

BARRIS PETER J
Form 4
March 06, 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 *
BARRIS PETER J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1954 GREENSPRING
DRIVE, SUITE 600

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2012

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

(Street)

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

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

TIMONIUM, MD 21093

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/02/2012		J ⁽¹⁾	600,000	D \$ 0	1,420,219	I See Note 2 ⁽²⁾
Common Stock	03/02/2012		J ⁽³⁾	6,000	A \$ 0	6,000	I See Note 4 ⁽⁴⁾
Common Stock	03/02/2012		J ⁽⁵⁾	6,000	D \$ 0	0	I See Note 4 ⁽⁴⁾
Common Stock	03/02/2012		J ⁽⁶⁾	82	A \$ 0	137	I See Note 7 ⁽⁷⁾
Common Stock	03/02/2012		J ⁽⁸⁾	327	A \$ 0	545	I See Note 9 ⁽⁹⁾

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- (1) New Enterprise Associates 12, Limited Partnership ("NEA 12") made a pro rata distribution for no consideration of an aggregate of 600,000 shares of common stock of the Issuer to its general partner and its limited partners on March 2, 2012.
The Reporting Person is a manager of NEA 12 GP, LLC, ("NEA 12 LLC") which is the sole general partner of NEA Partners 12, Limited Partnership ("NEA Partners 12"). NEA Partners 12 is the sole general partner of NEA 12, the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934 (the "1934 Act"), as amended, or otherwise of the shares held by NEA 12, except to the extent of his pecuniary interest therein.
- (2) NEA Partners 12 received 6,000 shares of common stock of the Issuer in the distribution by NEA 12.
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.
- (3) NEA Partners 12 made a pro rata distribution for no consideration of an aggregate of 6,000 shares of common stock of the Issuer to its limited partners on March 2, 2012.
- (4) PDB LLC received 82 shares of common stock of the Issuer in the distribution by NEA Partners 12.
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, as amended, or otherwise of the securities held by PDB LLC, except to the extent of his pecuniary interest therein.
- (5) PJ Barris, LLC received 327 shares of common stock of the Issuer in the distribution by NEA Partners 12.
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 1934 Act, as amended, or otherwise of the securities held by PJ Barris, LLC, except to the extent of his pecuniary interest therein.
- (6) New Enterprise Associates, LLC ("NEA LLC") received 1,380 shares of common stock of the Issuer in the distribution by NEA Partners 12.
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.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.93 to \$18.07, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (12) to this Form 4.
- (8)
- (9)
- (10)
- (11)
- (12)

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.