Edgar Filing: GrubHub Inc. - Form 4

GrubHub Inc. Form 4 October 31, 201	16										
FORM 4	4								OMB AF	PROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this b if no longer		OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires:	January 31,		
subject to Section 16.	MENT O							Estimated average burden hours per			
Form 4 or Form 5	Elad and		Tanting .	16(a) af 41	C			A at af 1024	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 Resp	ponses)										
Connolo Dorboro Mortin			2. Issue Symbol	er Name an o	d Ticker or	⁻ Tradi	0	5. Relationship of Reporting Person(s) to Issuer			
			GrubH	ub Inc. [C	GRUB]			(Check all applicable)			
(Last)	(First) (Middle)	3. Date of	of Earliest T	ransaction			(Cheek)	
			(Month/ 10/28/2	Day/Year) 2016				Director 10% Owner _XOfficer (give title Other (specify below) Chief Marketing Officer			
			4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			-					Applicable Line)			
CHICAGO, IL	60602						-	_X_ Form filed by On Form filed by Mo Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acau	ired, Disposed of,	or Beneficial	v Owned	
1.Title of 2.7	Fransaction Date	24 Deem		3.			_	5. Amount of	6.	7. Nature of	
	(Month/Day/Year) Execution any (Month/E		Date, if	Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Beneficially Owned Following Reported	Ownership Form: Direct (D)	Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common 10 Stock	/28/2016			S	11,950	D	\$ 38.5784 (1)	1,160	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director 10% Owner		Officer	Other					
Coppola Barbara Martin 111 W. WASHINGTON STREET SUITE 2100 CHICAGO, IL 60602			Chief Marketing Officer						
Signatures									
/s/ Lauren Lipson, as Attorney-in-Fa Coppola	act for Ba	rbara Martin	10/31/2016						
**Signature of Reportin	g 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) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$38.55 to \$38.671, 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 herein.

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.