

GrubHub Inc.
Form 4
September 05, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Spero Benjamin C.

(Last) (First) (Middle)

C/O SPECTRUM EQUITY,, 140
NEW MONTGOMERY STREET,
20TH FLOOR

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/03/2014

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)

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	09/03/2014		S		2,138,257	D	\$ 40.25	5,468,007
								I

See
Footnotes
(1) (2) (3) (4)

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

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

SEC 1474
(9-02)

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

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spero Benjamin C. C/O SPECTRUM EQUITY, 140 NEW MONTGOMERY STREET, 20TH FLOOR SAN FRANCISCO, CA 94105	X			

Signatures

/s/ Margo Drucker, as attorney-in-fact for Benjamin C. Spero

09/05/2014

__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) The Common Stock of GrubHub Inc. (the "Company") is held directly by the following three entities affiliated with Spectrum Equity: (i) SEI VI Chow AIV, L.P. ("SEI VI"), the general partner of which is Spectrum Equity Associates VI, L.P., the general partner of which is SEA VI Management, LLC, over which Brion B. Applegate, William P. Collatos, Victor E. Parker, Christopher T. Mitchell, Benjamin C. Spero, James J. Quagliaroli and Randy J. Henderson exercise voting and dispositive power,

(2) (Continued from Footnote 2) (ii) Spectrum VI Investment Managers' Fund, L.P. ("IMF VI"), the general partner of which is SEA VI Management, LLC, over which Brion B. Applegate, William P. Collatos, Victor E. Parker, Christopher T. Mitchell, Benjamin C. Spero, James J. Quagliaroli and Randy J. Henderson exercise voting and dispositive power and (iii) Spectrum VI Co-Investment Fund, L.P. ("CIF VI" and together with SEI VI and IMF VI, the "Spectrum Funds"), the general partner of which is SEA VI Management, LLC, over which Brion B. Applegate, William P. Collatos, Victor E. Parker, Christopher T. Mitchell, Benjamin C. Spero, James J. Quagliaroli and Randy J. Henderson exercise voting and dispositive power.

(3) Mr. Benjamin C. Spero, the Reporting Person and a director of the Company, exercises voting and dispositive power over the Spectrum Funds and may be deemed to have shared voting and investment power over the shares held by the entities affiliated with Spectrum Equity. Mr. Spero disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in the shares. Mr. Spero does not directly own any shares of common stock of the Company.

(4) The sale of the Common Stock by the Spectrum Funds in the secondary offering on September 3, 2014 occurred as follows: (i) 2,132,270 shares were sold by SEI VI; (ii) 5,152 shares were sold by IMF VI; and (iii) 835 shares were sold by CIF VI.

Remarks:

Exhibit 24.

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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