

SANDELL SCOTT D
Form 4
March 01, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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 *
SANDELL SCOTT D

(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⁾		237	A	\$ 0 237	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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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDELL SCOTT D 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		

Signatures

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

__Signature of Reporting Person Date

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).
- (1) New Enterprise Associates 12, Limited Partnership ("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.
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
- (2) 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.
- (3) NEA Partners 12 received 4,000 shares of common stock of the Issuer in the distribution by NEA 12.

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- The Reporting Person is a manager of NEA 12 LLC, which is the sole general partner of NEA Partners 12. The Reporting Person
- (4) 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 Sandell Family Trust, u/d/t 3/30/01, Scott D. Sandell and Jennifer Ayer Sandell, Trustees (the "Sandell Family Trust") received 237 shares of common stock of the Issuer in the distribution by NEA Partners 12.
The securities are held directly by the Sandell Family Trust. The Reporting Person disclaims beneficial ownership within the meaning of
 - (7) Section 16 of the 1934 Act, as amended, of the securities held by The Sandell Family 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.
The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the securities. The
 - (9) 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.

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