

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

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

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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).

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CUSIP NO. 45773Y105

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

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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

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CUSIP NO. 45773Y105  
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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)

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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

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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

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	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)

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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

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	5	SOLE VOTING POWER
		0
NUMBER OF SHARES	6	SHARED VOTING POWER

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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

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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
		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

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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

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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

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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

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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

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%

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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 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



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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

729

-----

NUMBER OF SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY

7,129,280

-----

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%

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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)

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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

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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



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	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

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

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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

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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  
 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

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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  
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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").

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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

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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





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By: NEA 11 GP, LLC  
General Partner

By: \*  
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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

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Ryan D. Drant

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Krishna Kolluri

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C. Richard Kramlich

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Charles M. Linehan

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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

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Ryan D. Drant

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Krishna Kolluri

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C. Richard Kramlich

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Charles M. Linehan

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Charles W. Newhall III



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Forest Baskett

/s/ M. James Barrett

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M. James Barrett

/s/ Peter J. Barris

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Peter J. Barris

/s/ Ryan Drant

-----  
Ryan Drant

/s/ Shawn Conway

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Shawn Conway

/s/ Paul Hsiao

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Paul Hsiao

/s/ Vladimir Jacimovic

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Vladimir Jacimovic

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/s/ Patrick J. Kerins

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Patrick J. Kerins

/s/ Suzanne King

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Suzanne King

/s/ Krishna Kolluri

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Krishna Kolluri

/s/ C. Richard Kramlich

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C. Richard Kramlich

/s/ Charles M. Linehan

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Charles M. Linehan

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/s/ Peter T. Morris  
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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  
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Eugene A. Trainor III

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/s/ Sigrid Van Bladel  
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Sigrid Van Bladel

/s/ Ravi Viswanathan  
-----

Ravi Viswanathan

/s/ Harry Weller  
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Harry Weller