INNERWORKINGS INC Form SC 13G/A February 17, 2009

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

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SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2) \*

InnerWorkings, Inc.
---(Name of Issuer)

Common Stock, \$.0001 par value per share
----(Title of Class of Securities)

45773Y105 -----(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [ ] Rule 13d-1(b)
- [ ] Rule 13d-1(c)
- [X] Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

\_\_\_\_\_\_

\_\_\_\_\_

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CUSIP NO. 45773Y105

13G

PAGE 2 OF 24

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

	New Enter	prise A	ssociates	11, Limited	Part	nership	)			
2	CHECK THE	APPROP	RIATE BOX	IF A MEMBER	OF A	GROUP	(SEE	INSTRUC	TIONS)	(a) [_] (b) [_]
3	SEC USE ONLY									
4	CITIZENSH	 IP OR P	LACE OF OF	GANIZATION						
		5	SOLE VOTI							
SHZ	BER OF ARES ICIALLY	6		TING POWER						
OWNED BY EACH REPORTING PERSON		7	SOLE DISP	OSITIVE POW	ER					
W.	ITH:	8	SHARED DI 7,127,067		OWER					
9	AGGREGATE		BENEFICIA	ALLY OWNED B				PERSON		
10	CHECK BOX			: AMOUNT IN	 ROW (	9) EXCI	LUDES	CERTAIN		 ES _]
11	14.7%			ED BY AMOUN						
12				SEE INSTRUC						
CUSIP	NO. 45773	Y105		13G					PAGE 3	====== 3 OF 24
1	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)									
2				Partnership  IF A MEMBER	 OF A	GROUP	(SEE	INSTRUC	TIONS)	(a) [_] (b) [_]

3	SEC USE ON	1TA				
4	CITIZENSHI	IP OR PI	LACE OF ORGANIZATION			
	Delaware					
		5	SOLE VOTING POWER			
			0			
	BER OF	6	SHARED VOTING POWER			
BENEFI	ICIALLY		7,127,067			
EA	ED BY ACH DRTING	7	SOLE DISPOSITIVE POWER			
PEF	RSON		0			
WΙ	ITH:	8	SHARED DISPOSITIVE POWER			
			7,127,067			
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON	i		
	7,127,067					
10	CHECK BOX (SEE INSTR		AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAI	N SHARES		
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)			
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
	PN		,			
=====						
CUSIP	NO. 45773Y	105 ====	13G	PAGE 4 OF 24		
1	NAMES OF R	REPORTI	NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	NEA 11 GP,	LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)(a)[_ (b)[_					
3	SEC USE ON					
4	CITIZENSHI	 IP OR PI	LACE OF ORGANIZATION			
	Delaware					

		5	SOLE VOTING POWER	
			0	
	BER OF	6	SHARED VOTING POWER	
BENEFI	ARES CIALLY		7,127,067	
	ED BY ACH	7	SOLE DISPOSITIVE POWER	
	ORTING RSON		0	
WI	TH:	8	SHARED DISPOSITIVE POWER	
			7,127,067	
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	7,127,067			
10	CHECK BOX (SEE INSTE		AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	N SHARES
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)	
	14.7%			
12	TYPE OF RE	EPORTING	G PERSON (SEE INSTRUCTIONS)	
	00			
=====		======		
	NO. 45773		13G	PAGE 5 OF 24
=====		===		========
1	NAMES OF F		NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Michael Ja	ames Bai	rrett	
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP (SEE INSTRU	CTIONS) (a) [_] (b) [_]
3	SEC USE ON			
4	CITIZENSH	 [P OR P]	LACE OF ORGANIZATION	
	United Sta	ates		
		 5	SOLE VOTING POWER	
			0	
MIIME	BER OF	 6	SHARED VOTING POWER	
	ARES	U	OHRED VOITING LOWER	

