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

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| | ddress of Repoi | _ | 2. Issuer Name and Ticker or Trading Symbol INNERWORKINGS INC [INWK] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|-------------|-----------------|----------|---|--|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| 1119 ST. PA | AUL STREE | Γ | (Month/Day/Year) 10/10/2007 | Director X 10% Owner Officer (give title below) Other (specify below) | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| BALTIMOF | RE, MD 2120 |)2 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zin) | | | | | |

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative Sec | urities | Acqui | red, Disposed of | , or Beneficial | ly Owned |
|--------------------------------------|---|---|--|---|---------|---------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securities on Disposed (Instr. 3, 4 an | of (D) | red (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 | | J(2) | 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 | 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.

SEC 1474 (9-02)

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

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | orNumber | Expiration Da | ate | Amount | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | 9 | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | Δ | Amount | | |
| | | | | | | | | 0 | | | |
| | | | | | | Date | Expiration | | Number | | |
| | | | | | | Exercisable | Date | 0 | | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| FB | Director | 10% Owner | Officer | Other | | | |
| KRAMLICH C RICHARD | | | | | | | |
| 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 a manager of NEA 11 GP, LLC, which 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

- (1) 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 his pecuniary interest therein.
- 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 a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11, the beneficial owner of (3) 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 Partners 11, except to the extent of his 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.

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