 million decline in expenses for contractors.

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.

General and Administrative

	Years Ended December 31,			% Change	
	2008	2009	2010	2008 to 2009	2009 to 2010
	(Dollars in thousands)				
General and administrative	$ 42,865	$ 39,455	$ 42,404	(8%)	7%
Headcount (at period end)	154	171	223	11%	30%

2009 compared to 2010. Our general and administrative expenses increased $2.9 million, or 7%, from 2009 to 2010. The increase was due to $4.1 million of additional employee related costs to support the growing business, a $1.3 million increase in contractor fees as we work to build out, automate and streamline internal

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processes, a $2.8 million of other additional costs to support the business, and was offset by a $5.3 million decrease in stock-based compensation expenses.

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%.

Amortization of Intangibles

	Years Ended December 31,			% Change	
				2008 to	2009 to
	2008	2009	2010	2009	2010
		(In thousands)			
Amortization of intangibles	$ 13,820	$ 18,491	$ 16,147	34%	(13%)

2009 compared to 2010. Amortization of intangibles decreased $2.3 million, or 13%, from 2009 to 2010. Intangibles are amortized over their expected life. Amortization expense on acquisitions completed prior to 2009 decreased as useful lives on certain intangibles were met. This was slightly offset by higher amortization expense on acquisitions completed since 2009.

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 Automated License Systems (ALS) acquisition in October of 2008 and the acquisition of ReserveAmerica in January 2009.

Interest and Other Income (Expense), Net

	Years Ended December 31,			% Change	
				2008 to	2009 to
	2008	2009	2010	2009	2010
		(In thousands)			
Interest income	$ 1,695	$ 194	$ 150	(89%)	(23%)
Interest expense	(4,991)	(5,237)	(5,438)	5%	4%
Other income (expense), net	(268)	1,196	455		(62%)
Interest and other income (expense), net	$ (3,564)	$ (3,847)	$ (4,833)	8%	26%

2009 compared to 2010. Interest income for the year ended December 31, 2010 was $0.2 million compared to $0.2 million for the year ended December 31, 2009, a decrease of less than $0.1 million. The decrease was due to a lower average cash balance. Interest expense for the year ended December 31, 2010 was $5.4 million compared to $5.2 million for the year ended December 31, 2009, an increase of $0.2 million. The increase was due to higher interest rates in 2010. Other income, net for the year ended December 31, 2010 was $0.5 million compared to $1.2 million for the year ended December 31, 2009, a decrease of $0.7 million. The decrease was primarily due to an acquisition gain.

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.

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Income Taxes

	Years Ended December 31,			% Change	
	2008	2009	2010	2008 to 2009	2009 to 2010
		(In thousands)			
Income tax expense	$ 1,506	$ 2,439	$ 1,924	62%	(21%)

2009 compared to 2010. Income taxes for the year ended December 31, 2010 were $1.9 million compared to $2.4 million for the year ended December 31, 2009. 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. Included in income tax expense for the year ended December 31, 2010 is a $892,000 tax benefit related to the correction of an error to the tax treatment of deferred tax liabilities for the year ending December 31, 2009. See footnote 19 for further details.

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.

