

INNERWORKINGS INC

Form 4

August 20, 2013

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Belcher Eric D

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

INNERWORKINGS INC [INWK]

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

08/16/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/16/2013		M ⁽¹⁾	8,288	A \$ 0.65	276,825	D
Common Stock	08/16/2013		S ⁽¹⁾	7,500	D \$ 10.5028	269,325	D
Common Stock	08/19/2013		M ⁽¹⁾	7,500	A \$ 0.65	276,825	D
Common Stock	08/19/2013		S ⁽¹⁾	7,500	D \$ 10.3887	269,325	D

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock option (right to buy)	\$ 0.65	08/16/2013		M	8,288	<u>(4)</u>	09/19/2015	Common Stock	8,288	
Stock option (right to buy)	\$ 0.65	08/19/2013		M	7,500	<u>(4)</u>	09/19/2015	Common Stock	7,500	

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
08/20/2013

____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 \$10.41 and \$10.70 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

(3) line is between \$10.32 and \$10.48 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.

(4) 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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