

10(b) and 20(a) of the securities Exchange Act of 1934 (the “Exchange Act”) and Rule 10b-5 against the Company and certain of its top officials.

2. InnerWorkings provides print procurement solutions to corporate clients in the United States. The Company utilizes its proprietary software applications and database to create solutions that store, analyze, and track the production capabilities of supplier networks, as well as quote and price data for bids and print jobs.

3. On April 16, 2013, after the market closed, the Company revised its full year 2013 guidance due to a reduction of work orders by a large retail client.

4. On this news, InnerWorkings securities declined \$3.55 per share or more than 25%, to close at \$10.48 per share on April 17, 2013.

5. A few days later, on April 30, 2013, Prescience Point Research Group (“Prescience”) published an analyst report with a “Strong Sell” recommendation, alleging among other things, that the Company was inflating its revenues by misapplying gross revenue and net accounting.

6. On this news, InnerWorkings securities declined an additional \$0.33 per share or more than 3%, to close at \$10.07 per share on April 30, 2013.

7. Then, on November 6, 2013, the Company announced lower than expected earnings per share, primarily due to issues with its Production Graphics division, stating in relevant part:

Approximately \$0.05 of the Non- GAAP diluted earnings per share underperformance is attributable to the Productions Graphics business versus the same period in 2012. GAAP diluted earnings per share were \$0.14 compared to \$0.10 in the third quarter of 2012, due primarily to a \$0.87 impact from a contingent liability release related to the performance of Productions Graphics, partially offset by a related European goodwill impairment charge of \$0.73.

While our core enterprise business continues to drive our growth globally, the performance of Productions Graphics in Europe and the restructuring of our Inside Sales division resulted in lower profitability for the quarter, said Eric D. Belcher, Chief Executive Officer of InnerWorkings. We have already taken action to proactively address these areas of our business. In Europe, we have installed new leadership and, with our Inside Sales division, we are pivoting towards a new customer acquisition strategy through a channel partnership.

8. On this news, the Company's shares fell \$3.85 per share to \$5.64, or over 40%, on volume of nearly 9 million shares or 22 times the average daily volume.

9. On February 18, 2014, the Company announced that it would need to restate its financial statements for all periods extending to the fourth quarter of 2011 through the third quarter of 2013. The Company further stated that:

Most of you will remember that in last quarter's call, we highlighted a leadership problem with Productions Graphics, the French-based business we acquired in late 2011. We also disclosed potential disputes with the former owner, who we removed in October of 2013. Our comprehensive review of certain transactions involving the former owner revealed that he defrauded the Company by inflating results in order to exceed the EBITDA thresholds needed to trigger earn-out payments. Essentially, the former owner orchestrated the issuance of fraudulent invoices to third parties, and then funded or reimbursed the third parties' payments of such invoices. The former owner profited from this scheme as our earn-out payments to him exceeded the amount of funds paid with respect to such invoices. In summary, the Company was a victim of fraud perpetrated by the former owner, and we intend to pursue appropriate legal remedies to address the harm.

Regarding the financial statement impacts, we will restate 2011 to 2013 financial results already issued. The net impact over the entire period is a pretax loss of \$1.6 million. As a reminder, the structure of our M&A deals financially protect our shareholders from poor performing businesses by allowing for contingent liability release which benefits the P&L as well as our future free cash flow. Our pretax impacts therefore include the benefit of a contingent liability release throughout the restatement period, and as you can see in our 8-K filing, our adjusted EBITDA which

adjusts out contingent liability impacts, was adjusted down by \$7.9 million in 2012. There is no impact however to our adjusted EBITDA in 2013 from this matter.

10. Throughout the Class Period, Defendants made false and/or misleading statements, as well as failed to disclose material adverse facts about the Company's business, operations, and prospects. Specifically, Defendants made false and/or misleading statements and/or failed to disclose that: (1) the Company inflated its revenues in violation of Generally Accepted Accounting Principles; (2) the Company artificially inflated its cash flows and adjusted EBITDA; and (3) as a result of the foregoing, the Company's financial statements were materially false and misleading at all relevant times.

