

Chia Stanley  
Form 4  
February 05, 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 \*  
Chia Stanley

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2018

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

Chief Operating Officer

C/O GRUBHUB INC., 111 W. WASHINGTON STREET, SUITE 2100

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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) | 3. Transaction Code |   |        |            | 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 | (A) or (D) |   |  |                                   |
| Common Stock                    | 02/01/2018                           |  | M                   |   | 1,216  | A          | 1,216   | D  |                                   |
| Common Stock                    | 02/01/2018                           |  | F <sup>(2)</sup>    |   | 357    | D          | \$ 72.86 859  | D  |                                   |
| Common Stock                    | 02/01/2018                           |  | M                   |   | 6,544  | A          | 7,403   | D  |                                   |
| Common Stock                    | 02/01/2018                           |  | F <sup>(2)</sup>    |   | 2,823  | D          | \$ 72.86 4,580  | D  |                                   |
| Common Stock                    | 02/01/2018                           |  | M <sup>(3)</sup>    |   | 1,167  | A          | \$ 39.7 5,747   | D  |                                   |

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|              |            |                  |        |   |                      |        |   |
|--------------|------------|------------------|--------|---|----------------------|--------|---|
| Common Stock | 02/01/2018 | M <sup>(3)</sup> | 16,560 | A | \$ 38.2<br>(4)       | 22,307 | D |
| Common Stock | 02/01/2018 | S <sup>(3)</sup> | 17,727 | D | \$<br>72.4078<br>(4) | 4,580  | D |
| Common Stock | 02/05/2018 | S <sup>(3)</sup> | 4,580  | D | \$<br>69.2317<br>(4) | 0      | 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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Restricted Stock Units                     | (5)  | 02/01/2018                           |  | M                              | 1,216   | (6)  | (6)   | Common Stock               | 1,216                      |
| Restricted Stock Units                     | (5)  | 02/01/2018                           |  | M                              | 6,544   | (7)  | (7)   | Common Stock               | 6,544                      |
| Stock Options (Right to Buy)               | \$ 39.7  | 02/01/2018                           |  | M <sup>(3)</sup>               | 1,167   | (8)  | 05/12/2025  | Common Stock               | 1,167                      |
| Stock Options (Right to Buy)               | \$ 38.2  | 02/01/2018                           |  | M <sup>(3)</sup>               | 16,560  | (9)  | 02/09/2027  | Common Stock               | 16,560                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Chia Stanley  
C/O GRUBHUB INC.  
111 W. WASHINGTON STREET, SUITE 2100  
CHICAGO, IL 60602

Chief Operating Officer

## Signatures

/s/ Margo Drucker, as Attorney-in-Fact for  
Stanley Chia

02/05/2018

\_\_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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.  
The prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$71.50 to \$73.24 on February 1, 2018 and from \$67.35 to \$70.22 on February 5, 2018, inclusive. The Reporting Person undertakes to provide the
- (4) 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.
- (5) 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 December 31, 2015, the Reporting Person was granted 58,330 RSUs, 25% of which vested on January 1, 2017 and the remainder of
- (6) 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 9, 2017, the Reporting Person was granted 26,178 RSUs, 25% of which vested on February 1, 2018 and the remainder of
- (7) 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.
- (8) On May 12, 2015, the Reporting Person was granted 28,027 options, which vested or will vest in equal amounts on the first calendar day of each month for the 24 consecutive months beginning on May 1, 2017, subject to his continued status as a service provider.  
On February 9, 2017, the Reporting Person was granted 66,241 options, 25% of which vested on February 1, 2018 and the remainder of
- (9) 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.

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.