

| 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*<br><u>Pope Adan</u><br><br>(Last) (First) (Middle)<br><u>203 NORTH LASALLE ST.</u><br><u>SUITE 1800</u><br><br>(Street)<br><u>CHICAGO IL 60601</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>INNERWORKINGS INC [ INWK ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Technology Officer</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/01/2020</u>            |  |
| 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                              |   | 4,625   | D          | (1)    | 0   | D  |   |
| Common Stock (Restricted Stock Units) | 10/01/2020                           |  | D                              |   | 40,900  | D          | (2)(3) | 0   | D  |   |
| Common Stock (Restricted Stock Units) | 10/01/2020                           |  | D                              |   | 19,381  | D          | (2)(4) | 0   | D  |   |
| Common Stock (Restricted Stock Units) | 10/01/2020                           |  | D                              |   | 36,388  | D          | (2)(5) | 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                     | (6)  | 10/01/2020                           |  | D                              |   |  | 62,229 | (6)  | (6)             | Common Stock  | 62,229                                     | (6)  | 0   | D  |
| Stock Appreciation Rights                  | \$3.39   | 10/01/2020                           |  | D                              |   |  | 38,761 | (7)(8)   | 06/03/2029      | Common Stock  | 38,761                                     | (7)  | 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").
- 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 March 4, 2019 that were to vest on March 4, 2022.
- 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 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.
- Represents performance-based restricted stock units previously granted to the reporting person on 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 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.
- Stock appreciation rights in respect of 38,761 shares granted on June 3, 2019 that were to vest in four equal installments beginning on June 3, 2020.

Remarks:

/s/ Oren B. Azar, by Attorney- 10/05/2020  
in-Fact

\*\* 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.

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 Number.