

INNERWORKINGS INC
Form 4
June 17, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sagard Capital Partners, L.P.

(Last) (First) (Middle)

325 GREENWICH AVENUE,

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

INNERWORKINGS INC [INWK]

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

06/13/2014

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)
____ Form filed by One Reporting Person
__X__ 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)
Common Stock	06/13/2014		A	(A) or (D) Amount (1) 13,928	Price \$ 0	7,466,053	I
							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
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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)

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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 Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sagard Capital Partners, L.P. 325 GREENWICH AVENUE GREENWICH, CT 06830		X		
Sagard Capital Partners GP, Inc. 325 GREENWICH AVENUE GREENWICH, CT 06830		X		
Sagard Capital Partners Management Corp 325 GREENWICH AVENUE 2ND FLOOR GREENWICH, CT 06830		X		

Signatures

/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners, L.P. 06/17/2014

**Signature of Reporting Person

Date _____

/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners GP, Inc. 06/17/2014

 **Signature of Reporting Person

Date _____

/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners Management Corp. 06/17/2014

 **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) Represents a grant of restricted stock issued pursuant to the InnerWorkings, Inc. 2006 Stock Incentive Plan, as amended, and granted in connection with service on the Board of Directors of the Issuer by Dan Friedberg, the President of GP and Sagard Management (each as defined below). The restricted stock vests on June 13, 2015, and was granted directly to Sagard Capital Partners, L.P., a Delaware limited partnership ("Sagard"), pursuant to the letter agreement dated April 18, 2014, among Sagard, Dan Friedberg and the Issuer.

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- (2) Sagard is the direct beneficial owner of the reported shares of Common Stock of the Issuer (the "Shares"). Sagard Capital Partners GP, Inc., a Delaware corporation ("GP"), and Sagard Capital Partners Management Corp., a Delaware corporation ("Sagard Management," and together with Sagard and GP, the "Reporting Persons") may be deemed to be indirect beneficial owners of such reported Shares. Each of the Reporting Persons disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of the securities reported herein except to the extent of its pecuniary interest therein.

Remarks:

This Form 4 is being filed by the Reporting Persons. As a result of direct and indirect securities holdings, both Power Corpora

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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