

Chia Stanley  
Form 4  
May 03, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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)  
05/01/2018

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

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

Chief Operating Officer

(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 (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				(A) or (D)	Price
Common Stock	05/01/2018		M			1,215	A	Ⓐ	2,194	D	
Common Stock	05/01/2018		F <sup>(2)</sup>			539	D	\$ 92.65	1,655	D	
Common Stock	05/01/2018		M			545	A	Ⓐ	2,200	D	
Common Stock	05/01/2018		F <sup>(2)</sup>			242	D	\$ 92.65	1,958	D	
Common Stock	05/01/2018		M <sup>(3)</sup>			1,168	A	\$ 39.7	3,126	D	

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Common Stock	05/01/2018		<u>M</u> <sup>(3)</sup>	1,380	A	\$ 38.2	4,506	D
Common Stock	05/01/2018		<u>S</u> <sup>(3)</sup>	2,548	D	\$ 93.9858 <u>(4)</u>	1,958	D
Common Stock	05/03/2018		<u>S</u> <sup>(3)</sup>	979	D	\$ 94.45	979	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>	05/01/2018		M	1,215	<u>(6)</u>	<u>(6)</u>	Common Stock	1,215
Restricted Stock Units	<u>(5)</u>	05/01/2018		M	545	<u>(7)</u>	<u>(7)</u>	Common Stock	545
Stock Options (Right to Buy)	\$ 39.7	05/01/2018		<u>M</u> <sup>(3)</sup>	1,168	<u>(8)</u>	05/12/2025	Common Stock	1,168
Stock Options (Right to Buy)	\$ 38.2	05/01/2018		<u>M</u> <sup>(3)</sup>	1,380	<u>(9)</u>	02/09/2027	Common Stock	1,380

