

GrubHub Inc.
Form 4
July 07, 2016

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 *
Maloney Matthew M.

(Last) (First) (Middle)

C/O GRUBHUB INC., 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)
07/05/2016

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)
CEO and President

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 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)
				(A) or (D)	Price		
Common Stock	07/05/2016		S ⁽¹⁾	2,921 D	\$ 29.9285 (2) (3)	I	By Holly Maloney Revocable Trust ⁽⁴⁾
Common Stock	07/05/2016		S ⁽¹⁾	279 D	\$ 30.6315 (2) (5)	I	By Holly Maloney Revocable Trust ⁽⁴⁾
Common Stock	07/05/2016		S ⁽¹⁾	7,301 D	\$ 29.929 (2) (3)	I	By Maloney 2016

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. Deemed Acquisition Date (Instr. 3 and 4)
Common Stock		07/05/2016		S ⁽¹⁾	692 D	\$ 30.6313 (2) (5) 795,346	I	Exempt Trust ⁽⁴⁾ By Maloney 2016 Exempt Trust ⁽⁴⁾
Common Stock		07/05/2016		S ⁽¹⁾	1,649 D	\$ 30.121 (2) (6) 348,669	I	By Maloney M. Maloney Revocable Trust
Common Stock		07/05/2016		M ⁽¹⁾	1,649 A	\$ 1.99 1,649	D	
Common Stock		07/05/2016		S ⁽¹⁾	1,649 D	\$ 30.121 (2) (6) 0	D	

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.

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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. Deemed Acquisition Date (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 1.99	07/05/2016		M ⁽¹⁾	1,649	(7) 04/23/2022	Common Stock	1,649

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Maloney Matthew M.
C/O GRUBHUB INC.
111 W. WASHINGTON STREET, SUITE 2100
CHICAGO, IL 60602

X

CEO and President

Signatures

/s/ Adam DeWitt, as attorney-in-fact for Matthew
Maloney

07/07/2016

__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).

This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by either Holly Maloney, as the trustee of the Maloney 2016

(1) Exempt Trust and the Holly Maloney Revocable Trust, or Matthew Maloney, either in his individual capacity or as trustee of the Matthew M. Maloney Revocable Trust.

The price reported is a weighted average price. The Reporting Person undertakes to provide Grubhub Inc., any security holder of Grubhub Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in Column 4.

(3) The shares were sold in multiple transactions at prices ranging from \$29.44 to \$30.39, inclusive.

The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the

(4) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for the purpose of Section 16 or for any other purpose.

(5) The shares were sold in multiple transactions at prices ranging from \$30.46 to \$30.90, inclusive.

(6) The shares were sold in multiple transactions at prices ranging from \$30.00 to \$30.87, inclusive.

(7) The option is fully vested and exercisable.

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.