

GrubHub Inc.
Form 4
May 13, 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 *
Drucker Margo

(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)
05/11/2016

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)
SVP, Secretary, Gen Counsel

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 | 05/11/2016 | | M | 284 | A \$ 5.2 | 784 | D |
| Common Stock | 05/11/2016 | | S | 284 | D \$ 25.0185 | 500 | D |
| Common Stock | 05/11/2016 | | M | 6,325 | A \$ 13.7 | 6,825 | D |
| Common Stock | 05/11/2016 | | S | 6,325 | D \$ 25.0185 | 500 | D |

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 5.2 | 05/11/2016 | | M | 284 | ⁽²⁾ 07/09/2022 | Common Stock | 284 |
| Stock Option (Right to Buy) | \$ 13.7 | 05/11/2016 | | M | 6,325 | ⁽³⁾ 01/28/2024 | Common Stock | 6,325 |

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 05/13/2016

**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).

(1) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.0350, 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 option became exercisable as to 31,250 shares on July 1, 2013. Beginning on August 1, 2013 and on the first calendar day of each subsequent month for 35 consecutive months thereafter, the remaining shares represented by the option have vested or will vest in equal amounts. The options shall continue to vest monthly, subject to Ms. Drucker's continued status as an employee.

(3) The option become exercisable as to 12,650 shares on February 1, 2016. Beginning on March 1, 2016 and on the first calendar day of each month for 35 consecutive months thereafter, the remaining shares represented by the option have vested or will vest in equal amounts. The options shall continue to vest monthly, subject to Ms. Drucker'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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