

GrubHub Inc.
Form 4
May 26, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Maloney Matthew M.

2. Issuer Name and Ticker or Trading Symbol
GrubHub Inc. [GRUB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

C/O GRUBHUB INC., 111 W. WASHINGTON STREET, SUITE 2100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60602

(City) (State) (Zip)

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)
Common Stock	05/22/2015		M ⁽¹⁾	A	\$ 1.99 1,649	D	
Common Stock	05/22/2015		S ⁽¹⁾	D	\$ 40.4495 0	D	
Common Stock	05/22/2015		S ⁽¹⁾	D	\$ 40.4495 410,654	I	By Matthew M. Maloney Revocable Trust

Common Stock	05/22/2015	S ⁽¹⁾	7,993	D	\$ 40,4495 <u>(2)</u>	951,213	I	By Maloney Children's 2014 Exempt Trust ⁽³⁾
Common Stock	05/22/2015	S ⁽¹⁾	3,200	D	\$ 40,4495 <u>(2)</u>	380,846	I	By Holly R. Maloney Revocable Trust ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.99	05/22/2015		M ⁽¹⁾	1,649	<u>(4)</u> 04/23/2022	Common Stock	1,649

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maloney Matthew M. C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602	X		Chief Executive Officer	

Signatures

/s/ Adam DeWitt, as attorney-in-fact for Matthew
Maloney

05/26/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Each of the transactions reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by either the Reporting Person, in his personal capacity or as trustee of the Matthew M. Maloney Revocable Trust, or the trustee of the Maloney Children's 2014 Revocable Trust, or the trustee of the Holly R. Maloney Revocable Trust, as applicable.

(1) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$40.30 to \$40.67, inclusive. The reporting person undertakes to provide GrubHub Inc., any security holder of GrubHub Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(2) The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for the purpose of Section 16 or for any other purpose.

(3) The option is currently exercisable as to 66,763 shares. The remaining shares under the option will vest on the first calendar day of each month through April 1, 2016. From March 1, 2015 through March 1, 2016, the option has vested or will vest monthly as to 10,696 shares. On April 1, 2016, the option will vest as to 10,693 shares. Vesting is subject to Mr. Maloney's continued status as an employee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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