INNERWORKINGS INC

Form 4

November 13, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB APPROVAL					
							OMB Number:	3235-0287				
Check this be if no longer subject to Section 16. Form 4 or		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: Estimated a burden hour	rs per		
Form 4 of Form 4	Section 170	(a) of the		y Holding	g Compa	ıny A	ct of 1	Act of 1934, 1935 or Section	response	0.5		
(Print or Type Resp	oonses)											
1. Name and Address of Reporting Person * Spohn Ryan			2. Issuer Name and Ticker or Trading Symbol INNERWORKINGS INC [INWK]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of Earliest Transaction					(Check	heck all applicable)			
C/O INNERWORKINGS, INC., 600 WEST CHICAGO AVENUE, SUITE 850			(Month/Day/Year) 11/12/2014					Director 10% Owner _X Officer (give title Other (specify below) Controller				
	(Street)		led(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CHICAGO, IL	60654						Ē	Form filed by Mo Person	ore than One Re	porting		
(City)	(State)	(Zip)	Table I	- Non-Deri	vative Sec	uritie	s Acqui	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	any		Deemed tition Date, if th/Day/Year)	3. 4. Securi Transaction(A) or D Code (D) (Instr. 8) (Instr. 3,		isposed of 4 and 5) (A) or		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 (withholding for tax liability)	11/12/2014			F <u>(1)</u>				17,051	D			
Reminder: Report	on a separate line	e for each cl	ass of securitie		-		-	directly.	ion of SI	EC 1474		

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Numb of	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Spohn Ryan C/O INNERWORKINGS, INC. 600 WEST CHICAGO AVENUE, SUITE 850 CHICAGO, IL 60654

Controller

Signatures

/s/ Ronald Provenzano, by Power of Attorney

11/13/2014

**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).
- Shares withheld by the issuer to satisfy the mandatory tax withholding requirement upon vesting of restricted stock. This is not an open market sale of securities.

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.

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