

GrubHub Inc.  
Form 4  
December 21, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/19/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO and President

C/O GRUBHUB INC., 111 W. WASHINGTON STREET, SUITE 2100

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHICAGO, IL 60602

(City) (State) (Zip)

**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 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) Code V Amount Price			
Common Stock	12/19/2016		S <sup>(1)</sup>	7,993 D \$ 37.4558 (2) (3)	421,469	I	By Maloney 2016 Exempt Trust <sup>(4)</sup>
Common Stock	12/19/2016		S <sup>(1)</sup>	1,649 D \$ 37.4602 (2) (5)	328,881	I	By Maloney M. Maloney Revocable Trust <sup>(4)</sup>

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Common Stock	12/19/2016	S <sup>(1)</sup>	3,200	D	\$ 37.4503 (2) (6)	262,446	I	By Holly Maloney Revocable Trust <sup>(4)</sup>
Common Stock	12/19/2016	M <sup>(1)</sup>	1,649	A	\$ 1.99	1,649	D	
Common Stock	12/19/2016	S <sup>(1)</sup>	1,649	D	\$ 37.46 (2) (7)	0	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. Deemed Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.99	12/19/2016		M <sup>(1)</sup>	1,649	<sup>(8)</sup> 04/23/2022	Common Stock	1,649

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maloney Matthew M. C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602	X		CEO and President	

## Signatures

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

12/21/2016

\_\_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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by either Holly Maloney, as the trustee of the Maloney 2016 Exempt Trust and the Holly Maloney Revocable Trust, or Matthew Maloney, either in his individual capacity or as trustee of the Matthew M. Maloney Revocable Trust.

(2) The price reported in Column 4 is a weighted average price. 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.

(3) The shares were sold in multiple transactions at prices ranging from \$37.16 to 37.77, inclusive.

(4) 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.

(5) The shares were sold in multiple transactions at prices ranging from \$37.28 to \$37.77, inclusive.

(6) The shares were sold in multiple transactions at prices ranging from \$37.20 to \$37.71, inclusive.

(7) The shares were sold in multiple transactions at prices ranging from \$37.31 to \$37.77, inclusive.

(8) The option is fully vested and exercisable.

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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