

INNERWORKINGS INC
Form 4
June 21, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Belcher Eric D

2. Issuer Name and Ticker or Trading Symbol
INNERWORKINGS INC [INWK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O INNERWORKINGS, INC., 600
WEST CHICAGO AVENUE SUITE
850

3. Date of Earliest Transaction
(Month/Day/Year)
06/19/2013

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

(Street)
CHICAGO, IL 60654

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

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/19/2013		M ⁽¹⁾		8,288	A	\$ 1	281,304	D	
Common Stock	06/19/2013		S ⁽¹⁾		7,500	D	\$ 11.48	273,804	D	
Common Stock	06/20/2013		M ⁽¹⁾		709	A	\$ 1	274,513	D	
Common Stock	06/20/2013		M ⁽¹⁾		6,791	A	\$ 0.65	281,304	D	
Common Stock	06/20/2013		S ⁽¹⁾		7,500	D	\$ 11.2389	273,804	D	

(2)

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

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(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 (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. Amount or Number of Shares
Stock option (right to buy)	\$ 1	06/19/2013		M	8,288	07/20/2005 07/20/2015	Common Stock	8,288
Stock option (right to buy)	\$ 1	06/20/2013		M	709	07/20/2005 07/20/2015	Common Stock	709
Stock option (right to buy)	\$ 0.65	06/20/2013		M	6,791	<u>(3)</u> 09/19/2015	Common Stock	6,791

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Belcher Eric D C/O INNERWORKINGS, INC. 600 WEST CHICAGO AVENUE SUITE 850 CHICAGO, IL 60654	X		President and CEO	

Signatures

/s/ Ronald Provenzano, by Power of
Attorney

06/21/2013

__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) Exercise and subsequent sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 14, 2012.

The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this
(2) line is between \$11.19 and \$11.24 per share. Complete information regarding the number of shares sold at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.

(3) These options became exercisable in 33% annual installments beginning June 20, 2006.

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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