

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Stoddart Richard S</u> (Last) (First) (Middle) 203 NORTH LASALLE ST. SUITE 1800 (Street) CHICAGO IL 60601 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INNERWORKINGS INC [INWK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	10/01/2020		D		108,885	D	(1)(2)	0	D	
Common Stock	10/01/2020		D		24,230	D	(1)	0	I	See footnote ⁽³⁾
Common Stock (Restricted Stock Units)	10/01/2020		D		29,033	D	(4)(5)	0	D	
Common Stock (Restricted Stock Units)	10/01/2020		D		132,744	D	(4)(6)	0	D	
Common Stock (Restricted Stock Units)	10/01/2020		D		186,104	D	(4)(7)	0	D	
Common Stock (Restricted Stock Units)	10/01/2020		D		306,748	D	(4)(8)	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units	(9)	10/01/2020		D			565,261	(9)	(9)	Common Stock	565,261	(9)	0	D
Stock Options (right to buy)	\$9.49	10/01/2020		D			237,093	(10)(11)	04/05/2028	Common Stock	237,093	(10)	0	D
Stock Options (right to buy)	\$7.75	10/01/2020		D			174,194	(10)(12)	09/07/2028	Common Stock	174,194	(10)	0	D
Stock Appreciation Rights	\$3.39	10/01/2020		D			265,487	(13)(14)	06/03/2029	Common Stock	265,487	(13)	0	D
Stock Appreciation Rights	\$4.03	10/01/2020		D			558,313	(13)(15)	06/13/2029	Common Stock	558,313	(13)	0	D

Explanation of Responses:

- Pursuant to an Agreement and Plan of Merger, dated July 15, 2020 (the "Merger Agreement"), by and among HH Global Group Limited, a company registered in England and Wales ("Parent"), HH Finance Group Limited, a company registered in England and Wales, Project Idaho Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub") and InnerWorkings, Inc., a Delaware corporation (the "Registrant"), effective as of the effective time (the "Effective Time") of the merger of Merger Sub with and into the Registrant (the "Merger"), these shares of the Registrant's common stock were canceled and converted into the right to receive \$3.00 in cash per share (the "Merger Consideration").
- The number of shares reported includes 39,516 shares of restricted stock granted on April 5, 2018 that were to vest in two remaining installments on April 5, 2021 and April 5, 2022. Pursuant to the terms of the Merger Agreement, in each case at the Effective Time, these shares of restricted stock were fully vested, cancelled and converted into the right to receive the Merger Consideration, reduced by any withholding taxes.
- The shares of common stock reported on this line are held by the Richard S. Stoddart Trust, of which the Reporting Person is the trustee.
- Pursuant to the terms of the Merger Agreement, in each case at the Effective Time, these restricted stock units were automatically fully vested and cancelled and, in exchange therefor, the reporting person became entitled to the right to receive an amount in cash equal to the product of (i) the number of shares subject to such restricted stock unit award multiplied by (ii) the Merger Consideration, reduced by the amount of any withholding taxes.
- Restricted stock units granted on September 7, 2018 that were to vest in four equal installments beginning on September 7, 2019.
- Restricted stock units granted on June 3, 2019 that were to vest in four equal installments beginning on June 3, 2020.
- Restricted stock units granted on June 13, 2019 that were to vest on June 13, 2022.
- Restricted stock units granted on March 2, 2020 that were to vest as follows: (i) 25% on March 2, 2021; (ii) 25% on March 2, 2022; and (iii) 50% on March 2, 2023.8
- Represents performance-based restricted stock units previously granted to the reporting person on October 12, 2018, June 3, 2019, and March 2, 2020 (and not previously reported). Pursuant to the terms of the Merger Agreement, in each case at the Effective Time, these performance-based restricted stock units were automatically fully vested and cancelled and, in exchange therefor, the reporting person became entitled to the right to receive a payment in cash of an amount equal to the product of (y) the Merger Consideration multiplied by (z) the number of Shares earned or deemed earned with respect to such award of performance based restricted stock units (with any performance conditions applicable to such award deemed to be achieved at the greater of (1) actual performance achieved as of the day immediately prior to the Effective Date and (2) the target level of performance, which in this case was at the target level of performance), reduced by the amount of any withholding taxes.
- Pursuant to the terms of the Merger Agreement, in each case at the Effective Time, these stock options were automatically fully vested and cancelled and, in exchange therefor, the reporting person became entitled to the right to receive an amount in cash equal to the product of (i) the total number of shares subject to such stock option multiplied by (ii) the excess, if any, of (A) the Merger Consideration over (B) the exercise

price per share of such stock option, reduced by the amount of any withholding taxes.

11. Option for 237,093 shares granted on April 5, 2018 that were to vest in four equal installments beginning on April 5, 2019.

12. Option for 174,194 shares granted on September 7, 2018 that were to vest in four equal installments beginning on September 7, 2019.

13. Pursuant to the terms of the Merger Agreement, in each case at the Effective Time, these stock appreciation rights were automatically fully vested and cancelled and, in exchange therefor, the reporting person became entitled to the right to receive an amount in cash equal to the product of (i) the total number of shares subject to such stock appreciation right multiplied by (ii) the excess, if any, of (A) the Merger Consideration over (B) the grant price per share of such stock appreciation right, reduced by the amount of any withholding taxes.

14. Stock appreciation rights in respect of 265,487 shares granted on June 3, 2019 that were to vest in four equal installments beginning on June 3, 2020.

15. Stock appreciation rights in respect of 558,313 shares granted on June 13, 2019 that were to vest on June 13, 2022.

Remarks:

/s/ Oren B. Azar, by Attorney-
in-Fact

10/05/2020

** Signature of Reporting Person Date

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

* 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).

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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