11. As a result of Defendants' wrongful acts and omissions, and the precipitous decline in the market value of the Company's securities, Plaintiff and other Class members have suffered significant losses and damages.

JURISDICTION AND VENUE

12. The claims asserted herein arise under and pursuant to Sections 10(b) and 20(a) of the Exchange Act (15 U.S.C. §78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder (17 C.F.R. §240.10b-5).

13. This Court has jurisdiction over the subject matter of this action pursuant to §27 of the Exchange Act (15 U.S.C. §78aa) and 28 U.S.C. §1331.

14. Venue is proper in this District pursuant to §27 of the Exchange Act, 15 U.S.C. §78aa and 28 U.S.C. §1391(b) as the securities of InnerWorkings were publicly traded in this District.

15. In connection with the acts, conduct and other wrongs alleged in this Complaint, defendants, directly or indirectly, used the means and instrumentalities of interstate commerce,

including but not limited to, the United States mail, interstate telephone communications and the facilities of the national securities exchange.

PARTIES

16. Plaintiff, as set forth in the attached certification, purchased InnerWorkings securities at artificially inflated prices during the Class Period and has been damaged thereby.

17. Defendant InnerWorkings is a Delaware corporation with its headquarters located at 600 West Chicago Avenue, Suite 850, Chicago, IL 60654.

18. Defendant Eric D. Belcher (“Belcher”) has served as the Company’s President and Chief Executive Officer at all relevant times.

19. Defendant Joseph M. Busky (“Busky”) has served as the Company’s Chief Financial Officer and Secretary at all relevant times.

20. The defendants referenced above in ¶¶ 18 - 19 are sometimes referred to herein as the “Individual Defendants.”

SUBSTANTIVE ALLEGATIONS

Background

21. InnerWorkings is a provider of global print management and promotional solutions to clients. With purportedly proprietary technology, an extensive supplier network and deep domain expertise, the Company claims to procure, manage and deliver printed materials and promotional products as part of a comprehensive outsourced enterprise solution. The Company further claims to have one of the largest independent repositories of equipment profiles and price data for print suppliers in the United States.

**Materially False and Misleading
Statements Issued During the Class Period**

22. On February 14, 2012, after the market closed, the Company issued a press release announcing its financial results for the fourth quarter and year ended December 31, 2011. For the quarter, the Company reported net income of \$5.8 million, or \$0.12 diluted earnings per share (“EPS”) and revenue of \$175 million, compared to net income of \$3.5 million or \$0.08 diluted EPS and revenue of \$130.4 million for the same period a year ago. For the year, the Company reported net income of \$16.4 million, or \$0.35 diluted EPS and revenue of \$633.8 million, compared to net income of \$11 million, or \$0.25 diluted EPS and revenue of \$482 million for the same period a year ago.

23. On March 7, 2012, the Company filed an annual report for the period ended December 31, 2011 on a Form 10-K with the SEC signed by, among others, the Individual Defendants, where it reiterated the Company’s previously reported financial results and financial position. In addition, the Form 10-K contained signed certifications pursuant to the Sarbanes-Oxley Act of 2002 (“SOX”) by the Individual Defendants stating that the financial information contained in the Form 10-K was accurate, and disclosed any material changes to the Company’s internal control over financial reporting.

24. The 10-K represented the following concerning the Company’s revenue recognition policy:

Revenue is recognized when title transfers, which occur when the product is shipped either from a third party to the customer or shipped directly from our warehouse to the customer. Unbilled revenue relates to shipments that have been made to customers for which the related account receivable has not yet been billed.

In accordance with ASC 605-45-45, Revenue Recognition, Principal Agent Considerations and Other Presentation Matters, we recognize revenue on a gross basis, as opposed to a net basis

similar to a commission arrangement, because it bears the risks and benefits associated with revenue-generated activities by: (1) acting as a principal in the transaction; (2) establishing prices; (3) being responsible for fulfillment of the order; (4) taking the risk of loss for collection, delivery and returns; and (5) marketing the products, among other things.

