

Baradaran Sharyar  
Form 4/A  
June 23, 2009

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Baradaran Sharyar

(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)

02/25/2009

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
03/02/2009

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/25/2009		A		5,297	A	\$ 0
					705,979	I <sup>(1)</sup>	

See  
Footnote  
(2)

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

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

## Edgar Filing: Baradaran Sharyar - Form 4/A

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. P Deri Secu (Ins
				Code	V	(A)	(D)	
Stock Option (right to buy)	\$ 2.36	02/25/2009		A		13,441	02/25/2009 02/25/2019 Stock 13,441	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baradaran Sharyar C/O INNERWORKINGS, INC. 600 WEST CHICAGO AVENUE, SUITE 850 CHICAGO,, IL 60654				X

## Signatures

/s/ Todd Andrews, by power of attorney

06/23/2009

\_\_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) These shares were incorrectly reported as directly owned by Sharyar Baradaran in the original Form 4.

These shares are owned directly by the Baradaran Revocable Trust (the "Trust"). Sharyar Baradaran is the trustee of the Trust and may be

(2) deemed to have voting and dispositive power over the shares. Mr Baradaran disclaims beneficial ownership of the shares except to the extent of his pecuniary interest.

(3) These options were incorrectly reported as directly owned by Sharyar Baradaran in the original Form 4.

These options are owned directly by the Baradaran Revocable Trust (The "Trust"). Sharyar Baradaran is the trustee of the Trust and may

(4) be deemed to have voting and dispositive power over the options. Mr. Baradaran disclaims beneficial ownership of the options except to the extent of his pecuniary interest.

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.