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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 nine quarters in the period ended March 31, 2011. 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	Dec 31, 2010	Mar 31, 2011
	(In thousands)								
Net revenue	$ 50,846	$ 71,891	$ 65,775	$ 54,372	$ 63,222	$ 81,662	$ 73,093	$ 61,623	$ 72,712
Cost of net revenue (1)	24,223	30,229	27,910	24,826	28,054	34,066	31,124	28,107	34,150
Gross profit	26,623	41,662	37,865	29,546	35,168	47,596	41,969	33,516	38,562
Operating expenses:									
Sales and marketing (1)	13,374	12,832	12,214	12,136	14,643	15,115	15,041	14,307	16,940
Research and development (1)	14,185	14,706	14,370	15,506	15,042	16,310	15,048	14,707	16,176
General and administrative (1)	7,635	10,455	11,799	9,566	11,324	11,533	10,101	9,446	10,588
Amortization of intangibles	4,307	4,735	4,686	4,763	4,047	4,073	4,029	3,998	3,703
Total operating expenses	39,501	42,728	43,069	41,971	45,056	47,031	44,219	42,458	47,407
Income (loss) from operations	(12,878)	(1,066)	(5,204)	(12,425)	(9,888)	565	(2,250)	(8,942)	(8,845)
Interest expense, net	(1,343)	(1,261)	(1,127)	(1,312)	(1,286)	(1,408)	(1,282)	(1,312)	(1,254)
Other (expense) income, net	673	442	(293)	374	(377)	(244)	762	314	(51)
Loss before income taxes	(13,548)	(1,885)	(6,624)	(13,363)	(11,551)	(1,087)	(2,770)	(9,940)	(10,150)
Income tax provision	629	819	277	714	855	853	1,064	(848)	792
Net loss	(14,177)	(2,704)	(6,901)	(14,077)	(12,406)	(1,940)	(3,834)	(9,092)	(10,942)
Accretion of convertible preferred	(6,025)	(6,399)	(6,542)	(6,808)	(6,873)	(6,900)	(7,055)	(7,329)	(7,410)
Net loss attributable to common stockholders	$ (20,202)	$ (9,103)	$ (13,443)	$ (20,885)	$ (19,279)	$ (8,840)	$ (10,889)	$ (16,421)	$ (18,352)

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

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	Three Months Ended								
	Mar 31, 2009	Jun 30, 2009	Sep 30, 2009	Dec 31, 2009	Mar 31, 2010	Jun 30, 2010	Sep 30, 2010	Dec 31, 2010	Mar 31, 2011
	(In thousands)								
Cost of net revenue	$ 22	$ 23	$ 62	$ 21	$ 26	$ 28	$ 25	$ 32	$ 16
Sales and marketing	125	155	338	147	124	132	134	172	187
Research and development	90	116	276	115	141	138	8	(43)	118
General and administrative	1,159	3,125	4,307	1,159	1,498	1,106	1,182	645	423
Total	$ 1,396	$ 3,419	$ 4,983	$ 1,442	$ 1,789	$ 1,404	$ 1,349	$ 806	$ 744
Reconciliation of Adjusted EBITDA to Net Loss									
Net loss	$ (14,177)	$ (2,704)	$ (6,901)	$ (14,077)	$ (12,406)	$ (1,940)	$ (3,834)	$ (9,092)	$ (10,942)
Interest expense, net	1,343	1,261	1,127	1,312	1,286	1,408	1,282	1,312	1,254
Income tax provision	629	819	277	714	855	853	1,064	(848)	792
Depreciation and amortization	7,936	8,768	8,964	10,411	9,183	9,874	10,230	11,000	10,671
Stock-based compensation	1,396	3,419	4,983	1,442	1,789	1,404	1,349	806	744
Other expense (income), net	(673)	(442)	293	(374)	377	244	(762)	(314)	51
Adjusted EBITDA	$ (3,546)	$ 11,121	$ 8,743	$ (572)	$ 1,084	$ 11,843	$ 9,329	$ 2,864	$ 2,570
Key Business Metrics									
Organizations	20.4	22.4	21.4	17.9	22.1	24.3	22.5	19.0	23.9
Net Registration Revenue	$ 37,208	$ 54,623	$ 48,439	$ 33,745	$ 45,680	$ 60,561	$ 52,074	$ 39,260	$ 51,433
Registrations	11,542	20,500	19,544	13,875	12,921	21,464	20,474	15,323	13,931
	(As a percentage of net revenue)								
Net revenue	100%	100%	100%	100%	100%	100%	100%	100%	100%
Cost of net revenue	48	42	42	46	44	42	43	46	47
Gross profit	52	58	58	54	56	58	57	54	53
Operating expense:									
Sales and marketing	26	18	19	22	23	19	21	23	23
Research and development	28	20	22	29	24	20	21	24	22
General and administrative	15	15	18	18	18	14	14	15	15
Amortization of intangibles	8	7	7	9	6	5	6	6	5
	78	59	65	77	71	58	60	69	65

