Maloney Matthew M. Form 4 February 05, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

January 31,

Expires:

2005

Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Maloney Matthew M.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

GrubHub Inc. [GRUB]

3. Date of Earliest Transaction

(Check all applicable)

C/O GRUBHUB INC., 111 W. WASHINGTON STREET, SUITE (Month/Day/Year)

_X__ Director 10% Owner X_ Officer (give title _ Other (specify below)

02/01/2019

below)

CEO

2100

(Street)

(First)

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

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)	A. Deemed 3. 4. Securities Acquired Execution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (A) Or		l of (D) 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)	
Common Stock	02/01/2019		M	1,636	A	(1)	3,616	D	
Common Stock	02/01/2019		F(2)	523	D	\$ 80.13	3,093	D	
Common Stock	02/01/2019		M	12,026	A	(1)	15,119	D	
Common Stock	02/01/2019		F(2)	3,700	D	\$ 80.13	11,419	D	
Common Stock							28,809	I	By Matthew

			M. Maloney Revocable Trust (3)
Common Stock	31,272	I	By Holly R. Maloney Revocable Trust (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control

(9-02)

De Se (In

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. Transactio Code (Instr. 8)			Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		e Expiration Date s (Month/Day/Year) (A) sed of		7. Title and Amount Underlying Securities (Instr. 3 and 4)		8 II S (
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares											
Restricted Stock Units	<u>(4)</u>	02/01/2019		M	1,0	636	<u>(5)</u>	<u>(5)</u>	Common Stock	1,636											
Restricted Stock Units	<u>(4)</u>	02/01/2019		M	12,	,026	<u>(6)</u>	<u>(6)</u>	Common Stock	12,026											

Reporting Owners

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

Reporting Owners 2

Signatures

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

02/05/2019

**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.
 - Mr. Maloney disclaims beneficial ownership of these securities except to the extent of his interest therein, and the inclusion of these
- (3) 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.
- (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.
- On February 9, 2017, Mr. Maloney was granted 78,534 RSUs, 25% of which vested on February 1, 2018 and the remainder of which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to his continued status as a service provider.
- On February 12, 2018, Mr. Maloney was granted 48,104 RSUs, 25% of which vested on February 1, 2019 and the remainder of which vested or will vest in equal amounts for the 12 consecutive quarters thereafter on May 1, August 1, November 1 and February 1 of each year, subject to his continued status as a service provider.

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.

Signatures 3