

INNERWORKINGS INC
Form SC 13D/A
November 13, 2013

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Innerworkings, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title Class of Securities)

45773Y105
(CUSIP Number)

Dan Friedberg
Sagard Capital Partners, L.P.
325 Greenwich Avenue
Greenwich, CT 06830
203 629-6700

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 8, 2013
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.
45773Y105

Page 1 of 3 Pages

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 20-3332164

Sagard Capital Partners, L.P

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED BY

SHARED VOTING POWER

EACH 9
REPORTING

6,813,325
SOLE DISPOSITIVE POWER

PERSON 10
WITH

0
SHARED DISPOSITIVE POWER

6,813,325

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,813,325

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.3%

14 TYPE OF REPORTING PERSON

PN

CUSIP No.
45773Y105

Page 2 of 3 Pages

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 20-3331555

Sagard Capital Partners GP, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED BY

SHARED VOTING POWER

EACH 9
REPORTING

6,813,325
SOLE DISPOSITIVE POWER

PERSON 10
WITH

0
SHARED DISPOSITIVE POWER

6,813,325

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,813,325

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.3%

14 TYPE OF REPORTING PERSON

CO

CUSIP No.
45773Y105

Page 3 of 3 Pages

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 20-2402055

Sagard Capital Partners Management Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED BY

SHARED VOTING POWER

EACH 9
REPORTING

6,813,325
SOLE DISPOSITIVE POWER

PERSON 10
WITH

0
SHARED DISPOSITIVE POWER

6,813,325

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,813,325

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.3%

14 TYPE OF REPORTING PERSON

CO

Introduction

This Amendment No. 3 to Schedule 13D (this "Statement") relates to the beneficial ownership of Common Stock, \$0.0001 par value per share (the "Shares") of Innerworkings, Inc., a Delaware corporation (the "Issuer"). This Statement is being filed on behalf of the Reporting Persons and amends and supplements the Schedule 13D filed by the Reporting Persons dated August 8, 2011, as heretofore amended. Unless otherwise defined, all capitalized terms used herein shall have the respective meanings given such terms in the initial Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby supplemented with the addition of the following:

The 3,229,600 additional Shares (in addition to the 3,583,725 Shares reflected in the initial Schedule 13D and Amendment Nos. 1 and 2 thereto) reported herein as being currently beneficially owned were acquired via open market purchases.

The aggregate purchase price for the additional Shares reported herein as beneficially owned by the Reporting Persons is \$18,592,271.88. All Shares held by Sagard were acquired with Sagard's working capital.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated in their entirety as follows:

(a) The Shares reported herein are held directly by Sagard. As of November 12, 2013, each Reporting Person beneficially owned 6,813,325 Shares, which represented 13.3% of the outstanding Shares, based upon 51,266,400 Shares outstanding on November 5, 2013, as reflected in the Issuer's Form 10-Q filed on November 12, 2013.

In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release") this filing reflects the securities beneficially owned by PCC and certain of its subsidiaries, including Sagard. The filing does not reflect securities beneficially owned, if any, by any subsidiaries of PCC whose ownership of securities is disaggregated from that of PCC in accordance with the Release.

The beneficial ownership reflected in the remainder of this Item 5, and in the cover pages, reflect beneficial ownership as of November 12, 2013.

(b) Sole power to vote or direct the vote: 0
Shared power to vote or direct the vote: 6,813,325
Sole power to dispose or to direct the disposition: 0
Shared power to dispose or direct the disposition: 6,813,325

The power to vote or to direct the vote or to dispose or direct the disposition of the Shares reported herein is shared among the Reporting Persons.

(c) The following transactions have been effected by Sagard over the last 60 days:

Purchases

Trade Date	Price	Quantity
11/8/2013	\$ 5.6513	2,572,600

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11/8/2013	\$ 5.6450	23,200
11/8/2013	\$ 5.6960	125,000
11/11/2013	\$ 5.9057	93,500
11/12/2013	\$ 6.0535	315,300
11/12/2013	\$ 6.0450	100,000

Item 7. Material to Be Filed as Exhibits.

Exhibit C is hereby amended and restated in its entirety, as attached hereto.

Exhibit C Executive Officers and Directors of Power Corporation of Canada and the Trustees of the Trust

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 12, 2013

SAGARD CAPITAL PARTNERS, L.P.

By: Sagard Capital Partners GP, Inc., its general partner

By: /s/ Dan Friedberg
Name: Dan Friedberg
Title: President

SAGARD CAPITAL PARTNERS GP, INC.

By: /s/ Dan Friedberg
Name: Dan Friedberg
Title: President

SAGARD CAPITAL PARTNERS MANAGEMENT
CORP.

By: /s/ Dan Friedberg
Name: Dan Friedberg
Title: President

Exhibit C

Executive Officers and Directors of Power Corporation of Canada

Set forth below is the (i) name, (ii) title, (iii) country of citizenship, (iv) principal occupation, (v) principal business address, and (vi) ownership of Shares (if any) and (vii) transactions in Shares during the past 60 days (if any) of each of the executive officers and directors of Power Corporation of Canada.