BENEFICIALLY OWNED BY EACH REPORTING PERSON			7,127,067	
		7	SOLE DISPOSITIVE POWER	
			0	
	TH:	 8	SHARED DISPOSITIVE POWER	
		Ü	7,127,067	
9	AGGREGATE	AMOUNT	F BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	7,127,067			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
11	PERCENT O	F CLASS	S REPRESENTED BY AMOUNT IN ROW (9)	
	14.7%			
12	TYPE OF R	EPORTI	NG PERSON (SEE INSTRUCTIONS)	
	IN			
=====				========
1	I.R.S. ID	ENTIFIC	ING PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Peter J.	Barris 		
2	CHECK THE	APPRO	PRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUC	TIONS) (a) [_] (b) [_]
3	SEC USE O	 NLY		
4	CITIZENSH	IP OR I	PLACE OF ORGANIZATION	
	United St	ates		
		5	SOLE VOTING POWER	
			0	
	BER OF	6	SHARED VOTING POWER	
BENEFI	ARES CIALLY D BY		7,130,118	
EA	\CH	7	SOLE DISPOSITIVE POWER	·
PER	ORTING RSON		0	
WITH:		8	SHARED DISPOSITIVE POWER	

			7,130,118	
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	7,130,118			
10	CHECK BOX		AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAI	N SHARES
11	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)	
	14.7%			
12	TYPE OF RI	EPORTING	G PERSON (SEE INSTRUCTIONS)	
	IN			
=====	=======	======		========
CUSIP	NO. 45773	Y105	13G	PAGE 7 OF 24
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1	NAMES OF I			========
			ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Forest Bas			
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP (SEE INSTRU	CTIONS) (a) [_] (b) [_]
3	SEC USE O	NLY		
			TAGE OF ORGANISATION	
4			LACE OF ORGANIZATION	
	United Sta		COLE VOTING POWED	
		5	SOLE VOTING POWER	
			0	
	ER OF RES	6	SHARED VOTING POWER	
	CIALLY D BY		7,127,067	
	CH RTING	7	SOLE DISPOSITIVE POWER	
PER WI	SON TH:		0	
		8	SHARED DISPOSITIVE POWER	
			7,127,067	
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON	

10	CHECK BOX		E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAINS)	N SHARES		
11	11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	14.7%					
12	TYPE OF F	REPORTI	NG PERSON (SEE INSTRUCTIONS)			
=====	IN 	-====				
	NO. 45773		13G	======================================		
	NO. 45775		136	========		
1	I.R.S. II	ENTIFI(	ING PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
2	Ryan D. E		PRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRU	CTIONS) (a) [_]		
3	SEC USE C	ONLY				
4	CITIZENSE		PLACE OF ORGANIZATION			
		5	SOLE VOTING POWER			
			365			
NUME	BER OF	6	SHARED VOTING POWER			
	ARES ICIALLY		7,129,280			
	ED BY ACH	7	SOLE DISPOSITIVE POWER			
	ORTING RSON		365			
W	ITH:	 8	SHARED DISPOSITIVE POWER			
			7,129,280			
9	AGGREGATE	AMOUN	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	7,129,645					
10		IF THE	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAI			
11			S REPRESENTED BY AMOUNT IN ROW (9)			
	14.7%					

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
	IN			
CUSIP	NO. 45773	Y105	13G PAGE 9 OF	
1	NAMES OF I.R.S. ID		NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Krishna K	olluri		
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)(a)	[_]
3	SEC USE O	NLY		
 4	 CITIZENSH	 IP OR PI	LACE OF ORGANIZATION	
	United St	ates		
		5	SOLE VOTING POWER	
			0	
		6	SHARED VOTING POWER	
BENEF	ARES ICIALLY ED BY		7,127,067	
Εž	ACH DRTING	7	SOLE DISPOSITIVE POWER	
PEI	RSON ITH:		0	
VV -	1 1 1 1 •	8	SHARED DISPOSITIVE POWER	
			7,127,067	
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	7,127,067			
10		IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)	. — . — . —
	14.7%			
12	TYPE OF R	EPORTING	G PERSON (SEE INSTRUCTIONS)	
	IN			
=====		======		:===