Total operating expenses									
Income (loss) from operations	(25)	(1)	(8)	(23)	(16)	1	(3)	(15)	(12)
Interest expense, net	(3)	(2)	(2)	(2)	(2)	(2)	(2)	(2)	(2)
Other (expense) income, net	1	1		1	(1)		1	1	
Loss before income taxes	(27)	(3)	(10)	(25)	(18)	(1)	(4)	(16)	(14)
Income tax provision	1	1		1	1	1	1	(1)	1
Net loss	(28%)	(4%)	(10%)	(26%)	(20%)	(2%)	(5%)	(15%)	(15%)

Liquidity and Capital Resources

As of March 31, 2011, we had cash and cash equivalents of $60.8 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.

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 three months ended March 31, 2011 was $39.3 million, resulting from a net loss of $10.9 million and adjusted for $11.9 million in non-cash charges and a $38.3 million net change in assets and liabilities. The non-cash charges included $10.7 million of depreciation and amortization, $0.7 million of stock-based compensation, and $0.5 million of other non-cash charges. Net change in assets and liabilities generated operating cash as follows: $40.5 million from the increase in registration fees payable, which are typically high at the end of the first quarter, $1.5 million from the increase in deferred revenue, $7.0 million from the increase in accrued expenses, $1.0 million net increase in other items, offset by an $11.7 million increase in accounts receivable.

Net cash provided by operating activities for the year ended December 31, 2010 was $42.1 million, resulting from a net loss of $27.3 million and adjusted for $47.9 million in non-cash charges and a $21.5 million net change in assets and liabilities. The non-cash charges included $40.3 million of depreciation and amortization, $5.3 million of stock-based compensation, and $2.3 million of other non-cash charges. Net change in assets and liabilities generated operating cash as follows: $10.5 million from the increase in registration fees payable, $8.8 million from the increase in deferred revenue, $5.5 million from the increase in accrued expenses, $4.7 million net increase in other items, offset by a $8.0 million increase in accounts receivable. Cash generated by the increase in registration fees payable and deferred revenue resulted from 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 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.

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- 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.

Investing Activities

Net cash used in investing activities for the three months ended March 31, 2011 was $7.1 million, resulting primarily from $4.6 million for capitalized software development costs and cash used of $3.1 million in capital expenditures.

Net cash used in investing activities for the year ended December 31, 2010, was $32.7 million, resulting primarily from $15.7 million for capitalized software development costs, cash used of $14.8 million in capital expenditures and $2.2 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.

Financing Activities

Net cash used in financing activities for the three months ended March 31, 2011 was $2.9 million, resulting primarily from $3.4 million repayment on long-term obligations less $0.9 million cash received from the exercise of stock options.

Net cash used in financing activities for the year ended December 31, 2010 was $4.3 million, resulting primarily from $8.0 million repayment of long-term obligations and $1.9 million repayment of capital lease obligations less $3.0 million proceeds from debt and $2.6 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.

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.

Off Balance Sheet Arrangements

As of December 31, 2008, 2009 and 2010 and March 31, 2011, 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.

In December 2010, we entered into an amendment to the debt agreement with Gold Hill and Escalate to change the principal payment schedule of the remaining balance and to extend the maturity date to May 2012. The amendment to the Gold Hill agreement also changed the interest rate from 6.75% to 12% and eliminated the 3.15% PIK interest commencing on December 1, 2010. In addition, Gold Hill and Escalate were issued warrants to purchase 23,500 and 31,500 shares of common stock at an exercise price of $0.001, respectively.

