

Maloney Matthew M.  
Form 4  
January 04, 2018

**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.

(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)  
01/02/2018

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)  
CEO and President

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   |  |   |        |   |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |        |   |  |
| Common Stock                    | 12/22/2017                           |  | G <sup>(1)</sup>               | V   | 6,987   | D  | \$ 0  | 68,898 | I | By Matthew M. Maloney Revocable Trust <sup>(2)</sup> |
| Common Stock                    | 01/02/2018                           |  | S <sup>(3)</sup>               |   | 9,375   | D  | \$ 71.0638 <sup>(4)</sup>                             | 59,523 | I | By Matthew M. Maloney Revocable                      |

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| 1. Title of 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6)    |
|---------------------------------|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| Common Stock                    |  | 01/02/2018                           |  | S <sup>(3)</sup>               | 6,250 D   | \$ 70.9284<br><u>(4)</u>                                 | 49,262  | I  | Trust <sup>(2)</sup><br>By Maloney 2016 Exempt Trust <sup>(2)</sup> |
| Common Stock                    |  | 01/02/2018                           |  | S <sup>(3)</sup>               | 34,375 D  | \$ 70.9318<br><u>(4)</u>                                 | 31,272  | I  | By Holly R. Maloney Revocable Trust <sup>(2)</sup>                  |
| Common Stock                    |  | 01/04/2018                           |  | S <sup>(3)</sup>               | 6,250 D   | \$ 72.1168<br><u>(4)</u>                                 | 53,273  | I  | By Matthew M. Maloney Revocable Trust <sup>(2)</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.**

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |  |  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                   |       |
|--------------------------------|---------------|-----------|-------------------|-------|
|                                | Director      | 10% Owner | Officer           | Other |
|                                | X             |           | CEO and President |       |

Maloney Matthew M.  
C/O GRUBHUB INC.  
111 W. WASHINGTON STREET, SUITE 2100  
CHICAGO, IL 60602

## Signatures

/s/ Margo Drucker, as Attorney-in-Fact for Matthew M.  
Maloney

01/04/2018

\_\_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) Represents shares of common stock that Mr. Maloney donated as an irrevocable charitable gift to a donor advised fund.

Mr. Maloney disclaims beneficial ownership of these securities except to the extent of his interest therein, and the inclusion of these  
(2) shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

(3) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Maloney.

The prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$70.31 to \$71.80 on January 2, 2018 and from \$72.00 to \$72.60 on January 4, 2018, inclusive. Mr. Maloney undertakes to provide the Issuer, any  
(4) security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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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