CUSIP	NO. 457733	Y105 ====	13G	PAGE 10 OF 24		
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY	)		
	C. Richard	d Kraml	ich			
2	CHECK THE	APPROP:	RIATE BOX IF A MEMBER OF A GROUP (SEE INST	RUCTIONS) (a) [_] (b) [_]		
3	SEC USE ONLY					
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION			
	United Sta	ates				
		5	SOLE VOTING POWER			
			729			
		6	SHARED VOTING POWER			
BENEFI	RES CIALLY		7,129,280			
EA	CD BY	7	SOLE DISPOSITIVE POWER			
PER	RTING RSON		729			
WI	TH:	8	SHARED DISPOSITIVE POWER			
			7,129,280			
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON	 ON		
	7,130,009					
10	CHECK BOX (SEE INSTI		AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERT. S)	AIN SHARES		
11	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)			
	14.7%					
12	TYPE OF RI	EPORTIN	G PERSON (SEE INSTRUCTIONS)			
	IN					
		====		========		
	NO. 457733		13G	PAGE 11 OF 24		
===== 1	NAMES OF I	EEPORTT				

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

9

	Charles M. Linehan					
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP (SEE INSTR	UCTIONS) (a) [_] (b) [_]		
3	SEC USE O	NLY				
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION			
	United St	ates 				
		5	SOLE VOTING POWER			
			242			
	BER OF ARES	6	SHARED VOTING POWER			
	CIALLY ED BY		7,127,067			
REPO	ACH DRTING RSON	7	SOLE DISPOSITIVE POWER 242			
W	TH:	8	SHARED DISPOSITIVE POWER			
			7,127,067			
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSO	N		
	7,127,309					
10	CHECK BOX		: AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTA	IN SHARES		
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)			
	14.7%					
12	TYPE OF R	EPORTIN	G PERSON (SEE INSTRUCTIONS)			
=====	IN 	======				
	NO. 45773		13G	======================================		
	=======		130	=========		
	NAMES OF	REPORTI	NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Charles W	. Newha	11 III			
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP (SEE INSTR			
3	SEC USE O					

4	CITIZENSH	IP OR PI	LACE OF ORGANIZATION			
	United Sta	ates				
		5	SOLE VOTING POWER			
			0			
		6	SHARED VOTING POWER			
BENEFI	ARES CIALLY		7,129,280			
	ED BY ACH	7	SOLE DISPOSITIVE POWER			
	ORTING RSON		0			
WI	TH:	8	SHARED DISPOSITIVE POWER			
			7,129,280			
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PER	 SON		
	7,129,280					
10		IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CER	 TAIN SHARES		
	(SEE INSTRUCTIONS) [_]					
 11	PERCENT OF		REPRESENTED BY AMOUNT IN ROW (9)			
	14.7%	021100	1.2.1.2.2.1.2.2.2.2.1.1.1.1.1.1.1.1.1.1			
12			G PERSON (SEE INSTRUCTIONS)			
12	IN	JI OI(I III(	JILKSON (SEE INSTRUCTIONS)			
=====	========	======				
			100			
	NO. 457733		13G	PAGE 13 OF 24		
1	NAMES OF E		NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONL	Υ)		
	Mark W. Perry					
2	CHECK THE		RIATE BOX IF A MEMBER OF A GROUP (SEE INS			
				(b) [_]		
3	SEC USE ON					
 4						
-	United Sta					

