Echo Global Logistics, Inc. Form 4 March 01, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

obligations may continue. See Instruction

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

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * NEA Partners 12, Limited Partnership		_	2. Issuer Name and Ticker or Trading Symbol Echo Global Logistics, Inc. [ECHO]	5. Relationship of Reporting Person(s) to Issuer			
(Last)			3. Date of Earliest Transaction	(Check all applicable)			
1954 GREENSPRING DRIVE, SUITE 600			(Month/Day/Year) 02/28/2012	DirectorX10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
TIMONIUM,	MD 21093		Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Table	e I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie n(A) or Disp (Instr. 3, 4)	osed c	of (D)	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)
Common Stock	02/28/2012		J(2)	400,000	D	\$0	2,020,219	Ι	See Note 1 $\underline{^{(1)}}$
Common Stock	02/28/2012		J <u>(3)</u>	4,000	A	\$0	4,000	D (4)	
Common Stock	02/28/2012		<u>J(5)</u>	4,000	D	\$0	0	D (4)	

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	Director	10% Owner	Officer	Other			
NEA Partners 12, Limited Partnership 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X					
NEA 12 GP, LLC 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X					

Signatures

/s/ Louis Citron, attorney-in-fact 03/01/2012

**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 shares are directly held by NEA 12 and indirectly held by the Reporting Person, the sole general partner of NEA 12 GP, LLC ("NEA 12 GP"), the sole general partner of the Reporting Person, and the individual managers of NEA 12 GP (the Reporting Person, NEA 12 GP and the individual managers of NEA 12 GP together, the "NEA 12 Indirect Reporting Persons"). The individual managers of

(1) NEA 12 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Patrick J. Kerins, Krishna "Kittu" Kolluri, C. Richard Kramlich, Charles W. Newhall III, Mark W. Perry and Scott D. Sandell (together the "Individual Managers of NEA 12 GP"). The NEA 12 Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 12 shares in which the NEA 12 Indirect Reporting Persons have no pecuniary interest.

(2)

Reporting Owners 2

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- NEA 12 made a pro rata distribution for no consideration of an aggregate of 400,000 shares of common stock of the Issuer to its general partner and its limited partners on February 28, 2012.
- (3) The Reporting Person received 4,000 shares of common stock of the Issuer in the distribution by NEA 12.
 - The shares are directly held by the Reporting Person and indirectly held by NEA 12 GP, the sole general partner of the Reporting Person, and the Individual Managers of NEA 12 GP (NEA 12 GP and the Individual Managers of NEA 12 GP together, the "NEA Partners 12"
- (4) Indirect Reporting Persons"). The NEA Partners 12 Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA Partners 12 shares in which the NEA Partners 12 Indirect Reporting Persons have no pecuniary interest.
- (5) The Reporting Person made a pro rata distribution for no consideration of an aggregate of 4,000 shares of common stock of the Issuer to its limited partners on February 28, 2012.

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.