25. On May 3, 2012, the Company issued a press release announcing its financial results for the first quarter ended March 31, 2012. The Company reported net income of \$3.7 million, or \$0.07 diluted EPS and revenue of \$188.5 million, compared to net income of \$2.8 million, or \$0.06 diluted EPS and revenue of \$145.2 million for the same period a year ago.

26. On May 7, 2012, the Company filed a quarterly report for the period ended March 31, 2012 on a Form 10-Q with the SEC signed by the Individual Defendants, where it reiterated the Company's previously reported financial results and financial position. In addition, the Form 10-Q contained signed certifications pursuant to SOX by the Individual Defendants stating that the financial information contained in the Form 10-Q was accurate, and disclosed any material changes to the Company's internal control over financial reporting.

27. On August 9, 2012, the Company issued a press release announcing its financial results for the second quarter ended June 30, 2012. The Company reported net income of \$4.5 million, or \$0.09 diluted EPS and revenue of \$201.4 million, compared to net income of \$3.7 million, or \$0.08 diluted EPS and revenue of \$155.6 million for the same period a year ago.

28. On August 9, 2012, the Company filed a quarterly report for the period ended June 30, 2012 on a Form 10-Q with the SEC signed by the Individual Defendants and where it reiterated the Company's previously reported financial results and financial position. In addition, the Form 10-Q contained signed certifications pursuant to SOX by the Individual Defendants stating that the financial information contained in the Form 10-Q was accurate, and disclosed any material changes to the Company's internal control over financial reporting.

29. On November 8, 2012, the Company issued a press release announcing its financial results for the third quarter ended September 30, 2012. The Company reported net income of \$5 million, or \$0.10 diluted EPS and revenue of \$199.8 million, compared to net income of \$4.1 million, or \$0.09 diluted EPS and revenue of \$157.8 million for the same period a year ago.

30. On November 8, 2012, the Company filed a quarterly report for the period ended September 30, 2012 on a Form 10-Q with the SEC signed by the Individual Defendant, where it reiterated the Company's previously reported financial results and financial position. In addition, the Form 10-Q contained signed certifications pursuant to SOX by the Individual Defendants stating that the financial information contained in the Form 10-Q was accurate, and disclosed any material changes to the Company's internal control over financial reporting.

31. On February 13, 2013, the Company issued a press release announcing its financial results for the fourth quarter and year ended December 31, 2012. For the fourth quarter, the Company reported net income of \$6 million, or \$0.12 diluted EPS and revenue of \$208 million, compared to net income of \$5.8 million, or \$0.12 diluted EPS and revenue of \$175 million for the same period a year ago. For the year, the Company reported net income of \$19 million, or \$0.37 diluted EPS and revenue of \$797.7 million, compared to net income of \$16.4 million, or \$0.34 diluted EPS and revenue of \$633.8 million for the same period a year ago.

32. The Company further represented the following in the press release:

The Company anticipates 2013 annual revenue of \$930 million to \$960 million, which reflects 16 to 20 percent organic growth. GAAP diluted earnings per share are expected to range between \$0.57 to \$0.61 in 2013, which reflects growth of 39 to 49 percent versus 2012 adjusted diluted earnings per share excluding legal settlement expense of \$0.41.

33. On February 28, 2013, the Company filed an annual report for the period ended December 31, 2012 on a Form 10-K with the SEC signed by, among others, the Individual Defendants, where it reiterated the Company's previously reported financial results and financial position. In addition, the Form 10-K contained signed certifications pursuant to SOX by the Individual Defendants stating that the financial information contained in the Form 10-K was accurate, and disclosed any material changes to the Company's internal control over financial reporting.

