

INNERWORKINGS INC

Reported by
BARRIS PETER J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/28/10 for the Period Ending 04/09/10

Address	600 WEST CHICAGO SUITE 750 CHICAGO, IL 60610
Telephone	312-642-3700
CIK	0001350381
Symbol	INWK

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: February 28, 2011
Estimated average burden hours per response... 0.5

**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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * BARRIS PETER J <small>(Last) (First) (Middle)</small> 1954 GREENSPRING DRIVE, SUITE 600 <small>(Street)</small> TIMONIUM, MD 21093 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol INNERWORKINGS INC [INWK] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">4/9/2010</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	4/9/2010		A		19012	A	\$0	29775	D	
Common Stock								670	I	See Note 1 (1)
Common Stock								168	I	See Note 2 (2)
Common Stock								2213	I	See Note 3 (3)
Common Stock								7127067	I	See Note 4 (4)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

- (1) The Reporting Person is a member of PJ Barris, LLC, which is the direct 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 (the "1934 Act"), or otherwise of the securities held by PJ Barris, LLC, except to the extent of his pecuniary interest therein.
- (2) The Reporting Person is the investment advisor of PDB LLC, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act or otherwise of the securities held by PDB LLC, except to the extent of his pecuniary interest therein.
- (3) The Reporting Person is a member of the Board of Directors of New Enterprise Associates LLC ("NEA LLC"), which is the direct

beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act or otherwise of the securities held by NEA LLC, except to the extent of his pecuniary interest therein.

- (4) 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, Limited Partnership ("New Enterprise Associates 11"), the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act or otherwise of the securities held by New Enterprise Associates 11, except to the extent of his pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRIS PETER J 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	X	X		

Signatures

/s/ Shawn Conway, attorney-in-fact

4/28/2010

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.