#### INNERWORKINGS INC

Form 4

October 12, 2007

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

Estimated average

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Add NEA PARTN	-	ng Person *	2. Issuer Name and Ticker or Trading Symbol INNERWORKINGS INC [INWK]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 1119 ST. PAU	(First) JL STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/10/2007	DirectorX 10% Owner Officer (give title Other (specify			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	below) below)  6. Individual or Joint/Group Filing(Check Applicable Line)			
BALTIMORE, MD 21202				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

BALTIMORE, MD 2120	l, MD 21202
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(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Sec	urities	Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities 2. oper Disposed (Instr. 3, 4 an	of (D)	ed (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/10/2007		<u>J(2)</u>	1,000,000	D	\$0	7,127,067	I	See Note 1 (1)
Common Stock	10/10/2007		J(2)	9,999	A	\$0	9,999	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: INNERWORKINGS INC - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						2	2		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>FB</b>	Director	10% Owner	Officer	Other			
NEA PARTNERS 11 LP							
1119 ST. PAUL STREET		X					
BALTIMORE, MD 21202							

# **Signatures**

/s/ Shawn Conway, 10/12/2007 attorney-in-fact

\*\*Signature of Reporting Person

### **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Reporting Person is the sole general partner of New Enterprise Associates 11, Limited Partnership ("NEA 11"), the beneficial owner (1) of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by NEA 11, except to the extent of the Reporting Person's pecuniary interest therein.
- NEA 11 made a pro rata distribution for no consideration of an aggregate of 1,000,000 shares of common stock of the issuer to its partners on October 10, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2