

GrubHub Inc.
Form 4
September 27, 2016

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 *
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)
09/26/2016

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)
CEO and President

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	(D)	Price			
Common Stock	09/26/2016		S ⁽¹⁾		7,380	D	\$ 41,822.12 (2) (3)	595,040	I	By Maloney 2016 Exempt Trust ⁽⁴⁾
Common Stock	09/26/2016		S ⁽¹⁾		613	D	\$ 42,330.22 (2) (5)	594,427	I	By Maloney 2016 Exempt Trust ⁽⁴⁾
	09/26/2016		S ⁽¹⁾		1,649	D		338,775	I	

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Common Stock					\$ 41.8723				By Maloney M. Maloney Revocable Trust ⁽⁴⁾
Common Stock	09/26/2016		S ⁽¹⁾	2,900	D	\$ 41.8195	281,946	I	By Holly Maloney Revocable Trust ⁽⁴⁾
Common Stock	09/26/2016		S ⁽¹⁾	300	D	\$ 42.3233	281,646	I	By Holly Maloney Revocable Trust ⁽⁴⁾
Common Stock	09/26/2016		M ⁽¹⁾	1,649	A	\$ 1.99	1,649	D	
Common Stock	09/26/2016		S ⁽¹⁾	1,649	D	\$ 41.8956	0	D	

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

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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
Stock Option (Right to Buy)	\$ 1.99	09/26/2016		M ⁽¹⁾	1,649	⁽⁹⁾ 04/23/2022	Common Stock	1,649

