GrubHub Inc.

Form 3

December 17, 2015

FORM 3

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

INITIAL STATEMENT OF 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	
OMB Number:	3235-0104
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(Print or Type Responses)

1. Name and Address of Reporting Person [*] Â Chia Stanley (Last) (First) (Middle) 111 W. WASHINGTON STREET,Â SUITE 2100 (Street) CHICAGO,Â ILÂ 60602 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/10/2015	3. Issuer Name **and** Ticker or Trading Symbol GrubHub Inc. [GRUB]
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner __X__ Officer _____ Other (give title below) (specify below) SVP, Operations	5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1473 (7-02)

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

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(Instr. 5)

| Stock Option (Right to Buy) | Â (1) | 05/12/2025 | Common Stock | 28,027 | $ 39.7 | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 12,687 | $ (3) | D | Â |

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chia Stanley 111 W. WASHINGTON STREET SUITE 2100 CHICAGO,Â ILÂ 60602	Â	Â	Â SVP, Operations	Â

Signatures

/s/ Lauren Lipson, as attorney-in-fact for Stanley Chia	12/17/2015
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 first calendar day of the month for 24 consecutive months beginning May 1, 2017, the option will vest in equal amounts, subject to Mr. Chia's continued status as an employee.

(2) 50% of the restricted stock units (the "RSUs") vest on April 1, 2016 and the remaining RSUs vest in 12 equal installments on each monthly anniversary thereof, subject to Mr. Chia's continued status as an employee.

(3) 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.

Â

Remarks:
Ex.Â 24.1

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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