

INNERWORKINGS INC  
Form 4  
June 04, 2015

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Belcher Eric D

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/02/2015

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

(Street)  
CHICAGO, IL 60654

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/02/2015		M <sup>(1)</sup>		5,190	A	\$ 1
Common Stock	06/02/2015		S <sup>(1)</sup>		5,190	D	6.3613
Common Stock	06/03/2015		A		89,820	A	\$ 0

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option (right to buy)	\$ 1	06/02/2015		M <sup>(1)</sup>	5,190	<sup>(4)</sup> 10/01/2015	Common Stock 5,190
Stock Option (right to buy)	\$ 6.68	06/03/2015		A	181,818	<sup>(5)</sup> 06/03/2025	Common Stock 181,818

## 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  
Date: 06/04/2015  
\*\*Signature of Reporting Person

## 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 12, 2014.  
The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line is between \$6.26 and \$6.42 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.
- (3) Represents a grant of restricted stock pursuant to the InnerWorkings, Inc. 2006 Stock Incentive Plan, as amended. The restricted stock vests in four equal annual installments beginning on June 3, 2016.

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- (4) These options became exercisable in 50% installments on October 1, 2006 and June 20, 2007.
- (5) These options vest in four equal installments beginning on June 3, 2016.

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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