

INNERWORKINGS INC  
Form 4  
January 16, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**GREENBERG JACK M**

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)

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

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

**C/O INNERWORKINGS, INC., 600 WEST CHICAGO AVENUE, SUITE 850**

**01/14/2014**

(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

**CHICAGO, IL 60654**

(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)
Common Stock	01/14/2014		M <sup>(1)</sup>	5,000 A	\$ 0.65 5,000	I	See Footnote (2)
Common Stock	01/14/2014		S <sup>(1)</sup>	5,000 D	\$ 7.3693 0	I	See Footnote (2)
Common Stock	01/15/2014		M <sup>(1)</sup>	5,000 A	\$ 0.65 5,000	I	See Footnote (2)
Common	01/15/2014		S <sup>(1)</sup>	5,000 D	\$ 0	I	See

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Stock	7.5057 <u>(4)</u>	Footnote <u>(2)</u>
Common Stock	76,812	D

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 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. Amount or Number of Shares
Stock option (right to buy)	\$ 0.65	01/14/2014		M <sup>(1)</sup>	5,000	<u>(5)</u> 10/01/2015	Common Stock	5,000
Stock option (right to buy)	\$ 0.65	01/15/2014		M <sup>(1)</sup>	5,000	<u>(5)</u> 10/01/2015	Common Stock	5,000
Stock option (right to buy)	\$ 0.65					<u>(5)</u> 10/01/2015	Common Stock	50,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

GREENBERG JACK M  
C/O INNERWORKINGS, INC.  
600 WEST CHICAGO AVENUE, SUITE 850  
CHICAGO, IL 60654

X

## Signatures

/s/ Ronald Provenzano, by Power of  
Attorney

01/16/2014

\_\_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 22, 2013.
- (2) Held by the Irrevocable 2013 InnerWorkings Grantor Annuity Trust.

- The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this
- (3) line is between \$7.31 and \$7.35 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.

- The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this
- (4) line is between \$7.26 and \$7.59 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.

- (5) These options became exercisable in two equal annual installments beginning June 30, 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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