

Belcher Eric D  
 Form 4  
 October 01, 2018

**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 \*  
 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)  
 09/28/2018

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

(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                    | 09/28/2018                           |  | M                              |   | 200,000   | A  | \$ 6 662,880  |
| Common Stock                    | 09/28/2018                           |  | F(1)                           |   | 172,994   | D  | \$ 7.92 489,886 (2)                                   |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option (right to buy)                | \$ 6   | 09/28/2018                           |  | M                              | 200,000   | (3) 11/14/2018   | Common Stock 200,000  |

**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

**Signatures**

/s/ Ronald Provenzano, by Power of Attorney

10/01/2018

\_\_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) Represents the first planned "net exercise" of outstanding stock options with a November 14, 2018 expiration date, as contemplated by the previously disclosed February 2018 Transition Agreement between Mr. Belcher and InnerWorkings, Inc. These shares were withheld by InnerWorkings Inc. for payment of the exercise price and applicable taxes, based on the closing price of InnerWorkings, Inc. common stock at the time of the option exercise on September 28, 2018 of \$7.92.

(2) The "net exercise" resulted in a net increase to Mr. Belcher's beneficially owned non-derivative securities of 27,006 shares.

(3) These options vested in 20% annual installments beginning November 14, 2009.

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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