

INNERWORKINGS INC
Form 4
February 19, 2015

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 *
GREENBERG JACK M

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)

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

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

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

02/17/2015

(Street)

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

CHICAGO, IL 60654

(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)
Common Stock	02/17/2015		M ⁽¹⁾	16,000 A	\$ 0.65 106,740	D	
Common Stock	02/17/2015		S ⁽¹⁾	16,000 D	\$ 5.9896 90,740	D	

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

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SEC 1474 (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 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. Amount or Number of Shares
Stock option (right to buy)	\$ 0.65	02/17/2015		M ⁽¹⁾	16,000	⁽³⁾ 10/01/2015	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GREENBERG JACK M
C/O INNERWORKINGS, INC.
600 WEST CHICAGO AVENUE, SUITE 850
CHICAGO, IL 60654

X

Signatures

/s/ Ronald Provenzano, by Power of Attorney

02/19/2015

__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) Exercise and subsequent sale pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 17, 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

(2) line is between \$5.98 and \$6.02 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) These options became exercisable in two equal annual installments beginning June 30, 2006.

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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