Hall Samuel Pike
Form 3
January 04, 2019

FORM 3

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

OMB APPROVAL

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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 *
Â Hall Samuel Pike
(Last) (First) (Middle)

C/O GRUBHUB INC.,Â 111 W. WASHINGTON STREET, SUITE 2100
(Street)

CHICAGO,Â ILÂ 60602
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
01/01/2019

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chief Product Officer

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

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (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)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

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

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

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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.
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