

INNERWORKINGS INC  
Form 10-K/A  
April 29, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010

Commission file number: 000-52170

INNERWORKINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

600 West Chicago Avenue, Suite 850

20-5997364

(I.R.S. Employer  
Identification No.)

Chicago, Illinois 60654

Phone: (312) 642-3700

(Address (including zip code) and telephone number (including area code) of principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$0.0001 par value	Nasdaq Global Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(Do not check if a smaller reporting company)

The aggregate market value of the common equity held by non-affiliates of the registrant as of June 30, 2010, the last business day of the registrant's most recent completed second quarter, was \$204,945,624 (based on the closing sale price of the registrant's common stock on that date as reported on the Nasdaq Global Market).

As of March 1, 2011, the registrant had 46,092,291 shares of common stock, par value \$0.0001 per share, outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

The registrant intends to file with the Securities and Exchange Commission a proxy statement pursuant to Regulation 14A within 120 days of the end of the fiscal year ended December 31, 2010. Portions of such proxy statement are incorporated by reference into Part III of this Annual Report on Form 10-K.

## EXPLANATORY NOTE

On March 2, 2011 InnerWorkings, Inc. (the “Company”) filed with the Securities and Exchange Commission its Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (the “10-K Report”). The Company is filing this Amendment No. 1 (this “Amendment”) to the 10-K Report to amend and restate Part II, Item 5 (Market for Company’s Common Equity, Related Shareholder Matters and Purchases of Equity Securities) to include the stock performance graph.

No other revisions or amendments have been made to Part II of the 10-K Report. This Amendment does not reflect events occurring after March 2, 2011, the date of the original filing of the 10-K Report, or modify or update those disclosures that may have been affected by subsequent events.

The Company hereby amends and restates Part II, Item 5 of the 10-K Report in its entirety. In addition, pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, the Amendment includes new certifications of the Company’s principal executive officer and principal financial officer on Exhibits 31.1 and 31.2, each as of the filing date of the Amendment.

## PART II

## Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

## Market Information

Our common stock is listed and has been traded on the Nasdaq Global Market under the symbol “INWK” since August 16, 2006. Prior to that time, there was no public market for our common stock. The following table sets forth the high and low sales prices for our common stock as reported by the Nasdaq Global Market for each of the periods listed.

	High	Low
2009		
First Quarter	\$ 6.94	\$ 1.83
Second Quarter	\$ 7.00	\$ 3.90
Third Quarter	\$ 6.25	\$ 4.05
Fourth Quarter	\$ 6.58	\$ 4.58
2010		
First Quarter	\$ 7.45	\$ 4.95
Second Quarter	\$ 7.73	\$ 5.07
Third Quarter	\$ 7.58	\$ 5.31
Fourth Quarter	\$ 7.15	\$ 6.88

## Holders

As of March 1, 2011, there were 67 holders of record of our common stock. The holders of our common stock are entitled to one vote per share.

#### Dividends

We currently do not intend to pay any dividends on our common stock. We intend to retain all available funds and any future earnings for use in the operation and expansion of our business. Any determination in the future to pay dividends will depend upon our financial condition, capital requirements, operating results and other factors deemed relevant by our board of directors, including any contractual or statutory restrictions on our ability to pay dividends.

#### Recent Sales of Unregistered Securities

None.

#### Issuer Purchases of Equity Securities

None.

## Stock Performance Graph

The information contained in the following chart is not considered to be “soliciting material,” or “filed,” or incorporated by reference in any past or future filing by the Company under the Securities Exchange Act of 1934 or the Securities Act of 1933 unless and only to the extent that the Company specifically incorporates it by reference.

The following graph assumes \$100 was invested on August 16, 2006 (the first trading day following our initial public offering) in the common stock of the Company and each of the following indices and assumes reinvestment of any dividends. The stock price performance on the graph below is not necessarily indicative of future stock price performance.

	8/16/06	12/31/06	12/31/07	12/31/08	12/31/09	12/31/10
INWK	\$ 100	\$ 156	\$ 168	\$ 64	\$ 58	\$ 64
NASDAQ Market Index	\$ 100	\$ 112	\$ 123	\$ 73	\$ 106	\$ 123
Dow Jones Business Support Services Index	\$ 100	\$ 113	\$ 112	\$ 79	\$ 94	\$ 106

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) (3) Exhibits: The following exhibits are filed as part of this report:

- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INNERWORKINGS, INC.

By: / S / ERIC D.  
BELCHER  
Eric D. Belcher  
Title: Chief Executive  
Officer and President

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/ S / ERIC D. BELCHER Eric D. Belcher	President, Chief Executive Officer and Director (principal executive officer)	April 29, 2011
/ S / JOSEPH M. BUSKY Joseph M. Busky	Chief Financial Officer (principal financial and accounting officer)	April 29, 2011
/ S / JACK M. GREENBERG Jack M. Greenberg	Chairman of the Board	April 29, 2011
/ S / JOHN R. WALTER John R. Walter	Director	April 29, 2011
/ S / PETER J. BARRIS Peter J. Barris	Director	April 29, 2011

/ S / SHARYAR  
BARADARAN  
Sharyar Baradaran

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Director

April  
29, 2011

/ S / LINDA S.  
WOLF  
Linda S. Wolf

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Director

April  
29, 2011

/ S / CHARLES K.  
BOBRINSKOY  
Charles K. Bobrinsky

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Director

April  
29, 2011

/ S / ERIC P.  
LEFKOFSKY  
Eric P. Lefkofsky

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Director

April  
29, 2011