As of March 31, 2011, we had outstanding borrowings of $12.8 million with Escalate, and outstanding borrowings of $14.6 million with Gold Hill.

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. 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. We present such borrowings as restricted cash on our consolidated balance sheet at December 31, 2009 and 2010. Under the terms of the line of credit, borrowings cannot exceed 80% of our eligible accounts receivable and carries an interest rate of prime plus 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 of credit to the greater of (i) prime plus 1% or (ii) 5% and further extended the maturity date to July 2011. The amendment also changed the amount we are allowed to borrow under the line of credit to $12.0 million less borrowings outstanding under the term loan.

At March 31, 2011, outstanding borrowings from Square 1 were approximately $1.2 million under the term loan and approximately $5.3 million under the line of credit. There was nothing available under the line of credit as of March 31, 2011.

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 Pinnacle. 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.

At March 31, 2011, outstanding borrowings from Pinnacle were approximately $2.1 million. At March 31, 2011, outstanding borrowings from Celina were approximately $0.2 million.

Convertible Debt Purchase Agreement

In September 2009, we entered into a convertible debt purchase agreement with respect to convertible debt in the aggregate principal amount of $10 million with certain lenders. We issued convertible unsecured promissory notes in the aggregate principal amount of $4.0 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. These may be repaid at any time after the six-month anniversary of issuance. In the event these are repaid prior to the one-year anniversary of issuance, 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 to determine the number of common shares issuable upon conversion, and adjusted for anti-dilution effects. Borrowings under these notes 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 March 31, 2011, we were in compliance with this covenant.

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

At March 31, 2011, outstanding borrowings under the Convertible Debt were approximately $4.0 million.

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 March 31, 2011, the remaining earn-out payable to ALS was approximately $1.0 million.

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 of credit 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, 2010:

	Contractual Obligations				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
			(in thousands)		
Long-term Debt Obligations	$ 45,092	$ 16,866	$ 28,049	$ 41	$ 136
Operating Lease Obligations	39,387	8,124	14,053	8,915	8,295
Capital Leases	4,067	2,280	1,787		
Purchase Obligations	2,725	680	1,045	1,000	
Total Contractual Obligations	$ 91,271	$ 27,950	$ 44,934	$ 9,956	$ 8,431

In conjunction with the Fellowship acquisition in February 2011, we also assumed certain office and facility leases of $4.6 million under noncancelable leases that expire various times through 2017.

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 and $9.6 million for the years ended 2009 and 2010, 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 $3.4 million as of year end 2009 and 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 serving a wide range of customer groups including business events, community activities, outdoors and sports. 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. Based on the results of an online survey we commissioned through Survey.com, 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 year ended on December 31, 2010, we generated revenue of $279.6 million, as compared to $242.9 million in the year ended on December 31, 2009, an increase of 15%. During the three months ended March 31, 2011, we generated revenue of $72.7 million, as compared to $63.2 million in the three months ended March 31, 2010, an increase of 15%.

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 through Survey.com, 73% of the U.S. households surveyed paid to take part in a recreational or community activity last year. Based on the results of this survey and our internal analysis, 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.

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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. 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

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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 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 customer s 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.

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.

Organizer Offerings

Market	***Register***	***Operate***	***Analyze***
Email Marketing & Tracking Event Syndication	Online Registration	Event & Activity Management	Reporting Analytics
Email Advertising	Reservations & Ticketing	Facility & Resource Management	
Websites	Payment Processing	Operational Reporting	Customer Loyalty
Social Media	Donations & Fundraising	Participant Management	Pricing Optimization
	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.

Participant Offerings

Find & Register	***Share & Prepare***	***Participate & Commemorate***
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 the results of an online survey we commissioned through Survey.com, we believe the organizations we target produce or organize activities and events for the majority of U.S. households.

In 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:

Sports	***Community Activities***	***Outdoors***	***Business Events***
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
Tourn			