

GrubHub Inc.
Form 4
May 31, 2016

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 *
Spero Benjamin C.

(Last) (First) (Middle)

C/O SPECTRUM EQUITY, 140
NEW MONTGOMERY STREET,
20TH FLOOR

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2016

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)

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	05/26/2016		S	250,000	D	\$ 24.5745 (5)	2,218,007 (3)	I	See footnotes (1) (2)
Common Stock	05/27/2016		S	250,000	D	\$ 24.5	1,968,007 (4)	I	See footnotes (1) (2)

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

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Following the sale of the common stock of the Company by the Spectrum Funds on May 26, 2016, SEI VI was the record owner of 2,211,797 shares, IMF VI was the record owner of 5,346 shares and CIF VI was the record owner of 864 shares.

- (4) Following the sale of the common stock of the Company by the Spectrum Funds on May 27, 2016, SEI VI is the record owner of 1,962,497 shares, IMF VI is the record owner of 4,744 shares and CIF VI is the record owner of 766 shares.

The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$24.50 to

- (5) \$24.74 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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