

GrubHub Inc.  
Form 4  
August 31, 2016

**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.

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/29/2016

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)  
CEO and 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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	08/29/2016		S <sup>(1)</sup>	7,993	D	\$ 39.2139 (2) (3)	684,499	I	By Maloney 2016 Exempt Trust <sup>(4)</sup>
Common Stock	08/29/2016		S	38,017	D	\$ 40.042 (2) (5)	646,482	I	By Maloney 2016 Exempt Trust <sup>(4)</sup>
	08/30/2016		S	2,964	D		643,518	I	

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

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(9-02)

**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 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)	8. Amount or Number of Shares
						Date Exercisable      Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)			

Stock  
Option (Right to Buy)     \$ 1.99     08/29/2016     M(1)     1,649     (8)     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		CEO and President	

**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 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.
- (1) The price reported in Column 4 is a weighted average price. 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 ranges set forth herein.
  - (2) The shares were sold in multiple transactions at prices ranging from \$38.80 to \$39.46, inclusive.
  - (3) 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.
  - (4) The shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.15, inclusive.
  - (5) The shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.14, inclusive.
  - (6) The shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.58, inclusive.
  - (7) The option is fully vested and exercisable.
  - (8)

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.