		5	SOLE VOTING POWER	
			0	
	BER OF	6	SHARED VOTING POWER	
BENEFI	CIALLY		7,129,280	
E <i>P</i>	ED BY ACH ORTING	7	SOLE DISPOSITIVE POWER	
PEF	RSON		0	
W I	TH:	8	SHARED DISPOSITIVE POWER	
			7,129,280	
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	7,129,280			
10	CHECK BOX (SEE INSTE		AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S)	SHARES
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)	
	14.7%			
12	TYPE OF RE	EPORTING	G PERSON (SEE INSTRUCTIONS)	
	IN			
=====				
CUSIP	NO. 457731		13G PA	AGE 14 OF 24
=====		====	==	
1	NAMES OF F		======================================	
	Scott D. S	Sandell		
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCT	[_] (b)
3	SEC USE ON			
4	CITIZENSHI	 TP OR P1	LACE OF ORGANIZATION	
-	United Sta		2.02 01 010.11.22.12.00	
			COLE VOTING DOWER	
		S	SOLE VOTING POWER	
			0	
SHA	ARES		SHARED VOTING POWER	
BENEFI	CTALLY		7.129.280	

OWNED BY EACH REPORTING PERSON WITH:		7	SOLE DISPOSITIVE POWER 0				
		8	SHARED DISPOSITIVE POWER 7,129,280				
9	AGGREGATE 7,129,280	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 14.7%						
12	TYPE OF RI	EPORTIN	G PERSON (SEE INSTRUCTIONS)				
	NO. 457733	7105	13G PAGE 15 OF 24				
1		ENTIFIC	NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) r III				
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [_]				
3	SEC USE ON	1TA					
4	CITIZENSH:		LACE OF ORGANIZATION				
		5	SOLE VOTING POWER 0				
SHA BENEFI	SER OF RES CIALLY D BY	6	SHARED VOTING POWER 7,127,067				
EACH REPORTING PERSON WITH:		7	SOLE DISPOSITIVE POWER  0				
		8	SHARED DISPOSITIVE POWER				

7,127,067

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1
	7,127,067	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTA: (SEE INSTRUCTIONS)	IN SHARES
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	14.7%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	IN	
CUSIP	NO. 45773Y105 13G	PAGE 16 OF 24
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- ITEM 1(A). NAME OF ISSUER: InnerWorkings, Inc.
- ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 600 West Chicago Avenue, Suite 850, Chicago, IL 60654.
- ITEM 2(A). NAMES OF PERSONS FILING: This statement is being filed by New Enterprise Associates 11, Limited Partnership ("NEA 11"); NEA Partners 11, Limited Partnership ("NEA Partners 11"), which is the general partner of NEA 11; NEA 11 GP, LLC ("NEA 11 GP"), which is the general partner of NEA Partners 11; Michael James Barrett ("Barrett"), Peter J. Barris ("Barris"), Forest Baskett ("Baskett"), Ryan D. Drant ("Drant"), Krishna Kolluri ("Kolluri"), C. Richard Kramlich ("Kramlich"), Charles M. Linehan ("Linehan"), Charles W. Newhall III ("Newhall"), Mark W. Perry ("Perry"), Scott D. Sandell ("Sandell") and Eugene A. Trainor III ("Trainor") (collectively, the "Managers"). The Managers are the individual managers of NEA 11 GP. NEA 11 GP, NEA Partners 11, NEA 11 and the Managers are sometimes referred to collectively herein as the "Reporting Persons."
- ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE: The address of the principal business office of NEA 11, NEA Partners 11, NEA 11 GP, Newhall and Trainor is New Enterprise Associates, 1119 St. Paul Street, Baltimore, MD 21202. The address of the principal business office of Baskett, Kolluri, Kramlich, Linehan, Perry and Sandell is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Barris, Barrett and Drant is New Enterprise Associates, 5425 Wisconsin Ave., Suite 800, Chevy Chase, MD 20815.
- ITEM 2(C). CITIZENSHIP: NEA 11 and NEA Partners 11 are limited partnerships organized under the laws of the State of Delaware. NEA 11 GP is a limited liability company organized under the laws of the State of Delaware. Each of the Managers is a United States citizen.

