

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A  
(Amendment No. 1)

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**InnerWorkings, Inc.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee  
(Check the appropriate  
box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:  
(2) Aggregate number of securities to which transaction applies:
-

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:
-

**INNERWORKINGS, INC.**

**Annual Meeting of Stockholders**

**September 6, 2018 at 11:00 AM Central Time**

**This proxy is solicited by the Board of Directors**

**P  
R  
O  
X  
Y**

The stockholder(s) hereby appoint(s) Jack M. Greenberg and Ronald C. Provenzano, or either of them, as proxies, each with full power of substitution and revocation, and hereby authorizes them to represent and to vote, as designated on the reverse side hereof, all of the shares of common stock of INNERWORKINGS, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholder(s) to be held at 11:00 AM, Central Time, on September 6, 2018, at the corporate headquarters, 600 West Chicago Avenue, Suite 850, Chicago, Illinois 60654, and any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted "FOR" the election of each of the director nominees listed on the reverse hereof and "FOR" each of Proposals 2, 3 and 4.** This proxy revokes any previously executed proxy with respect to all proposals that properly come before the Annual Meeting of Stockholders. The undersigned hereby acknowledges receipt of the Notice of 2018 Annual Meeting of Stockholders and accompanying proxy statement, and revokes any proxy heretofore given with respect to such meeting.

**Continued and to be signed on reverse side**

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▲ TO VOTE BY MAIL, PLEASE DETACH HERE ▲

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders:**

The Notice, Proxy Statement and Amendment No. 1 to the Annual Report Form 10K/A are available on our website at:  
[www.inwk.com](http://www.inwk.com)

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Please mark vote in black or blue ink as indicated in this example

The Board of Directors recommends you vote FOR the following:

1. Elect ten members of the Board of Directors to serve until the 2019 annual meeting of stockholders or until their respective successors are elected and qualified, except with respect to Eric D. Belcher, who will serve until the end of the 2018 fiscal year.

**Nominees**

1A Eric D Belcher	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	1F J Patrick Gallagher Jr	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
1B Jack M Greenberg	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	1G Julie M Howard	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
1C Richard S Stoddart	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	1H Linda S Wolf	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
1D Charles K Bobrinskoy	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	1I Lindsay Y. Corby	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
1E David Fisher	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	1J Adam J. Gutstein (term effective October 1, 2018)	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>

The Board of Directors recommends you vote FOR proposals 2., 3. and 4.

- 2. Approve, on an advisory, non-binding basis, the compensation of the Company's named executive officers. FOR  AGAINST  ABSTAIN
- 3. Approve the amended and restated 2006 Stock Incentive Plan, including an increase in the share reserve of 1,035,000 shares. FOR  AGAINST  ABSTAIN
- 4. Ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2018. FOR  AGAINST  ABSTAIN

**NOTE:** If a matter is not timely submitted pursuant to Rule 14a-4(c)(1), the proxies appointed by this proxy card will have discretionary authority to vote with respect to any such matter subsequently raised at the Annual Meeting of Stockholders.

Date \_\_\_\_\_

(Signature) \_\_\_\_\_

(Signature, if held jointly) \_\_\_\_\_

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

PLEASE SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED POSTAGE PAID ENVELOPE

▲ TO VOTE BY MAIL, PLEASE DETACH HERE ▲

**INNERWORKINGS, INC.**

If you have questions or require any assistance with voting your shares, please contact the Company's proxy solicitor listed below:

**M O R R O W  
S O D A L I**

470 West Avenue  
Stamford, Connecticut 06902  
Stockholders call toll free: (800) 662-5200  
Banks and Brokerage Firms, please call: (203) 658-9400  
Email: INWK@morrowsodali.com