

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

FORM 4

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

OMB APPROVAL

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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 *
KRAMLICH C RICHARD

(Last) (First) (Middle)

**1954 GREENSPRING
DRIVE, SUITE 600**

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Echo Global Logistics, Inc. [ECHO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2012

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/28/2012		J ⁽¹⁾		400,000	D	\$ 0 2,020,219	I	See Note 2 (2)
Common Stock	02/28/2012		J ⁽³⁾		4,000	A	\$ 0 4,000	I	See Note 4 (4)
Common Stock	02/28/2012		J ⁽⁵⁾		4,000	D	\$ 0 0	I	See Note 4 (4)
Common Stock	02/28/2012		J ⁽⁶⁾		211	A	\$ 0 211	I	See Note 7 (7)
Common Stock	02/28/2012		J ⁽⁸⁾		901	A	\$ 0 901	I	See Note 9 (9)

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(4) The Reporting Person is a manager of NEA 12 LLC, which is the sole general partner of NEA Partners 12. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of the shares held by NEA Partners 12, except to the extent of his pecuniary interest therein.

(5) NEA Partners 12 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.

(6) The Kramlich Living Trust u/d/t 6/1/94, C. Richard Kramlich and Pamela P. Kramlich, Co-Trustees, (the "Kramlich Living Trust") received 211 shares of common stock of the Issuer in the distribution by NEA Partners 12.

(7) The securities are held directly by Kramlich Living Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of the securities held by the Kramlich Living Trust, except to the extent of his pecuniary interest therein.

(8) New Enterprise Associates, LLC ("NEA LLC") received 901 shares of common stock of the Issuer in the distribution by NEA Partners 12.

(9) The Reporting Person is a member of the Board of Directors of 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, as amended, or otherwise of the securities held by NEA LLC, 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.