- ITEM 2(E). CUSIP NUMBER: 45773Y105.
- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS. 240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

#### ITEM 4. OWNERSHIP.

(a) Amount Beneficially Owned: NEA 11 is the record owner of 7,127,067 shares of Common Stock (the "Record Shares") as of December 31, 2008. As the sole general partner of NEA 11, NEA Partners 11 may be deemed to own beneficially the Record Shares. As the general partner of NEA Partners 11, NEA 11 GP likewise may be deemed to own beneficially the Record Shares. As the individual Managers of NEA GP 11, each of the Managers also may be deemed to own beneficially the Record Shares. Additionally, Drant is the record owner of 365 shares of Common Stock (the "Drant Shares") of the Issuer, Kramlich is the record owner of 729 shares of Common Stock (the "Kramlich Shares") of the Issuer and Linehan is the record owner of 242 shares of Common Stock (the "Linehan Shares") of the Issuer. PJ Barris, LLC ("Barris LLC") is the record owner of 838 shares of Common Stock (the "Barris Shares") of the Issuer. As a member of Barris LLC, Barris may be deemed to own

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beneficially the Barris Shares. Finally, New Enterprise Associates, LLC ("NEA LLC") is the record owner of 2,213 shares of Common Stock (the "NEA LLC Shares") of the Issuer. As members of NEA LLC's board of directors, each of Barris, Drant, Kramlich, Newhall, Perry and Sandell may also be deemed to beneficially own the NEA LLC Shares.

- (b) Percent of Class: See Line 11 of cover sheets. The percentages set forth on the cover sheets are calculated based on 48,557,170 shares of Common Stock reported to be outstanding by the Issuer as of November 7, 2008 in Form 10-Q as filed with the Securities and Exchange Commission on November 10, 2008 for the period ending September 30, 2008.
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: See Line 5 of cover sheets.
  - (ii) shared power to vote or to direct the vote: See Line 6 of cover sheets.
  - (iii) sole power to dispose or to direct the disposition of: See Line 7 of cover sheets.
  - (iv) shared power to dispose or to direct the disposition of: See Line 8 of cover sheets.

Each Reporting Person disclaims beneficial ownership of such shares of Common Stock except for the shares, if any, such

Reporting Person holds of record.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

> Not applicable. The Reporting Persons expressly disclaim membership in a "group" as used in Rule 13d-5(b).

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable. This Amendment No. 2 to Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

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CUSIP NO. 45773Y105

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 13, 2009

NEW ENTERPRISE ASSOCIATES 11, LIMITED PARTNERSHIP

By: NEA PARTNERS 11, LIMITED PARTNERSHIP General Partner

By: NEA 11 GP, LLC General Partner

By:

Eugene A. Trainor III

Manager

NEA PARTNERS 11, LIMITED PARTNERSHIP

D			
ву:	NEA 11 GP, LLC General Partner		
	By: *		
	Eugene A. Trainor III Manager		
NEA	11 GP, LLC		
By:			
	Eugene A. Trainor III Manager		
	*		
	hael James Barrett		
	*		
 Pet	er J. Barris		
	========		========
	IP NO. 45773Y105	13G	PAGE 19 OF 24
	*		
 For	*  est Baskett		
 For	est Baskett		
	est Baskett *		
	est Baskett *		
 Rya	est Baskett *		
 Rya	est Baskett  * n D. Drant  *		
 Rya	est Baskett  * n D. Drant  * shna Kolluri		
 Rya  Kri	est Baskett  * n D. Drant  * shna Kolluri		
 Rya  Kri	est Baskett  * n D. Drant  * shna Kolluri		
Rya	est Baskett  * n D. Drant  * shna Kolluri  * Richard Kramlich		

Charles W. Newhall III \_\_\_\_\_ Mark W. Perry Scott D. Sandell Eugene A. Trainor III \*By: /s/ Shawn Conway -----Shawn Conway As attorney-in-fact This Amendment No. 2 to Schedule 13G was executed by Shawn Conway on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 2. \_\_\_\_\_ \_\_\_\_\_ CUSIP NO. 45773Y105 13G PAGE 20 OF 24 \_\_\_\_\_ \_\_\_\_\_ EXHIBIT 1 \_\_\_\_\_ AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of InnerWorkings, Inc.

