#### INNERWORKINGS INC

Form 4

November 22, 2013

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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response...

burden hours per

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

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

(First)

2. Issuer Name and Ticker or Trading Symbol

INNERWORKINGS INC [INWK]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

3. Date of Earliest Transaction

Director

X\_\_ 10% Owner

325 GREENWICH AVENUE,

(Month/Day/Year)

11/20/2013

Officer (give title below)

\_ Other (specify

(Street)

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

Applicable Line)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

GREENWICH, CT 06830

(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit on(A) or Dia (Instr. 3, 4	sposed 4 and 5 (A) or	of (D) 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)
Common Stock	11/20/2013		Code V P	Amount 30,400	` /	Price \$ 6.81	7,189,225	I	See footnote (1)
Common Stock	11/20/2013		P	25,000	A	\$ 6.77	7,214.225	I	See Footnote
Common Stock	11/21/2013		P	50,000	A	\$ 6.95	7,264,225	I	See Footnote (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form

(9-02)

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# 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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative		ate	Secur	ant of rlying rities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr	. 3 and 4)		Owne Follo
	Ť				(A) or						Repo
					Disposed of (D)						Trans (Instr
					(Instr. 3, 4, and 5)						
					4, and 3)				<b>A4</b>		
						Date Exercisable	Expiration Date	Title	Amount or Number of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
stepsioning of the state of state of	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.					
**Signature of Reporting Person	Date				
/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners GP, Inc.					
**Signature of Reporting Person	Date				
/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners Management Corp.					
**Signature of Reporting Person	Date				

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### **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).
  - Sagard Capital Partners, L.P., a Delaware limited partnership ("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
- (1) 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. 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.