

GrubHub Inc.
Form 4
May 17, 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)
05/13/2016

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) Code V Amount Price | | | |
| Common Stock | 05/13/2016 | | S ⁽¹⁾ | 7,993 D | \$ 25.1456 (2) | 827,318 I | By Maloney 2016 Exempt Trust ⁽³⁾ |
| Common Stock | 05/13/2016 | | S ⁽¹⁾ | 3,200 D | \$ 25.1439 (4) | 313,646 I | By Holly R. Maloney Revocable Trust ⁽³⁾ |
| | 05/13/2016 | | M | 117,000 A | \$ 1.99 | 117,000 D | |

| | | | | | | | | |
|-----------------|------------|---|---------|---|---------------|---------|---|--|
| Common Stock | | | | | | | | |
| Common Stock | 05/13/2016 | S | 117,000 | D | \$ 25.3134 | 0 | D | |
| | | | | | <u>(5)</u> | | | |
| Common Stock | 05/16/2016 | S | 20,760 | D | \$ 25.2878 | 371,755 | I | By Matthew M. Maloney Revocable Trust |
| | | | | | <u>(6)</u> | | | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 1.99 | 05/13/2016 | | M | 117,000 | <u>(7)</u> 04/23/2022 | Common Stock 117,000 |

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

05/17/2016

__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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by Holly R. Maloney, the wife of the Reporting Person and the trustee of the Holly R. Maloney Revocable Trust and the Maloney 2016 Exempt Trust.
The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.33, 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 ranges set forth in Column 4.
- (2) 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.
- (3) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.35, inclusive.
- (4) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.05 to \$25.45, inclusive.
- (5) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.1250 to \$25.38, inclusive.
- (6) The option is fully vested and exercisable.
- (7)

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.