34. The 10-K represented the following concerning the Company's revenue recognition policy:

We recognize revenue upon meeting all of the following revenue recognition criteria, which is typically met upon shipment or delivery of our products to customers: (i) persuasive evidence of an arrangement exists through our customer contracts, (ii) the customer takes title and assumes the risks and rewards of ownership which occurs at shipment, (iii) the sales price charged is fixed or determinable as evidenced by customer contracts, and (iv) collectability is reasonably assured. Unbilled revenue relates to shipments that have been made to customers for which the related account receivable has not yet been billed.

In accordance with ASC 605-45, Revenue Recognition – Principal Agent Considerations, we account for all of our revenue that meet the following criteria on a gross basis: (i) we are the primary obligor in the arrangement, (ii) we have general inventory risk before the customer order is placed and upon customer return, (iii) we have latitude in establishing price, (iv) we have discretion in supplier selection from our existing network, and (v) we have credit risk with customer payments. Accordingly, all revenue billed to customers which meets these criteria is classified as revenue and all corresponding supplier payments are classified as cost of goods sold.

We recognize revenue for services provided to our customers which may be delivered in conjunction with the procurement of printed materials at the time when delivery and customer acceptance occur and all other revenue recognition criteria are met. We recognize revenue for services provided on a stand-alone basis

upon completion of the service. Service revenue has not been material to our overall revenue to date.

35. On March 11, 2013 during a conference presentation, CEO Eric Belcher discussed the future market opportunity of the Company. He stated the following in relevant part:

Now, we believe we are just getting started. I showed earlier that we delivered almost \$800 million in revenue last year. And that is just the drop in the bucket versus what we believe is our eligible market opportunity of about \$0.5 trillion. So, what I would like to do is spend a few minutes on our growth engines, how we see ourselves penetrating that \$500 billion market opportunity going forward, and then a little bit about our financial performance... So, what gets us out of bed in the morning is we all truly believe that we are on top of the once in the lifetime opportunity in our careers. A market of this size with a solution this novel, and now a track record as substantial as ours, doesn't come around every day and we intend to capitalize on it. We think we are just getting started. We have grown up a little bit. We have gotten a little bit bigger, but we are still a very, very small company in relation to our aspirations and in relation to what we believe the market will allow... the way we look at that \$500 billion opportunity is the market opportunity in front of us mirrors the business that we currently have. Meaning we don't look at it as though we need to expand into any new product categories beyond the ones that we are in. And now that we are in every major economy, we believe that's an eligible \$500 billion eligible market opportunity for us. We are not looking at growth from the industry overall.

36. The statements referenced in ¶¶ 22 - 35 above were materially false and/or misleading because they misrepresented and failed to disclose the following adverse facts, which were known to defendants or recklessly disregarded by them, including that: (1) the Company inflated its revenues in violation of Generally Accepted Accounting Principles; (2) the Company inflated its cash flows and reported adjusted EBITDA; and (3) as a result of the foregoing, the Company's statements were materially false and misleading at all relevant times.

THE TRUTH EMERGES

37. On April 16, 2013, the Company revised its full year guidance. Specifically, the Company issued a press release disclosing the following in relevant part:

Full year 2013 revenue guidance has been adjusted to \$900 to \$930 million, an increase of 13 to 17% over the prior year. Full year 2013 diluted GAAP earnings per share guidance has been adjusted to a range of \$0.45 to \$0.50, an increase of 10 to 22% over the prior year's adjusted diluted earnings per share of \$0.41. This compares to the previous full year revenue guidance of \$930 to \$960 million and diluted GAAP earnings per share guidance of \$0.57 to \$0.61.

These full year estimates reflect a change in control at a large retail client, resulting in the decision to redirect a significant portion of work to a provider with an existing business relationship with the client's new management team. Although the scope of work was reduced beginning in March, InnerWorkings expects to continue serving a portion of this client's business on a going forward basis.

