

GrubHub Inc.
Form 4
March 16, 2015

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

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(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)
03/13/2015

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) below)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|---------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/13/2015 | | M ⁽¹⁾ | | 1,649 | A | \$ 1.99 | 1,649 | D | |
| Common Stock | 03/13/2015 | | S ⁽¹⁾ | | 1,649 | D | \$ 43.3 | 0 | D | |
| Common Stock | 03/13/2015 | | S ⁽¹⁾ | | 1,649 | D | \$ 43.3 | 418,899 | I | By Matthew M. Maloney Revocable Trust |
| Common Stock | 03/13/2015 | | S ⁽¹⁾ | | 7,993 | D | \$ 43.3 | 991,178 | I | By Maloney Children's |

| | | | | | | | | |
|-----------------|------------|------------------|-------|---|------------|---------|---|-----------------------------------------------------------------------------------------------------------|
| Common Stock | 03/13/2015 | S ⁽¹⁾ | 3,200 | D | \$ 43.3 | 396,846 | I | 2014 Exempt Trust ⁽²⁾ By Holly R. Maloney Revocable Trust ⁽²⁾ |
|-----------------|------------|------------------|-------|---|------------|---------|---|-----------------------------------------------------------------------------------------------------------|

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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|
| Stock Option (Right to Buy) | \$ 1.99 | 03/13/2015 | | M ⁽¹⁾ | 1,649 | ⁽³⁾ 04/23/2022 | Common Stock | 1,649 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------|
| | Director 10% Owner Officer Other |
| Maloney Matthew M. C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602 | X Chief Executive Officer |

Signatures

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

03/16/2015

 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).

Each of the transactions reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by either the Reporting

- (1) Person, in his personal capacity or as trustee of the Matthew M. Maloney Revocable Trust, or the trustee of the Maloney Children's 2014 Revocable Trust, or the trustee of the Holly R. Maloney Revocable Trust, as applicable.

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

- (2) 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.

The option is currently exercisable as to 53,615 shares. The remaining shares under the option will vest on the first calendar day of each

- (3) month through April 1, 2016. From March 1, 2015 through March 1, 2016, the option has vested or will vest monthly as to 10,696 shares. On April 1, 2016, the option will vest as to 10,693 shares. Vesting is subject to Mr. Maloney's continued status as an employee.

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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