

NEWHALL CHARLES W III
 Form 4
 March 28, 2012

FORM 4

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

OMB APPROVAL

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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 *
 NEWHALL CHARLES W III

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/26/2012

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

TIMONIUM, MD 21093

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	03/26/2012		J(1)	1,000,000 D \$ 0	5,029,190	I	See Note 2 (2)
Common Stock	03/26/2012		J(3)	10,000 A \$ 0	10,000	I	See Note 4 (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEWHALL CHARLES W III 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		

Signatures

/s/ Louis Citron,
attorney-in-fact
Date: 03/28/2012

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) New Enterprise Associates 11, Limited Partnership ("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 general partner and its limited partners on March 26, 2012.
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, 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 the shares held by New Enterprise Associates 11, except to the extent of his pecuniary interest therein.
- (2) NEA Partners 11 received 10,000 shares of common stock of the Issuer in the distribution by New Enterprise Associates 11 on March 26, 2012.
The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the shares of the Issuer held by NEA Partners 11, except to the extent of his pecuniary interest therein.
- (3) NEA Partners 11 received 10,000 shares of common stock of the Issuer in the distribution by New Enterprise Associates 11 on March 26, 2012.
The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the shares of the Issuer held by NEA Partners 11, except to the extent of his pecuniary interest therein.
- (4) NEA Partners 11 received 10,000 shares of common stock of the Issuer in the distribution by New Enterprise Associates 11 on March 26, 2012.
The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the shares of the Issuer 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.