The reduction in full year guidance is partially offset by the acquisition of DB Studios, Inc., which was completed in late March 2013. A California-based distributor of permanent POP displays and retail fixtures, DB Studios' clients include major retail and consumer package goods brands. The acquisition provides InnerWorkings with creative, design, engineering, and prototyping capabilities, which are critical in the permanent display world. DB Studios is expected to contribute approximately \$20 million of revenue for the balance of 2013.

"While we are disappointed by the revenue loss from a major client, we understand this risk presents itself when a client undergoes a change in control. We look forward to continuing to deliver excellent service and savings for them, albeit in a new reduced role," said Eric Belcher, Chief Executive Officer of InnerWorkings. "Importantly, our new business pipeline remains strong and we fully expect to achieve our new business growth targets for the year."

38. On this news, InnerWorkings securities declined \$3.55 per share, or more than 25%, to close at \$10.48 per share on April 17, 2013.

39. On April 30, 2013, Prescience published an analyst report with a "Strong Sell" recommendation. Specifically, the report disclosed, the following in relevant part:

We believe shares of InnerWorkings, Inc. (Nasdaq: INWK or “IW”) are grossly overvalued and poised to collapse by as much as 55%. We believe the company is inflating its revenues in violation of GAAP principles by misapplying gross revenue accounting, place it in violation of its credit agreement. The SEC has inquired about IW’s gross revenue treatment, and we believe management’s response was incomplete and/or misleading. We note that Groupon (Nasdaq: GRPN) – which has many connections with IW, including a common cofounder, former board members, and the same auditor in Ernst & Young, Chicago – violated GAAP principles in the same way and was forced to restate its revenues. Similarly, we believe IW will be forced to restate its historical financial results....

Given our concerns that IW’s financials fail to represent the company’s true financial condition, that it will be forced to restate its historical financials, that its true prospects are obscured by management over-promotion, and that it should be valued closer to its commercial printing/diversified business products and services peers, we believe IW’s stock has an intrinsic value today of \$5.00 per share, ~55% below current levels.

In this report, we detail numerous red flags that warrant investors to peer beyond the headline revenue and earnings growth numbers, including:

IW lures investors with its “huge” opportunity to crack the “\$500bn” global printing market. We believe IW is both mischaracterizing the market opportunity and its revenues. IW persistently touts its revenue growth, which has largely been achieved through an opaque and aggressive roll-up strategy that uses accounting tricks to defer costs to future periods, while artificially boosting current EBITDA and EPS.

At the heart of IW’s revenue shenanigans are its misapplication of gross vs. net accounting. We have had its customer and supplier documents reviewed by a 3rd party accounting expert, and conclude IW is blatantly violating GAAP. IW has no inventory risk as it never takes title to goods, and makes suppliers provide a full warranty for its products. This directly calls into question if IW is the “primary obligor” in the transaction and carries “inventory risk,” which are foundations of their argument for applying gross revenue accounting.

The SEC is already hot on IW’s tail and issued a comment letter in October 2012 which questioned, among other things, the

company's use of gross revenue accounting. Our findings will be of interest to both the SEC and IW's creditors. IW has borrowed money from banks on the basis of its financials being stated in accordance with GAAP. Our results imply it is currently violating its credit terms.

We believe that behind all the charades, IW is clearly struggling, and not growing nearly as fast as it is reporting. IW recently announced the loss of a major source of revenue from SuperValu, its largest enterprise customer. However, we believe IW's problems are worse than advertised, and likely started years ago. IW's gross margins are continually declining and cash from operations has been stagnate for at least 5 years. Furthermore, the company has artificially created much of its cash flow by squeezing terms to its suppliers. Adjusting its cash flow for capex and contingent payment requirements, we will illustrate that IW is nothing more than a money losing operation.

We believe IW has been particularly opaque with its M&A strategy, and may be using aggressive accounting for contingent payment (earn-outs) to artificially boost its earnings. In the table below, we've analyzed every announced and SEC reported deal by IW. We observe that the company has discussed 16 deals since 2006, acquired ~\$315m in revenue, and paid ~35% of its total deal values in upfront cash payments (note: The investor presentation says average down payment of 50%). In other words, of the \$260m of announced deals, \$170m or ~65% have been structured as contingent payments to be made in future periods (up to four years), and subject to the acquired company reaching certain milestones.

