

INNERWORKINGS INC
Form SC 13G/A
February 05, 2010

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

InnerWorkings, Inc.

(Name of Issuer)

Common Stock, \$.0001 par value per share

(Title of Class of Securities)

45773Y105

(CUSIP Number)

December 31, 2009

(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)
- 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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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

New Enterprise Associates 11, Limited Partnership

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES

6 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH

7 7,127,067
SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH:

8 0
SHARED DISPOSITIVE POWER

7,127,067

- 9 AGGREGATE AMOUNT 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 OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.6%

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NEA Partners 11, Limited Partnership

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES

6 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH

7 7,127,067
SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH:

8 0
SHARED DISPOSITIVE POWER

7,127,067

- 9 AGGREGATE AMOUNT 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 OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.6%

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION 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 ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES

0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH

7,127,067

7 SOLE DISPOSITIVE POWER

REPORTING
PERSON

0

WITH:

8 SHARED DISPOSITIVE POWER

7,127,067

- 9 AGGREGATE AMOUNT 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 OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.6%

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Michael James Barrett

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES

6 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH

7 7,127,067
SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH:

8 0
SHARED DISPOSITIVE POWER

7,127,067

- 9 AGGREGATE AMOUNT 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 OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.6%

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Peter J. Barris

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

6 38,063

SHARED VOTING POWER

7 7,129,280

SOLE DISPOSITIVE POWER

8 38,063

SHARED DISPOSITIVE POWER

7,129,280

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,167,343

- 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

15.7%

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Forest Basket

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES

6 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH

7 7,127,067
SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH:

8 0
SHARED DISPOSITIVE POWER

7,127,067

- 9 AGGREGATE AMOUNT 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 OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.6%

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ryan D. Drant

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES

365
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH

7,129,280
7 SOLE DISPOSITIVE POWER

REPORTING
PERSON

365
8 SHARED DISPOSITIVE POWER

WITH:

7,129,280

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,129,645

- 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

15.6%

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Krishna S. Kolluri

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES

0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH

7,127,067

7 SOLE DISPOSITIVE POWER

REPORTING
PERSON

0

WITH:

8 SHARED DISPOSITIVE POWER

7,127,067

- 9 AGGREGATE AMOUNT 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 OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.6%

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

C. Richard Kramlich

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES

6 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH

7 7,130,009
SOLE DISPOSITIVE POWER

REPORTING
PERSON

8 0
SHARED DISPOSITIVE POWER

WITH:

7,130,009

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,130,009

- 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

15.6%

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Charles M. Linehan

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES

242

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH

7,127,067

7 SOLE DISPOSITIVE POWER

REPORTING
PERSON

242

WITH:

8 SHARED DISPOSITIVE POWER

7,127,067

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,127,309

- 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

15.6%

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Charles W. Newhall III

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES

0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,129,280

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH:

8 SHARED DISPOSITIVE POWER

7,129,280

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,129,280

- 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

15.6%

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Mark W. Perry

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES

6 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH

7 7,129,280
SOLE DISPOSITIVE POWER

REPORTING
PERSON

8 0
SHARED DISPOSITIVE POWER

WITH:

7,129,280

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,129,280

- 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

15.6%

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 45773Y105

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Scott D. Sandell

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES

0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,129,280

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH:

8 SHARED DISPOSITIVE POWER

7,129,280

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,129,280

- 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

15.6%

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Eugene A. Trainor III

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES

0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH

7,127,067

7 SOLE DISPOSITIVE POWER

REPORTING
PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

7,127,067

- 9 AGGREGATE AMOUNT 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 OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.6%

- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 45773Y105

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Schedule 13G

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.

ItemNames of Persons Filing: This statement is being filed by New Enterprise Associates 11, Limited Partnership 2(a). (“NEA 11”); NEA Partners 11, Limited Partnership (“NEA Partners 11”), which is the sole general partner of NEA 11; NEA 11 GP, LLC (“NEA 11 GP”), which is the sole general partner of NEA Partners 11; Michael James Barrett (“Barrett”), Peter J. Barris (“Barris”), Forest Baskett (“Baskett”), Ryan D. Drant (“Drant”), Krishna S. 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.”

ItemAddress of Principal Business Office or, if None, Residence: The address of the principal business office of 2(b).NEA 11, NEA Partners 11, NEA 11 GP, Newhall and Trainor is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. 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.

ItemCitizenship: NEA 11 and NEA Partners 11 are limited partnerships organized under the laws of the State of 2(c).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(d).Title of Class of Securities: Common Stock, \$.0001 par value (“Common Stock”).

Item 2(e).CUSIP Number: 45773Y105.

