

Belousova Maria
Form 4
May 03, 2018

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)
05/01/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/01/2018		M		857	A	(\$1)
Common Stock	05/01/2018		F(2)		457	D	\$ 92.65
Common Stock	05/01/2018		M		464	A	(\$1)
Common Stock	05/01/2018		F(2)		247	D	\$ 92.65
Common Stock	05/01/2018		M(3)		1,266	A	\$ 24.2

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Common Stock	05/01/2018		<u>M</u> ⁽³⁾	313	A	\$ 34.43	2,196	D
Common Stock	05/01/2018		<u>M</u> ⁽³⁾	1,173	A	\$ 38.2	3,369	D
Common Stock	05/01/2018		<u>S</u> ⁽³⁾	2,752	D	\$ 93.9116 <u>(4)</u>	617	D
Common Stock	05/03/2018		<u>S</u> ⁽³⁾	617	D	\$ 94.45	0	D

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

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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	<u>(5)</u>	05/01/2018		M	857	<u>(6)</u> <u>(6)</u>	Common Stock	857
Restricted Stock Units	<u>(5)</u>	05/01/2018		M	464	<u>(7)</u> <u>(7)</u>	Common Stock	464
Stock Option (Right to Buy)	\$ 24.2	05/01/2018		<u>M</u> ⁽³⁾	1,266	<u>(8)</u> 12/31/2025	Common Stock	1,266
Stock Option (Right to Buy)	\$ 34.43	05/01/2018		<u>M</u> ⁽³⁾	313	<u>(9)</u> 01/30/2025	Common Stock	313
	\$ 38.2	05/01/2018		<u>M</u> ⁽³⁾	1,173	<u>(10)</u> 02/09/2027		1,173

Stock
Option
(Right to
Buy)

Common
Stock

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

05/03/2018

**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.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$91.51 to \$96.12, inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
 - (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 January 8, 2016, the Reporting Person was granted 41,138 RSUs, 25% of which vested on January 1, 2017 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 her continued status as a service provider.
 - (5) On February 9, 2017, the Reporting Person was granted 22,251 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 her continued status as a service provider.
 - (6) On December 31, 2015, the Reporting Person was granted the net of 60,786 options, 25% of which vested on January 1, 2017 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 her continued status as a service provider.
 - (7) On January 30, 2015, the Reporting Person was granted 15,000 options, 25% of which vested on February 1, 2016 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 her continued status as a service provider.
 - (8) On February 9, 2017, the Reporting Person was granted 56,305 options, 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 her continued status as a service provider.
 - (9)
 - (10)

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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