

GrubHub Inc.  
Form 4  
March 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 \*  
Coppola Barbara Martin

(Last) (First) (Middle)  
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)  
03/01/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Marketing Officer

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 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                    | 03/01/2017                           |  | M                              |   | 1,057 A \$ 7,585  | D  |                                   |
| Common Stock                    | 03/01/2017                           |  | F(2)                           |   | 329 D \$ 36.21  | D  |                                   |
| Common Stock                    | 03/01/2017                           |  | M                              |   | 729 A \$ 7,985  | D  |                                   |
| Common Stock                    | 03/01/2017                           |  | F(2)                           |   | 227 D \$ 36.21  | D  |                                   |
| Common Stock                    | 03/01/2017                           |  | M(3)                           |   | 1,458 A \$ 24.2   | D  |                                   |

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Common Stock      03/01/2017      S<sup>(3)</sup>      1,458      D      \$ 35.37      7,758      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)  | 03/01/2017                           |  | M                              | 1,057   | (5) (5)  | Common Stock  | 1,057                         |
| Restricted Stock Units                     | (4)  | 03/01/2017                           |  | M                              | 729   | (6) (6)  | Common Stock  | 729                           |
| Stock Option (Right to Buy)                | \$ 24.2  | 03/01/2017                           |  | M <sup>(3)</sup>               | 1,458   | (7) 12/31/2025   | Common Stock  | 1,458                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Coppola Barbara Martin<br>111 W. WASHINGTON STREET<br>SUITE 2100<br>CHICAGO, IL 60602 |               |           | Chief Marketing Officer |       |

## Signatures

/s/ Lauren Lipson, as Attorney-in-Fact for Barbara Martin  
Coppola

03/03/2017

\_\_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) These transactions 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 May 12, 2015, the reporting person was granted 25,374 RSUs, 50% of which vested on April 1, 2016 and the remainder of which vests in 12 equal installments on each monthly anniversary thereof.
- (6) On December 31, 2015, the reporting person was granted 34,998 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 of the month for the 36 consecutive months thereafter.
- (7) On December 31, 2015, the reporting person was granted 69,996 options, 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 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.