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	RKINGS INC											
Form 4	2007											
October 12,	ЛЛ								OMB AF	PROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287 January 31,		
if no long subject to Section 1 Form 4 c Form 5 obligatio	 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 							Expires. 2 Estimated average burden hours per response				
See Instr 1(b).	uction	30(n) 0.	I the Inv	vestment	Company A	ACT OI	1940					
(Print or Type]	Responses)											
NEA 11 GP, LLC Symbol INNERWORKINGS INC [INWK]					ssuer	f Reporting Person(s) to						
(Last)	(First) (I	Middle) 3	3. Date of Earliest Transaction (Check					k all applicable)				
(Month/D 1119 ST. PAUL STREET 10/10/20				-				Director _X_ 10% Owner Officer (give title _Other (specify below)				
				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
BALTIMO	RE, MD 21202						-	Form filed by Mo Person				
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative Sec	urities	s Acqui	ired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, any (Month/Day/Ye			Code (Instr. 3, 4 and 5)				Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)			
Common Stock	10/10/2007			J <u>(2)</u>	1,000,000	D	\$0	7,127,067	Ι	See Note 1 (1)		
Common Stock	10/10/2007			J <u>(2)</u>	9,999	А	\$0	9,999	I	See Note 3 (3)		

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

Persons who respond to the collection of information contained in this form are not 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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NEA 11 GP, LLC 1119 ST. PAUL STREET BALTIMORE, MD 21202		Х					
Signatures							
/s/ Shawn Conway, attorney-in-fact		10/12/2007					
**Signature of Reporting Person		Date					

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 NEA Partners 11, Limited Partnership ("NEA Partners 11"). NEA Partners 11 is the sole general partner of New Enterprise Associates 11, Limited Partnership ("New Enterprise Associates 11"), the beneficial owner 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 New Enterprise Associates 11, except to the extent of its pecuniary interest therein.

(2) New Enterprise Associates 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.

The Reporting Person is the sole general partner of NEA Partners 11, the beneficial owner of the securities. The Reporting Person(3) disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by NEA Partners 11, except to the extent of its pecuniary interest therein.

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.