

INNERWORKINGS INC  
Form 4  
November 19, 2007

**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

(Last) (First) (Middle)

1119 ST. PAUL STREET

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INNERWORKINGS INC [INWK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/16/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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	11/16/2007		S	292 D	\$ 14.17 0	D	
Common Stock	11/16/2007		S	91 D	\$ 14.17 0	I	See Note 1 (1)
Common Stock	11/16/2007		S	91 D	\$ 14.17 0	I	See Note 2 (2)
Common Stock	11/16/2007		S	73 D	\$ 14.17 0	I	See Note 3 (3)
Common Stock					2,213	I	See Note 4 (4)
					7,127,067	I	

Common  
Stock

See Note 5  
(5)

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

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(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. 3)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEWHALL CHARLES W III 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		

## Signatures

/s/ Shawn Conway,  
attorney-in-fact  
  
Date

11/19/2007

\*\*Signature of Reporting Person

## 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).
- The securities are held by Adair's Trust, u/a 11/15/96. The Reporting Person disclaims beneficial ownership within the meaning of
- (1) Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by Adair's Trust, u/a 11/15/96, except to the extent of his pecuniary interest therein.
  - (2) The securities are held by Ashton's Trust, u/a 11/15/96. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by Ashton's Trust, u/a 11/15/96, except to the

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extent of his pecuniary interest therein.

- (3) The securities are held by Amy Liebno Newhall. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by Amy Liebno Newhall, except to the extent of his pecuniary interest therein.

- (4) The Reporting Person is a member and director of New Enterprise Associates LLC ("NEA LLC"), which is the beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by NEA LLC, except to the extent of his pecuniary interest therein.

- (5) The Reporting Person is a manager of NEA 11GP, 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, Limited Partnership ("New Enterprise Associates 11"), the beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by New Enterprise Associates 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.

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