GrubHub Inc. Form 4 August 31, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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 See Instruction

(Print or Type Responses)

1(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

CEO and President

6. Individual or Joint/Group Filing(Check

Issuer

(Last)

(First)

(Middle)

GrubHub Inc. [GRUB]

(Month/Day/Year)

Filed(Month/Day/Year)

08/29/2016

3. Date of Earliest Transaction

_X__ Director X_ Officer (give title

below)

10% Owner Other (specify

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

(Street)

2100

4. If Amendment, Date Original

Applicable Line)

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

CHICAGO, IL 60602

(City)	(State)	(Zip) Ta	able I - Non-	Derivative Securities Acqui	red, Disposed of,	or Beneficial	ly Owned
itle of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature o
eitz	(Month/Doy/Voor)	Evacution Data if	Transactio	per Disposed of (D)	Committee	Ournarchin	Indiract

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactionor Disposed of (D)				Securities	Ownership	Indirect
(Instr. 3)		any	Code	e (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(A)		Reported	(I)	
					or		Transaction(s)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
									By
						\$			Maloney
Common	08/29/2016		S(1)	7,993	D	39.2139	684,499	I	2016
Stock			_	. ,		(2) (3)	,		Exempt
									Trust (4)
									Trust <u>· · ·</u>
									By
~									Maloney
Common	08/29/2016		S	38,017	D	\$ 40.042	646,482	I	2016
Stock	00,2,,2010		~	20,017	_	(2) (5)	0.0,.02	-	Exempt
									_
									Trust (4)
	08/30/2016		S	2,964	D		643,518	I	

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Common Stock					\$ 40.0594 (2) (6)			By Maloney 2016 Exempt Trust (4)
Common Stock	08/31/2016	S	33,105	D	\$ 40.2056 (2) (7)	610,413	I	By Maloney 2016 Exempt Trust (4)
Common Stock	08/29/2016	S <u>(1)</u>	1,649	D	\$ 39.2139 (2) (3)	342,073	I	By Maloney M. Maloney Revocable Trust
Common Stock	08/29/2016	S <u>(1)</u>	3,200	D	\$ 39.2139 (2) (3)	288,046	I	By Holly Maloney Revocable Trust (4)
Common Stock	08/29/2016	M(1)	1,649	A	\$ 1.99	1,649	D	
Common Stock	08/29/2016	S <u>(1)</u>	1,649	D	\$ 39.2139 (2) (3)	0	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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 on f Derivative Securities Acquired (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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

De Se (In Stock

Option Common 04/23/2022 \$ 1.99 08/29/2016 $M^{(1)}$ 1,649 1,649 (Right to Stock

Buy)

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

Maloney Matthew M. C/O GRUBHUB INC.

X **CEO** and President 111 W. WASHINGTON STREET, SUITE 2100

CHICAGO, IL 60602

Signatures

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

08/31/2016

**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).
- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by either Holly Maloney, as the trustee of the Maloney 2016 (1) Exempt Trust and the Holly Maloney Revocable Trust, or Matthew Maloney, either in his individual capacity or as trustee of the Matthew M. Maloney Revocable Trust.
- The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide GrubHub Inc., any security
- (2) 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 ranges set forth herein.
- (3) The shares were sold in multiple transactions at prices ranging from \$38.80 to \$39.46, inclusive.
- 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.
- (5) The shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.15, inclusive.
- (6) The shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.14, inclusive.
- (7) The shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.58, inclusive.
- (8) The option is fully vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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