Item 3.If this statement is filed pursuant to §§ 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 as of December 31, 2009 (the “Record Shares”). As the sole general partner of NEA 11, NEA Partners 11 may be deemed to own beneficially the Record Shares. As the sole 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 11 GP, each of the Managers also may be deemed to own beneficially the Record Shares. Additionally, as of December 31, 2009, Drant is the record owner of 365 shares of Common Stock, The Kramlich Living Trust U/A/D 6/1/94, C. Richard Kramlich and Pamela P. Kramlich, Co-Trustees (the “Kramlich Trust”) is the record owner of 729 shares of Common Stock, Linehan is the record owner of 242 shares of Common Stock, Barris is the record owner of 10,763 shares of

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Common Stock and options to purchase 26,462 shares of Common Stock (the "Option Shares"), PJ Barris, LLC ("Barris LLC") is the record owner of 670 shares of Common Stock (the "PJ Barris Shares") and PDB

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LLC (“PDB”) is the record owner of 168 shares of Common Stock (together with the PJ Barris shares, the “Barris LLC Shares”). As a member of Barris LLC and the Investment Advisor of PDB, Barris may be deemed to own beneficially the Barris LLC Shares. As a Co-Trustee of the Kramlich Trust, Kramlich may be deemed to own beneficially the Kramlich Trust shares. Finally, New Enterprise Associates, LLC (“NEA LLC”) is the record owner of 2,213 shares of Common Stock (the “NEA LLC Shares”). 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 for each Reporting Person are calculated based on 45,610,735 shares of Common Stock (the “10-Q shares”) reported by the Issuer to be outstanding as of November 6, 2009 on Form 10-Q as filed with the Securities and Exchange Commission on November 9, 2009. The percentage set forth on the cover sheet for Barris is calculated based on 45,637,377 shares, which includes the 10-Q shares and the option shares.

(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.

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Item 10.

Certification.

Not applicable. This Amendment No. 3 to Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

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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 5, 2010

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

By: NEA 11 GP, LLC
General Partner

By: *

Eugene A. Trainor III
Manager

NEA 11 GP, LLC

By: *

Eugene A. Trainor III
Manager

*

Michael
James
Barrett

*

Peter
J.
Barris

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*

Forest
Baskett

*

Ryan
D.
Drant

*

Krishna
S.
Kolluri

*

C.
Richard
Kramlich

*

Charles
M.
Linehan

*

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 3 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.

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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 5th day of February, 2010

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

By: NEA 11 GP, LLC
General Partner

By: *

Eugene A. Trainor III
Manager

NEA 11 GP, LLC

By: *

Eugene A. Trainor III
Manager

*

Michael
James
Barrett

*

Peter
J.
Barris

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*

Forest
Baskett

*

Ryan
D.
Drant

*

Krishna
S.
Kolluri

*

C.
Richard
Kramlich

*

Charles
M.
Linehan

*

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 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, Timothy Schaller 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 Financial Industry Regulatory Authority, 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 4th day of May, 2009.

/s/ M. James Barrett

M. James Barrett

/s/ Peter J. Barris

Peter J. Barris

/s/ Forest Baskett

Forest Baskett

/s/ Rohini Chakravarthy

Rohini Chakravarthy

/s/ Patrick Chung

Patrick Chung

/s/ Ryan Drant

Ryan Drant

/s/ Shawn Conway

Shawn Conway

/s/ Anthony A. Florence

Anthony A. Florence

/s/ Robert Garland

Robert Garland

/s/ Paul Hsiao

Paul Hsiao

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/s/ Patrick J. Kerins

Patrick J. Kerins

/s/ Suzanne King

Suzanne King

/s/ Krishna S. Kolluri

Krishna S. Kolluri

/s/ C. Richard Kramlich

C. Richard Kramlich

/s/ Charles M. Linehan

Charles M. Linehan

/s/ Edward Mathers

Edward Mathers

/s/ David M. Mott

David M. Mott

/s/ John M. Nehra

John M. Nehra

/s/ Charles W. Newhall III

Charles W. Newhall III

/s/ Jason R. Nunn

Jason R. Nunn

/s/ Mark W. Perry

Mark W. Perry

/s/ Jon Sakoda

Jon Sakoda

/s/ Scott D. Sandell

Scott D. Sandell

/s/ Peter W. Sonsini

Peter W. Sonsini

/s/ A. Brooke Seawell

A. Brooke Seawell

/s/ Eugene A. Trainor III

Eugene A. Trainor III

/s/ Ravi Viswanathan

Ravi Viswanathan

/s/ Paul E. Walker

Paul E. Walker

/s/ Harry Weller

Harry Weller

