

BARRIS PETER J  
Form 4  
May 31, 2012

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BARRIS PETER J

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)  
1954 GREENSPRING  
DRIVE, SUITE 600

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/29/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

TIMONIUM, MD 21093

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)		
				(A) or (D)	Price				
Common Stock	05/29/2012		J <sup>(1)</sup>	15,000	D	\$ 0	0	I	See Note 2 <sup>(2)</sup>
Common Stock	05/29/2012		J <sup>(3)</sup>	1,007	A	\$ 0	1,677	I	See Note 4 <sup>(4)</sup>
Common Stock	05/29/2012		J <sup>(5)</sup>	251	A	\$ 0	419	I	See Note 6 <sup>(6)</sup>
Common Stock	05/29/2012		J <sup>(7)</sup>	2,993	A	\$ 0	2,993	I	See Note 8 <sup>(8)</sup>
Common Stock	05/30/2012		S	2,993	D	\$ 11.65	0	I	See Note 8 <sup>(8)</sup>

Edgar Filing: BARRIS PETER J - Form 4

Common Stock	4,529,190	I	See Note 9 <u>(9)</u>
Common Stock	35,549	D	

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)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
--------------------------------------------	--------------------------------------------------------	--------------------------------------	----------------------------------------------------	--------------------------------	-----------------------------------------------------------------------------------------	----------------------------------------------------------	---------------------------------------------------------------	--------------------------------------------	-------------------------------------------------------------------------------------------------

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRIS PETER J 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	X			

## Signatures

/s/ Louis Citron,  
attorney-in-fact  
Date: 05/31/2012

\*\*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).

(1) NEA Partners 11, Limited Partnership ("NEA Partners 11") made a pro rata distribution for no consideration of an aggregate of 15,000 shares of common stock of the Issuer to its limited partners on May 29, 2012.

## Edgar Filing: BARRIS PETER J - Form 4

- The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11. The Reporting Person
- (2) disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by NEA Partners 11 in which the Reporting Person has no pecuniary interest.
- (3) PJ Barris, LLC received 1,007 shares of common stock of the Issuer in the distribution by NEA Partners 11 on May 29, 2012.
- The Reporting Person is a member of PJ Barris, LLC, which is the direct beneficial owner of the shares. The Reporting Person disclaims
- (4) beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares of the Issuer held by PJ Barris, LLC in which the Reporting Person has no pecuniary interest.
- (5) PDB LLC received 251 shares of common stock of the Issuer in the distribution by NEA Partners 11 on May 29, 2012.
- The Reporting Person is the investment advisor of PDB LLC, which is the direct beneficial owner of the shares. The Reporting Person
- (6) disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the shares held by PDB LLC in which the Reporting Person has no pecuniary interest.
- (7) New Enterprise Associates, LLC ("NEA LLC") received 2,993 shares of common stock of the Issuer in the distribution by NEA Partners 11 on May 29, 2012.
- The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the shares. The
- (8) Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by NEA LLC in which the Reporting Person has no pecuniary interest.
- The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11. NEA Partners 11 is the
- (9) sole general partner of New Enterprise Associates 11, Limited Partnership ("NEA 11") the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by NEA 11 in which the Reporting Person has no pecuniary interest.

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.