

Drucker Margo
Form 4
December 05, 2017

FORM 4

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

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

OMB APPROVAL

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(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)
12/01/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/01/2017		M		792	A	<u>11</u>	892	D
Common Stock	12/01/2017		<u>F</u> ⁽²⁾		409	D	\$ 66.6	483	D
Common Stock	12/01/2017		<u>M</u> ⁽³⁾		1,054	A	\$ 13.7	1,537	D
Common Stock	12/01/2017		<u>M</u> ⁽³⁾		184	A	\$ 24.2	1,721	D
Common Stock	12/01/2017		<u>S</u> ⁽³⁾		1,238	D	\$ 67.46	483	D

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Common Stock 12/05/2017 S⁽³⁾ 383 D \$ 66.54 100 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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(4)	12/01/2017		M	792	(5)	(5)	Common Stock 792
Stock Options (Right to Buy)	\$ 13.7	12/01/2017		M ⁽³⁾	1,054	(6)	01/28/2024	Common Stock 1,054
Stock Options (Right to Buy)	\$ 24.2	12/01/2017		M ⁽³⁾	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

12/05/2017

 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.

On December 31, 2015, the Reporting Person was granted 38,000 RSUs, 25% of which vested on January 1, 2017 and the remainder of
- (5) 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.

On January 28, 2014, the Reporting Person was granted 50,600 options, 25% of which vested on February 1, 2016 and the remainder of
- (6) 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.

On December 31, 2015, the Reporting Person was granted 8,799 options, 25% of which vested on January 1, 2017 and the remainder of
- (7) 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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