EXECUTED this 13th day of February, 2009.

NEW ENTERPRISE ASSOCIATES 11, LIMITED PARTNERSHIP

By: NEA PARTNERS 11, LIMITED PARTNERSHIP General Partner

By: NEA 11 GP, LLC General Partner

By: \*
----Eugene A. Trainor III
Manager

NEA PARTNERS 11, LIMITED PARTNERSHIP

	11 GP, LLC eral Partner			
Ву:				
	Eugene A. Trainor Manager			
NEA 11	GP, LLC			
_	*			
Eug	ene A. Trainor III ager			
	*			
	James Barrett	-		
	*			
	. Barris	-		
CUSIP N	 0. 45773Y105		13G	======== PAGE 21 OF
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Forest	Baskett	-		
Forest		-		
	Baskett *			
	Baskett *			
 Ryan D.	Baskett  * Drant	-		
 Ryan D.	Baskett  * Drant  *	-		
Ryan D.	Baskett  * Drant  * Kolluri	-		
 Ryan D.  Krishna	Baskett  * Drant  * Kolluri  * ard Kramlich	-		
Ryan D.  Krishna  C. Rich	Baskett  * Drant  * Kolluri  * ard Kramlich	-		
Ryan D.  Krishna  C. Rich	Baskett  * Drant  * Kolluri  * ard Kramlich	-		

Charles W. Newhall III

	*
Mark W. P	erry
	*
Scott D.	Sandell
	*

Eugene A. Trainor III

This Agreement was executed by Shawn Conway on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 2.

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EXHIBIT 2

#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Charles W. Newhall III, Louis S. Citron, Eugene A. Trainor III and Shawn Conway, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, Inc., granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 31st day of March, 2007.

/s/ Forest Basket

Forest Baskett

			/s/ M. James Barre	tt
			M. James Barrett	
			/s/ Peter J. Barri	s
			Peter J. Barris	
			/s/ Ryan Drant	
			Ryan Drant	
			/s/ Shawn Conway	
			Shawn Conway	
			/s/ Paul Hsiao	
			Paul Hsiao	
			/s/ Vladimir Jacim	novic
			Vladimir Jacimovic	
CUSIP NO.	45773Y105	13G		PAGE 23 OF 24
			/s/ Patrick J. Ker	ins
			Patrick J. Kerins	
			/s/ Suzanne King	
			Suzanne King	
			/s/ Krishna Kollur	i
			Krishna Kolluri	
			/s/ C. Richard Kra	mlich
			C. Richard Kramlic	rh
			/s/ Charles M. Lin	ehan
			Charles M. Linehan	

		/s/ Peter T. Morr	
		Peter T. Morris	
		/s/ John M. Nehra	
		John M. Nehra	
		/s/ Charles W. New	
		Charles W. Newhall	
		/s/ Jason R. Nunn	
		Jason R. Nunn	
		/s/ Mark W. Perry	
		Mark W. Perry	
		/s/ Michael Raab	
		Michael Raab	
		/s/ Scott D. Sande	
		Scott D. Sandell	
		/s/ A. Brooke Seav	
		A. Brooke Seawell	
		/s/ Eugene A. Tra:	
		Eugene A. Trainor	
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		/s/ Sigrid Van Bla	adel
		Sigrid Van Bladel	
		/s/ Ravi Viswanath	
		Ravi Viswanathan	
		/s/ Harry Weller	

Harry Weller