- (i) Pierre Beaudoin
- (ii) Director
- (iii) Canada
- (iv) President and Chief Executive Officer, Bombardier Inc.
- (v) 800 René-Lévesque Blvd. West, 30th Floor, Montréal (Québec), Canada H3B 1Y8
- (vi) None
- (vii) None

- (i) Marcel Coutu
- (ii) Director
- (iii) Canada
- (iv) President and Chief Executive Officer, Canadian Oil Sands Limited
- (v) 2500 First Canadian Centre, 350 – 7th Avenue S.W., Calgary (Alberta), Canada T2P 3N9
- (vi) None
- (vii) None

- (i) Laurent Dassault
- (ii) Director
- (iii) France
- (iv) Vice-President, Groupe Industriel Marcel Dassault SA
- (v) 9, Rond-Point des Champs Elysées, 75008 Paris, France
- (vi) None
- (vii) None

- (i) André Desmarais
- (ii) Director and Executive Officer
- (iii) Canada
- (iv) Deputy Chairman, President and Co-Chief Executive Officer, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Paul Desmarais, Jr.
- (ii) Director and Executive Officer
- (iii) Canada
- (iv) Chairman and Co-Chief Executive Officer, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Anthony R. Graham

- (ii) Director
- (iii) Canada
- (iv) President, Wittington Investments, Limited
- (v) 22 St. Clair Avenue East, Suite 2001, Toronto (Ontario), Canada M4T 2S7
- (vi) None
- (vii) None

- (i) Robert Gratton
- (ii) Director and Executive Officer
- (iii) Canada
- (iv) Deputy Chairman, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Isabelle Marcoux
- (ii) Director
- (iii) Canada
- (iv) Chair and Vice-President, Corporate Development, Transcontinental Inc.
- (v) 1 Place Ville-Marie, Suite 3315, Montréal (Québec), Canada H3B 3N2
- (vi) None
- (vii) None

- (i) R. Jeffrey Orr
- (ii) Director
- (iii) Canada
- (iv) President and Chief Executive Officer, Power Financial Corporation
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Michel Plessis-Bélair
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-Chairman, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) John A. Rae
- (ii) Executive Officer
- (iii) Canada
- (iv) Executive Vice-President, Office of the Chairman of the Executive Committee, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Henri-Paul Rousseau
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-Chairman, Power Corporation of Canada

- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) J. David A. Jackson
- (ii) Director
- (iii) Canada
- (iv) Lawyer, Partner Emeritus and Senior Counsel, Blake, Cassels & Graydon LLP
- (v) 199 Bay Street, Suite 4000, Commerce Court W., Toronto, ON M5L 1A9
- (vi) None
- (vii) None

- (i) Emőke J.E. Szathmáry
- (ii) Director
- (iii) Canada
- (iv) President Emeritus, University of Manitoba
- (v) 70 Dysart Road, Room 112, Winnipeg (Manitoba), Canada R3T 2M6
- (vi) None
- (vii) None

- (i) Gregory D. Tretiak
- (ii) Executive Officer
- (iii) Canada
- (iv) Executive Vice-President and Chief Financial Officer, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Pierre Larochelle
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-President, Investments, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Stéphane Lemay
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-President, General Counsel and Secretary, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Peter Kruyt
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-President, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Luc Reny
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-President, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Arnaud Vial
 - (ii) Executive Officer
 - (iii) Canada
 - (iv) Senior Vice-President, Power Corporation of Canada
 - (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
 - (vi) None
 - (vii) None
-

Trustees of The Desmarais Family Residuary Trust

Set forth below is the (i) name, (ii) title, (iii) country of citizenship, (iv) principal occupation, (v) principal business address, and (vi) ownership of Shares (if any) and (vii) transactions in Shares during the past 60 days (if any) of each of the trustees of The Desmarais Family Residuary Trust.

(i) Jacqueline Desmarais

(ii) Trustee

(iii) Canada

(iv) Executive, Power Corporation of Canada and Philanthropist

(v) 759 Square Victoria, Montréal (Québec), Canada H2Y 2J7

(vi) None

(vii) None

(i) Paul Desmarais, Jr.

(ii) Trustee

(iii) Canada

(iv) Chairman and Co-Chief Executive Officer, Power Corporation of Canada

(v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3

(vi) None

(vii) None

(i) André Desmarais

(ii) Trustee

(iii) Canada

(iv) Deputy Chairman, President and Co-Chief Executive Officer, Power Corporation of Canada

(v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3

(vi) None

(vii) None

(i) Michel Plessis-Bélair

(ii) Trustee

(iii) Canada

(iv) Vice-Chairman, Power Corporation of Canada

(v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3

(vi) None

(vii) None

(i) Guy Fortin

(ii) Trustee

(iii) Canada

(iv) Vice Chairman, Corporation d'Investissements Sanpalo

(v) 759 Square Victoria, Montréal (Québec), Canada H2Y 2J7

(vi) None

(vii) None