GrubHub Inc. Form 4 May 31, 2016

# FORM 4

### **OMB APPROVAL**

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction 1(b).

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.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Last)

(City)

(First) (Middle) GrubHub Inc. [GRUB]

(Check all applicable)

C/O SPECTRUM EQUITY, 140

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

\_X\_\_ Director 10% Owner Officer (give title Other (specify

NEW MONTGOMERY STREET, 20TH FLOOR

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

SAN FRANCISCO, CA 94105

(State)

(Zip)

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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es Acq	uired (A) or	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	TransactiorDisposed of (D)				Securities	Ownership	Indirect	
(Instr. 3)		any	Code	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)	8)			Owned	Direct (D)	Ownership	
		• •	,				Following	or Indirect	(Instr. 4)	
							Reported	(I)	· ·	
					(A)		Transaction(s)	(Instr. 4)		
					or		(Instr. 3 and 4)	,		
			Code V	Amount	(D)	Price	()			
C						\$	2 219 007		See	
Common	05/26/2016		S	250,000	D	24.5745	2,218,007	Ţ	footnotes	
Stock	05/20/2010		, o	220,000	_	(5)	(3)	•	(1) (2)	
						<u>(8)</u>			(1) (2)	
									See	
Common	05/27/2016		C	250,000	D	\$ 24.5	1,968,007	T		
Stock	03/2//2010		S	230,000	D	\$ 24.3	(4)	1	footnotes	
							- <del></del>		(1) (2)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

## Edgar Filing: GrubHub Inc. - Form 4

#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
						2			of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

### Relationships

Reporting Owner Name / Address

Director  $\frac{10\%}{\text{Owner}}$  Officer Other

Spero Benjamin C. C/O SPECTRUM EQUITY 140 NEW MONTGOMERY STREET, 20TH FLOOR SAN FRANCISCO, CA 94105



# **Signatures**

/s/ Benjamin C. Spero 05/31/2016

\*\*Signature of Date Reporting Person

# **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).

The common stock of GrubHub Inc. (the "Company") is held directly by the following three entities: (i) SEI VI Chow AIV, L.P. ("SEI VI"), the general partner of which is Spectrum Equity Associates VI, L.P., the general partner of which is SEA VI Management, LLC ("SEA VI Management"), over which Brion B. Applegate, William P. Collatos, Victor E. Parker, Christopher T. Mitchell, and Benjamin C. Spero exercise voting and dispositive power; (ii) Spectrum VI Investment Managers' Fund, L.P. ("IMF VI"), and (iii) Spectrum VI Co-Investment Fund, L.P. ("CIF VI" and together with SEI VI and IMF VI, the "Spectrum Funds"). SEA VI Management is the general partner of IMF VI and CIF VI.

Mr. Benjamin C. Spero, the Reporting Person and a director of the Company, exercises voting and dispositive power over the Spectrum Funds and may be deemed to have shared voting and investment power over the shares held by the Spectrum Funds. Mr. Spero disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in the shares. Mr. Spero does not directly own any shares of common stock of the Company.

**(3)** 

Reporting Owners 2

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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 \$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. 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.