

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

=====

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

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)
- 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).

=====

| | | |
|---------------------|-----|--------------|
| ===== | | ===== |
| CUSIP NO. 45773Y105 | 13G | PAGE 2 OF 24 |
| ===== | | ===== |

=====

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

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

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

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

6 SHARED VOTING POWER

7,127,067

7 SOLE DISPOSITIVE POWER

0

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)

14.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

=====
CUSIP NO. 45773Y105
=====

13G

=====
PAGE 3 OF 24
=====

=====
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)

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

6 SHARED VOTING POWER

7,127,067

7 SOLE DISPOSITIVE POWER

0

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)

14.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

=====
CUSIP NO. 45773Y105
=====

13G

=====
PAGE 4 OF 24
=====

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

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

| | | |
|--|---|--------------------------|
| | 5 | SOLE VOTING POWER |
| | | 0 |
| NUMBER OF SHARES | 6 | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | | 7,127,067 |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 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)

14.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

=====
CUSIP NO. 45773Y105
=====

13G

=====
PAGE 5 OF 24
=====

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 |
| | | 0 |
| NUMBER OF SHARES | 6 | SHARED VOTING POWER |

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

| | | |
|---|-----------|--------------------------|
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 7,127,067 | |
| | ----- | ----- |
| | 7 | SOLE DISPOSITIVE POWER |
| | | |
| | 0 | |
| | ----- | ----- |
| | 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)
14.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

=====
CUSIP NO. 45773Y105 13G PAGE 6 OF 24
=====

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 |
| | | |
| | 0 | |

| | | |
|--|-----------|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 6 | SHARED VOTING POWER |
| | ----- | ----- |
| | 7,130,118 | |
| | ----- | ----- |
| | 7 | SOLE DISPOSITIVE POWER |
| | | |
| | 0 | |
| | ----- | ----- |
| | 8 | SHARED DISPOSITIVE POWER |

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

7,130,118

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,130,118

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 REPORTING PERSON (SEE INSTRUCTIONS)

IN

=====
CUSIP NO. 45773Y105
=====

13G

=====
PAGE 7 OF 24
=====

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

Forest Baskett

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

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

6 SHARED VOTING POWER

7,127,067

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

7,127,067

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,127,067

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

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 REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP NO. 45773Y105

13G

PAGE 8 OF 24

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

365

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

6 SHARED VOTING POWER

7,129,280

7 SOLE DISPOSITIVE POWER

365

8 SHARED DISPOSITIVE POWER

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)

14.7%

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN
=====

=====
CUSIP NO. 45773Y105

13G

=====
PAGE 9 OF 24
=====

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

Krishna 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

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

6 SHARED VOTING POWER

7,127,067

7 SOLE DISPOSITIVE POWER

0

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)

14.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN
=====

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

CUSIP NO. 45773Y105
=====

13G

PAGE 10 OF 24
=====

=====

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

729

NUMBER OF SHARES

6 SHARED VOTING POWER

7,129,280

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE DISPOSITIVE POWER

729

8 SHARED DISPOSITIVE POWER

7,129,280

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)

14.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

=====

CUSIP NO. 45773Y105
=====

13G

=====

PAGE 11 OF 24
=====

=====

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

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

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

242

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

6 SHARED VOTING POWER

7,127,067

7 SOLE DISPOSITIVE POWER

242

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)

14.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

=====
CUSIP NO. 45773Y105
=====

13G

=====
PAGE 12 OF 24
=====

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

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

6 SHARED VOTING POWER

7,129,280

7 SOLE DISPOSITIVE POWER

0

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)

14.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

=====

CUSIP NO. 45773Y105 13G PAGE 13 OF 24

=====

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

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

| | | | |
|---|---|--------------------------|-----------|
| | 5 | SOLE VOTING POWER | 0 |
| | | | ----- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 6 | SHARED VOTING POWER | 7,129,280 |
| | | | ----- |
| | 7 | SOLE DISPOSITIVE POWER | 0 |
| | | | ----- |
| | 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)
14.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

=====
CUSIP NO. 45773Y105 13G PAGE 14 OF 24
=====

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 | 0 |
| | | | ----- |
| NUMBER OF SHARES BENEFICIALLY | 6 | SHARED VOTING POWER | 7,129,280 |

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

OWNED BY -----
 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)
 14.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 IN

=====
 CUSIP NO. 45773Y105 13G PAGE 15 OF 24
 =====

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
 0

 NUMBER OF 6 SHARED VOTING POWER
 SHARES 7,127,067
 BENEFICIALLY OWNED BY
 EACH 7 SOLE DISPOSITIVE POWER
 REPORTING PERSON 0
 WITH: -----
 8 SHARED DISPOSITIVE POWER

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

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)

14.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN
=====

=====

| | | | |
|-----------|-----------|-----|---------------|
| CUSIP NO. | 45773Y105 | 13G | PAGE 16 OF 24 |
|-----------|-----------|-----|---------------|

=====

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(D). TITLE OF CLASS OF SECURITIES: Common Stock, \$.0001 par value ("Common Stock").

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

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

=====
CUSIP NO. 45773Y105 13G PAGE 17 OF 24
=====

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

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

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).

```
=====
CUSIP NO. 45773Y105                      13G                      PAGE 18 OF 24
=====
```

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

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

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

=====
CUSIP NO. 45773Y105
=====

13G

=====
PAGE 19 OF 24
=====

*

Forest Baskett

*

Ryan D. Drant

*

Krishna Kolluri

*

C. Richard Kramlich

*

Charles M. Linehan

*

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

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

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

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

=====
CUSIP NO. 45773Y105
=====

13G

=====
PAGE 21 OF 24
=====

*

Forest Baskett

*

Ryan D. Drant

*

Krishna Kolluri

*

C. Richard Kramlich

*

Charles M. Linehan

*

Charles W. Newhall III

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

*

 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.

=====
 CUSIP NO. 45773Y105
 =====

13G

=====
 PAGE 22 OF 24
 =====

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

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

Forest Baskett

/s/ M. James Barrett

M. James Barrett

/s/ Peter J. Barris

Peter J. Barris

/s/ Ryan Drant

Ryan Drant

/s/ Shawn Conway

Shawn Conway

/s/ Paul Hsiao

Paul Hsiao

/s/ Vladimir Jacimovic

Vladimir Jacimovic

=====
CUSIP NO. 45773Y105
=====

13G

=====
PAGE 23 OF 24
=====

/s/ Patrick J. Kerins

Patrick J. Kerins

/s/ Suzanne King

Suzanne King

/s/ Krishna Kolluri

Krishna Kolluri

/s/ C. Richard Kramlich

C. Richard Kramlich

/s/ Charles M. Linehan

Charles M. Linehan

Edgar Filing: INNERWORKINGS INC - Form SC 13G/A

/s/ Peter T. Morris

Peter T. Morris

/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/ Michael Raab

Michael Raab

/s/ Scott D. Sandell

Scott D. Sandell

/s/ A. Brooke Seawell

A. Brooke Seawell

/s/ Eugene A. Trainor III

Eugene A. Trainor III

=====
CUSIP NO. 45773Y105
=====

13G

=====
PAGE 24 OF 24
=====

/s/ Sigrid Van Bladel

Sigrid Van Bladel

/s/ Ravi Viswanathan

Ravi Viswanathan

/s/ Harry Weller

Harry Weller