40. On this news, InnerWorkings securities declined an additional \$0.33 per share, or more than 3%, to close at \$10.07 per share on April 30, 2013.

41. On November 6, 2014, the Company announced lower than expected earnings per share primarily due to issues with its Production Graphics division, reporting in relevant part that:

Approximately \$0.05 of the Non- GAAP diluted earnings per share underperformance is attributable to the Productions Graphics business versus the same period in 2012. GAAP diluted earnings per share were \$0.14 compared to \$0.10 in the third quarter of 2012, due primarily to a \$0.87 impact from a contingent liability

release related to the performance of Productions Graphics, partially offset by a related European goodwill impairment charge of \$0.73.

While our core enterprise business continues to drive our growth globally, the performance of Productions Graphics in Europe and the restructuring of our Inside Sales division resulted in lower profitability for the quarter, said Eric D. Belcher, Chief Executive Officer of InnerWorkings. We have already taken action to proactively address these areas of our business. In Europe, we have installed new leadership and, with our Inside Sales division, we are pivoting towards a new customer acquisition strategy through a channel partnership.

42. On this news, the Company's shares fell \$3.85 per share to \$5.64, or over 40%, on volume of nearly 9 million shares or 22 times the average daily volume.

43. Then on February 18, 2014, the Company announced that it would need to restate financial statements for all periods extending to the fourth quarter of 2011 through the third quarter of 2013. The Company further stated that:

Most of you will remember that in last quarter's call, we highlighted a leadership problem with Productions Graphics, the French-based business we acquired in late 2011. We also disclosed potential disputes with the former owner, who we removed in October of 2013. Our comprehensive review of certain transactions involving the former owner revealed that he defrauded the Company by inflating results in order to exceed the EBITDA thresholds needed to trigger earn-out payments. Essentially, the former owner orchestrated the issuance of fraudulent invoices to third parties, and then funded or reimbursed the third parties' payments of such invoices. The former owner profited from this scheme as our earn-out payments to him exceeded the amount of funds paid with respect to such invoices. In summary, the Company was a victim of fraud perpetrated by the former owner, and we intend to pursue appropriate legal remedies to address the harm.

Regarding the financial statement impacts, we will restate 2011 to 2013 financial results already issued. The net impact over the entire period is a pretax loss of \$1.6 million. As a reminder, the structure of our M&A deals financially protect our shareholders from poor performing businesses by allowing for contingent

liability release which benefits the P&L as well as our future free cash flow. Our pretax impacts therefore include the benefit of a contingent liability release throughout the restatement period, and as you can see in our 8-K filing, our adjusted EBITDA which adjusts out contingent liability impacts, was adjusted down by \$7.9 million in 2012. There is no impact however to our adjusted EBITDA in 2013 from this matter.

PLAINTIFF'S CLASS ACTION ALLEGATIONS

44. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who purchased or otherwise acquired InnerWorkings securities during the Class Period (the "Class"); and were damaged thereby. Excluded from the Class are defendants herein, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which defendants have or had a controlling interest.

45. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, InnerWorkings securities were actively traded on the NASDAQ. While the exact number of Class members is unknown to Plaintiff at this time and can be ascertained only through appropriate discovery, Plaintiff believes that there are hundreds or thousands of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by InnerWorkings or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

46. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by defendants' wrongful conduct in violation of federal law that is complained of herein.

47. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation. Plaintiff has no interests antagonistic to or in conflict with those of the Class.

48. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

- whether the federal securities laws were violated by defendants' acts as alleged herein;
- whether statements made by defendants to the investing public during the Class Period misrepresented material facts about the business, operations and management of InnerWorkings;
- whether the Individual Defendants caused InnerWorkings to issue false and misleading financial statements during the Class Period;
- whether defendants acted knowingly or recklessly in issuing false and misleading financial statements;
- whether the prices of InnerWorkings securities during the Class Period were artificially inflated because of the defendants' conduct complained of herein; and
- whether the members of the Class have sustained damages and, if so, what is the proper measure of damages.

49. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

50. Plaintiff will rely, in part, upon the presumption of reliance established by the fraud-on-the-market doctrine in that:

- defendants made public misrepresentations or failed to disclose material facts during the Class Period;
- the omissions and misrepresentations were material;
- InnerWorkings securities are traded in efficient markets;
- the Company's shares were liquid and traded with moderate to heavy volume during the Class Period;
- the Company traded on the NASDAQ, and was covered by multiple analysts;
- the misrepresentations and omissions alleged would tend to induce a reasonable investor to misjudge the value of the Company's securities; and
- Plaintiff and members of the Class purchased and/or sold InnerWorkings securities between the time the defendants failed to disclose or misrepresented material facts and the time the true facts were disclosed, without knowledge of the omitted or misrepresented facts.

51. Based upon the foregoing, Plaintiff and the members of the Class are entitled to a presumption of reliance upon the integrity of the market.

COUNT I

(Against All Defendants For Violations of Section 10(b) And Rule 10b-5 Promulgated Thereunder)

52. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

53. This Count is asserted against defendants and is based upon Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder by the SEC.

54. During the Class Period, defendants engaged in a plan, scheme, conspiracy and course of conduct, pursuant to which they knowingly or recklessly engaged in acts, transactions,

practices and courses of business which operated as a fraud and deceit upon Plaintiff and the other members of the Class; made various untrue statements of material facts and omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and employed devices, schemes and artifices to defraud in connection with the purchase and sale of securities. Such scheme was intended to, and, throughout the Class Period, did: (i) deceive the investing public, including Plaintiff and other Class members, as alleged herein; (ii) artificially inflate and maintain the market price of InnerWorkings securities; and (iii) cause Plaintiff and other members of the Class to purchase InnerWorkings securities and options at artificially inflated prices. In furtherance of this unlawful scheme, plan and course of conduct, defendants, and each of them, took the actions set forth herein.

55. Pursuant to the above plan, scheme, conspiracy and course of conduct, each of the defendants participated directly or indirectly in the preparation and/or issuance of the quarterly and annual reports, SEC filings, press releases and other statements and documents described above, including statements made to securities analysts and the media that were designed to influence the market for InnerWorkings securities. Such reports, filings, releases and statements were materially false and misleading in that they failed to disclose material adverse information and misrepresented the truth about InnerWorkings's finances and business prospects.

56. By virtue of their positions at InnerWorkings, defendants had actual knowledge of the materially false and misleading statements and material omissions alleged herein and intended thereby to deceive Plaintiff and the other members of the Class, or, in the alternative, defendants acted with reckless disregard for the truth in that they failed or refused to ascertain and disclose such facts as would reveal the materially false and misleading nature of the

statements made, although such facts were readily available to defendants. Said acts and omissions of defendants were committed willfully or with reckless disregard for the truth. In addition, each defendant knew or recklessly disregarded that material facts were being misrepresented or omitted as described above.

57. Information showing that defendants acted knowingly or with reckless disregard for the truth is peculiarly within defendants' knowledge and control. As the senior managers and/or directors of InnerWorkings, the Individual Defendants had knowledge of the details of InnerWorkings internal affairs.

58. The Individual Defendants are liable both directly and indirectly for the wrongs complained of herein. Because of their positions of control and authority, the Individual Defendants were able to and did, directly or indirectly, control the content of the statements of InnerWorkings. As officers and/or directors of a publicly-held company, the Individual Defendants had a duty to disseminate timely, accurate, and truthful information with respect to InnerWorkings's businesses, operations, future financial condition and future prospects. As a result of the dissemination of the aforementioned false and misleading reports, releases and public statements, the market price of InnerWorkings securities was artificially inflated throughout the Class Period. In ignorance of the adverse facts concerning InnerWorkings's business and financial condition which were concealed by defendants, Plaintiff and the other members of the Class purchased InnerWorkings securities at artificially inflated prices and relied upon the price of the securities, the integrity of the market for the securities and/or upon statements disseminated by defendants, and were damaged thereby.

