

Hall Samuel Pike  
Form 3  
January 04, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *               |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                                                                                                                                                       |  |
| Â Hall Samuel Pike                                      |         | (Month/Day/Year)                     | GrubHub Inc. [GRUB]                                                                                                                                                                                               |  |
| (Last)                                                  | (First) | (Middle)                             | 01/01/2019                                                                                                                                                                                                        |  |
| C/O GRUBHUB INC.,Â 111 W. WASHINGTON STREET, SUITE 2100 |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                                                                                                                                                                  |  |
| (Street)                                                |         |                                      | (Check all applicable)                                                                                                                                                                                            |  |
| CHICAGO,Â ILÂ 60602                                     |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Chief Product Officer |  |
| (City)                                                  | (State) | (Zip)                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                                                                                                                                                              |  |
|                                                         |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                                                                                                                                                        |  |
|                                                         |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person                                                                                                                                            |  |
|                                                         |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person                                                                                                                                             |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock                       | 0                                                        | D                                                                 | Â                                                        |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

## Edgar Filing: Hall Samuel Pike - Form 3

|                        | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|
| Restricted Stock Units | Â (1)            | Â (1)           | Common Stock | 24,325                     | \$ (2)   | D Â                                   |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships |           |                         |       |
|---------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                   | Director      | 10% Owner | Officer                 | Other |
| Hall Samuel Pike<br>C/O GRUBHUB INC.<br>111 W. WASHINGTON STREET, SUITE 2100<br>CHICAGO, IL 60602 | Â             | Â         | Â Chief Product Officer | Â     |

## Signatures

/s/ Margo Drucker, as Attorney-in-Fact for Samuel P. Hall

01/04/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 Restricted Stock Units ("RSUs") granted on March 5, 2018. The RSUs vest as to 25% on March 1, 2019 and the remaining RSUs will vest quarterly in equal amounts on the first calendar day of the month for the 12 consecutive quarters thereafter.
- (2) 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.

Â

### Remarks:

Ex.Â 24,Â PowerÂ ofÂ Attorney

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.