

GrubHub Inc.  
Form 4  
June 23, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
06/19/2015

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)  
Chief Executive Officer

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                    | 06/19/2015                           |  | M <sup>(1)</sup>               | V   | 1,649   | A  | \$ 1.99 1,649 D                                       |
| Common Stock                    | 06/19/2015                           |  | S <sup>(1)</sup>               | D   | 1,649   | D  | \$ 34.4286 0 D  |
| Common Stock                    | 06/19/2015                           |  | S <sup>(1)</sup>               | D   | 1,649   | D  | \$ 34.4286 407,356 I                                  |

By  
Matthew  
M.  
Maloney  
Revocable  
Trust

|              |            |                  |       |   |                             |         |   |  |
|--------------|------------|------------------|-------|---|-----------------------------|---------|---|--|
| Common Stock | 06/19/2015 | S <sup>(1)</sup> | 7,993 | D | \$<br>34,4286<br><u>(2)</u> | 935,227 | I | By Maloney Children's 2014 Exempt Trust <sup>(3)</sup> |
| Common Stock | 06/19/2015 | S <sup>(1)</sup> | 3,200 | D | \$<br>34,4286<br><u>(2)</u> | 374,446 | I | By Holly R. Maloney Revocable Trust <sup>(3)</sup>     |

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.**

SEC 1474  
(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 (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)                | \$ 1.99  | 06/19/2015                           |  | M <sup>(1)</sup>               | 1,649  | <u>(4)</u> 04/23/2022                                    | Common stock  | 1,649                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Maloney Matthew M.<br>C/O GRUBHUB INC.<br>111 W. WASHINGTON STREET, SUITE 2100<br>CHICAGO, IL 60602 | X             |           | Chief Executive Officer |       |

## Signatures

Adam DeWitt, as attorney-in-fact for Matthew  
Maloney

06/23/2015

\_\_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).

Each of the transactions reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by either the Reporting Person, in his personal capacity or as trustee of the Matthew M. Maloney Revocable Trust, or the trustee of the Maloney Children's 2014 Revocable Trust, or the trustee of the Holly R. Maloney Revocable Trust, as applicable.

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.1300 to \$34.6300, 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.

(3) 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.

(4) The option is currently exercisable as to 74,161 shares. The remaining shares under the option will vest on the first calendar day of each month through April 1, 2016. From March 1, 2015 through March 1, 2016, the option has vested or will vest monthly as to 10,696 shares. On April 1, 2016, the option will vest as to 10,693 shares. Vesting is subject to Mr. Maloney'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.

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.