

Belousova Maria  
Form 4  
August 03, 2017

**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 \*  
Belousova Maria

(Last) (First) (Middle)

C/O GRUBHUB INC., 5 BRYANT PARK, 15TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/01/2017

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 Technology 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/01/2017		M		857	D	
Common Stock	08/01/2017		F <sup>(2)</sup>		\$ 47.22	D	
Common Stock	08/01/2017		M <sup>(3)</sup>		\$ 13.7	D	
Common Stock	08/01/2017		M <sup>(3)</sup>		\$ 24.2	D	
Common Stock	08/01/2017		S <sup>(3)</sup>		\$ 47.39	D	

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Common Stock      08/03/2017      S<sup>(3)</sup>      378      D      \$ 46.65      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. Amount or Number of Shares
Restricted Stock Units	(4)	08/01/2017		M	857	(5) (5)	Common Stock	857
Stock Options (Right to Buy)	\$ 13.7	08/01/2017		M <sup>(3)</sup>	1,041	(6) 01/28/2024	Common Stock	1,041
Stock Options (Right to Buy)	\$ 24.2	08/01/2017		M <sup>(3)</sup>	1,267	(7) 12/31/2025	Common Stock	1,267

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Belousova Maria C/O GRUBHUB INC. 5 BRYANT PARK, 15TH FLOOR NEW YORK, NY 10018			Chief Technology Officer	

## Signatures

/s/ Margo Drucker, as attorney-in-fact for Maria  
Belousova

08/03/2017

\_\_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) One share of common stock was issued upon the vesting of each Restricted Stock Unit ("RSU").
  - (2) Represents shares of common stock withheld to cover tax obligations upon the vesting of RSUs.
  - (3) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
  - (4) 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.
  - (5) On January 8, 2016, the Reporting Person was granted 41,138 RSUs, 25% of which vested on January 1, 2017 and the remainder of which has vested or will vest in equal amounts on the first calendar day of the month for the consecutive 36 months thereafter.
  - (6) The option vested and became exercisable as to 25% of the underlying shares on February 1, 2015 and has vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.
  - (7) The option vested and became exercisable as to 25% of the underlying shares on January 1, 2017 and has vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.

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.