

Drucker Margo  
Form 4  
September 06, 2017

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

OMB APPROVAL

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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 \*  
Drucker Margo

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)

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/01/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Secretary, Gen Counsel

(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

NEW YORK, NY 10018

(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) |   |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |   |
| Common Stock                    | 09/01/2017                           |                                                    | M                              | 792                                                               | A                                                                                             | 11                                                       | 892                                                   | D |
| Common Stock                    | 09/01/2017                           |                                                    | F <sup>(2)</sup>               | 293                                                               | D                                                                                             | \$ 56.06                                                 | 599                                                   | D |
| Common Stock                    | 09/01/2017                           |                                                    | M <sup>(3)</sup>               | 1,054                                                             | A                                                                                             | \$ 13.7                                                  | 1,653                                                 | D |
| Common Stock                    | 09/01/2017                           |                                                    | M <sup>(3)</sup>               | 184                                                               | A                                                                                             | \$ 24.2                                                  | 1,837                                                 | D |
| Common Stock                    | 09/01/2017                           |                                                    | S <sup>(3)</sup>               | 1,238                                                             | D                                                                                             | \$ 57.09                                                 | 599                                                   | D |

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Common Stock      09/06/2017      S<sup>(3)</sup>      499      D      \$ 56.66      100      D

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

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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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units                     | (4)                                                    | 09/01/2017                           |                                                    | M                              | 792                                                                                     | (5) (5)                                                  | Common Stock                                                  | 792                           |
| Stock Options (Right to Buy)               | \$ 13.7                                                | 09/01/2017                           |                                                    | M <sup>(3)</sup>               | 1,054                                                                                   | (6) 01/28/2024                                           | Common Stock                                                  | 1,054                         |
| Stock Options (Right to Buy)               | \$ 24.2                                                | 09/01/2017                           |                                                    | M <sup>(3)</sup>               | 184                                                                                     | (7) 12/31/2025                                           | Common Stock                                                  | 184                           |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Drucker Margo  
C/O GRUBHUB INC.  
1065 AVENUE OF THE AMERICAS, 15TH FL  
NEW YORK, NY 10018

SVP, Secretary, Gen Counsel

## Signatures

/s/ Margo  
Drucker

09/06/2017

\_\_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).

- (1) One share of common stock was issued upon the vesting of each Restricted Stock Unit ("RSU").
- (2) Represents shares of common stock withheld to cover tax obligations upon the vesting of RSUs.
- (3) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (4) Each RSU represents a contingent right to receive a share of common stock or, at the option of the Compensation Committee, cash of equivalent value.

(5) On December 31, 2015, the Reporting Person was granted 38,000 RSUs, 25% of which vested on January 1, 2017 and the remainder of which has vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to his or her continued status as a service provider.

(6) On January 28, 2014, the Reporting Person was granted 50,600 options, 25% of which vested on February 1, 2016 and the remainder of which has vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to his or her continued status as a service provider.

(7) On December 31, 2015, the Reporting Person was granted 8,799 options, 25% of which vested on January 1, 2017 and the remainder of which has vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to his or her continued status as a service provider.

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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