

GrubHub Inc.
Form 4
February 24, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Zabusky Jonathan

(Last) (First) (Middle)

C/O GRUBHUB INC., 1065 AVENUE OF THE AMERICAS, 15TH FL

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/23/2015		M			75,000	A	\$ 3.8	128,255	D	
Common Stock	02/23/2015		S			75,000	D	\$ 40.4829 (1)	53,255	D	
Common Stock	02/24/2015		M			75,000	A	\$ 3.8	128,255	D	
Common Stock	02/24/2015		S			75,000	D	\$ 41.0098 (2)	53,255	D	

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.25 to \$40.78, inclusive.

- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$40.775 to \$41.40, inclusive.

This option became exercisable as to 250,000 shares on June 6, 2012. Beginning on July 6, 2012 and continuing monthly until March 6, 2015, the option vested or will vest in equal amounts, representing 1/48 of the total number of shares covered by the option, except that

- (3) the final vest, occurring on April 6, 2015, will be an option for 10,416 shares. On February 8, 2014, 25% of the portion of the option that would have remained unvested on August 8, 2014 became exercisable. All vesting of Mr. Zabusky's option is subject to his 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.

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.