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GrubHub Inc. Form 4 May 21, 2015						
FORM 4 UNITE	D STATES S	SECURITIES AND EXCHANGE Washington, D.C. 20549	E COMMISSION	OMB A OMB Number:	PPROVAL 3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction	Expires: Estimated burden hou response	urs per				
1(b). (Print or Type Responses)						
1. Name and Address of Reporti MCANDREWS BRIAN P	S	2. Issuer Name and Ticker or Trading Symbol GrubHub Inc. [GRUB]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) C/O PANDORA MEDIA, WEBSTER ST. #1650	(Middle) 3.	3. Date of Earliest Transaction Month/Day/Year))5/20/2015	(Check all applicable) X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street) OAKLAND, CA 94612		. If Amendment, Date Original Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by C Form filed by M	form filed by One Reporting Person orm filed by More than One Reporting		
(City) (State)	(Zip)	Table I - Non-Derivative Securities A	Person	or Beneficia	llv Owned	
1.Title of 2. Transaction Da Security (Month/Day/Year (Instr. 3)) Execution Da any	3. 4. Securities	5. Amount of 6. Securities F4 Beneficially (I Owned (I Following (I Reported Transaction(s) (Instr. 3 and 4)	. Ownership orm: Direct D) or Indirect	7. Nature of Indirect	
Reminder: Report on a separate l	ine for each class	information con required to resp	or indirectly. spond to the collect tained in this form a ond unless the forn ntly valid OMB cont	are not n	SEC 1474 (9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(In		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 40.22	05/20/2015		А		5,834		<u>(1)</u>	05/20/2025	Common Stock	5,834	

Reporting Owners

Reporting Owner Name / Address		Relationsh			
	Director	10% Owner	Officer	Other	
MCANDREWS BRIAN P C/O PANDORA MEDIA 2101 WEBSTER ST. #1650 OAKLAND, CA 94612	Х				
Signatures					
/s/ Margo Drucker, as Attorney-in-Fact for Brian P. McAndrews					05/21/2015

**Signature of Reporting Person

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) On the twentieth calendar day of each month for the twelve consecutive months beginning June 20, 2015, the option will vest in equal amounts, subject to Mr. Andrews' 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.

Date

Date