59. During the Class Period, InnerWorkings securities were traded on an active and efficient market. Plaintiff and the other members of the Class, relying on the materially false and

misleading statements described herein, which the defendants made, issued or caused to be disseminated, or relying upon the integrity of the market, purchased shares of InnerWorkings securities at prices artificially inflated by defendants' wrongful conduct. Had Plaintiff and the other members of the Class known the truth, they would not have purchased said securities, or would not have purchased them at the inflated prices that were paid. At the time of the purchases by Plaintiff and the Class, the true value of InnerWorkings securities was substantially lower than the prices paid by Plaintiff and the other members of the Class. The market price of InnerWorkings securities declined sharply upon public disclosure of the facts alleged herein to the injury of Plaintiff and Class members.

60. By reason of the conduct alleged herein, defendants knowingly or recklessly, directly or indirectly, have violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder.

61. As a direct and proximate result of defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their respective purchases and sales of the Company's securities during the Class Period, upon the disclosure that the Company had been disseminating misrepresented financial statements to the investing public.

COUNT II

(Violations of Section 20(a) of the Exchange Act Against The Individual Defendants)

62. Plaintiff repeats and realleges each and every allegation contained in the foregoing paragraphs as if fully set forth herein.

63. During the Class Period, the Individual Defendants participated in the operation and management of InnerWorkings, and conducted and participated, directly and indirectly, in the conduct of InnerWorkings's business affairs. Because of their senior positions, they knew

the adverse non-public information about InnerWorkings's misstatement of income and expenses and false financial statements.

64. As officers and/or directors of a publicly owned company, the Individual Defendants had a duty to disseminate accurate and truthful information with respect to InnerWorkings's financial condition and results of operations, and to correct promptly any public statements issued by InnerWorkings which had become materially false or misleading.

65. Because of their positions of control and authority as senior officers, the Individual Defendants were able to, and did, control the contents of the various reports, press releases and public filings which InnerWorkings disseminated in the marketplace during the Class Period concerning InnerWorkings's results of operations. Throughout the Class Period, the Individual Defendants exercised their power and authority to cause InnerWorkings to engage in the wrongful acts complained of herein. The Individual Defendants therefore, were "controlling persons" of InnerWorkings within the meaning of Section 20(a) of the Exchange Act. In this capacity, they participated in the unlawful conduct alleged which artificially inflated the market price of InnerWorkings securities.

66. Each of the Individual Defendants, therefore, acted as a controlling person of InnerWorkings. By reason of their senior management positions and/or being directors of InnerWorkings, each of the Individual Defendants had the power to direct the actions of, and exercised the same to cause, InnerWorkings to engage in the unlawful acts and conduct complained of herein. Each of the Individual Defendants exercised control over the general operations of InnerWorkings and possessed the power to control the specific activities which comprise the primary violations about which Plaintiff and the other members of the Class complain.

67. By reason of the above conduct, the Individual Defendants are liable pursuant to § 10(b) of the Exchange Act for the violations committed by InnerWorkings.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff demands relief against defendants as follows:

A. Granting that the instant matter may be maintained as a class action under Rule 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the Class representative;

B. Requiring defendants to pay damages sustained by Plaintiff and the Class by reason of the acts and transactions herein;

C. Awarding Plaintiff and the other members of the Class pre-judgment and post-judgment interest, as well as their reasonable attorney's fees, expert fees and other costs; and

D. Awarding such other and further relief as this Court may deem just and proper.

DEMAND FOR TRIAL BY JURY

Plaintiff hereby demands a trial by jury.

Dated: February 27, 2014