

Hodgkins Charles  
Form 3  
December 18, 2017

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Hodgkins Charles</p> <p>(Last) (First) (Middle)</p> <p>C/O INNERWORKINGS, INC.,Â 600 WEST CHICAGO AVENUE SUITE 850</p> <p>(Street)</p> <p>CHICAGO,Â ILÂ 60654</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/06/2017</p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>INNERWORKINGS INC [INWK]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP &amp; Interim CFO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
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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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	13,194	D	Â

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â <u>(1)</u>	03/10/2020	Common Stock	35,212	\$ 5.4	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	06/23/2021	Common Stock	4,750	\$ 8.24	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	09/14/2022	Common Stock	3,328	\$ 12.24	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	06/13/2024	Common Stock	4,754	\$ 7.18	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	06/03/2025	Common Stock	7,576	\$ 6.68	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	06/06/2026	Common Stock	8,920	\$ 8.45	D	Â
Stock Option (right to buy)	Â <u>(7)</u>	06/01/2027	Common Stock	6,081	\$ 11.1	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hodgkins Charles C/O INNERWORKINGS, INC. 600 WEST CHICAGO AVENUE SUITE 850 CHICAGO, IL 60654	Â	Â	Â SVP & Interim CFO	Â

## Signatures

Ronald Provenzano, by Power of Attorney 12/18/2017

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 options became fully vested on March 10, 2014.

(2) These options became fully vested on June 23, 2015.

(3) These options became fully vested on September 14, 2016.

(4) These options vest and become exercisable in four equal annual installments beginning on June 13, 2015; 3,565 of these options have vested as of the date of this filing.

(5) These options vest and become exercisable in four equal annual installments beginning on June 3, 2016; 3,788 of these options have vested as of the date of this filing.

(6) These options vest and become exercisable in four equal annual installments beginning on June 6, 2017; 2,230 of these options have vested as of the date of this filing.

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(7) These options vest and become exercisable in four equal annual installments beginning on June 1, 2018.

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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