Maloney Matthew M. Form 4 June 15, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

January 31, 2005

0.5

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obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Maloney Matthew M.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle) GrubHub Inc. [GRUB]

(Check all applicable)

**CEO** 

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

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 06/13/2018

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

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

CHICAGO, IL 60602

							1 013011		
(City)	(State)	(Zip) Tab	ole I - Non-	Derivativo	e Secu	rities Acq	uired, Disposed o	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	06/13/2018		S <u>(1)</u>	3,125	D	\$ 114.38	11,762	I	By Maloney 2016 Exempt Trust (2)
Common Stock							34,523	I	By Matthew M. Maloney

Revocable Trust (2)

### Edgar Filing: Maloney Matthew M. - Form 4

Common Stock	31,272	I	By Holly R. Maloney Revocable Trust (2)
Common Stock	6,124	D	

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	Secu Acqu (A) o	vative urities uired or bosed D) cr. 3,	6. Date Exerc Expiration D (Month/Day/	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
				Code	V (A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Relationships

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
topolonia o maci mano, manasas	Director	10% Owner	Officer	Other		
Maloney Matthew M. C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602	X		CEO			
Signatures						
/s/ Margo Drucker, as Attorney-in-Fact for Matthe Maloney	ew M. 06/15/2018			18		
**Signature of Reporting Person			Date			

Reporting Owners 2

## **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) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Maloney.
  - Mr. Maloney disclaims beneficial ownership of these securities except to the extent of his interest therein, and the inclusion of these
- (2) shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

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.