

INNERWORKINGS INC
Form 4/A
September 07, 2016

FORM 4

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

OMB APPROVAL

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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 *
Sagard Capital Partners, L.P.

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)
325 GREENWICH AVENUE,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2016

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

GREENWICH, CT 06830

4. If Amendment, Date Original Filed(Month/Day/Year)
09/02/2016

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 or Price					
COMMON STOCK	08/31/2016		S		55,812 (1) (3)	D	\$ 8.849 (3)	7,042,456 (3)	I	SEE FOOTNOTE (2)
COMMON STOCK	09/01/2016		S		11,738 (1)	D	\$ 8.8922	7,030,718 (3)	I	SEE FOOTNOTE (2)
COMMON STOCK	09/01/2016		S		309,251 (1)	D	\$ 8.8	6,721,467 (3)	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 required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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 Management Corp 325 GREENWICH AVENUE 2ND FLOOR GREENWICH, CT 06830		X		
Sagard Capital Partners GP, Inc. 325 GREENWICH AVENUE GREENWICH, CT 06830		X		

Signatures

/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners, L.P. 09/07/2016
 __Signature of Reporting Person Date

/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners GP, Inc. 09/07/2016
 __Signature of Reporting Person Date

/s/ Charles J. Downey III, Attorney-in-Fact for Sagard Capital Partners Management Corp. 09/07/2016
 __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) Consists of shares of common stock, par value, \$0.0001 per share, of INWK ("Shares").
- (2) Sagard is the direct beneficial owner of the Shares reported herein. GP and Sagard Management are indirect beneficial owners of such 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.

Based on information from a broker, the original Form 4 erroneously stated that on August 31, 2016, the Reporting Persons sold 54,601 Shares at a price of \$8.8479. This amendment is being filed to report that instead, on August 31, 2016, the Reporting Persons sold 55,812 Shares at a price of \$8.8490. The sale transactions made on September 1, 2016 were reported correctly in the original Form 4 and are included in this amendment solely for purposes of updating the amount of securities beneficially owned by the Reporting Person following each such transaction.
- (3)

Remarks:

This Form 4 is being filed by Sagard Capital Partners, L.P., a Delaware limited partnership ("Sagard"), Sagard Capital Partners

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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