

GrubHub Inc.  
Form 4  
January 04, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Drucker Margo

(Last) (First) (Middle)

C/O GRUBHUB INC., 1065  
AVENUE OF THE AMERICAS,  
15TH FL

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GrubHub Inc. [GRUB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/01/2017

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)  
SVP, Secretary, Gen Counsel

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 Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	01/01/2017		M			9,500	A	10,000	D
Common Stock	01/01/2017		F <sup>(2)</sup>			3,674	D	\$ 37.62 6,326	D
Common Stock	01/03/2017		M <sup>(3)</sup>			1,054	A	\$ 13.7 7,380	D
Common Stock	01/03/2017		M <sup>(3)</sup>			204	A	\$ 5.2 7,584	D
Common Stock	01/03/2017		S <sup>(3)</sup>			1,258	D	\$ 36.25 6,326	D

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Common Stock	01/04/2017		S <sup>(3)</sup>	5,826	D	\$ 36.9822 (4)	500	D
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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. Amount or Number of Shares
Restricted Stock Units	(5)	01/01/2017		M	9,500	(6) (6)	Common Stock	9,500
Stock Option (Right to Buy)	\$ 13.7	01/03/2017		M <sup>(3)</sup>	1,054	(7) 01/28/2024	Common Stock	1,054
Stock Option (Right to Buy)	\$ 5.2	01/03/2017		M <sup>(3)</sup>	204	(8) 07/09/2022	Common Stock	204

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Drucker Margo C/O GRUBHUB INC. 1065 AVENUE OF THE AMERICAS, 15TH FL NEW YORK, NY 10018			SVP, Secretary, Gen Counsel	

## Signatures

/s/ Margo  
Drucker

01/04/2017

\_\_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).

- (1) One share of common stock was issued upon the vesting of each Restricted Stock Unit ("RSU").
- (2) Represents shares of common stock withheld to cover tax obligations upon the vesting of RSUs.
- (3) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$36.56 to \$37.45, inclusive. The reporting person undertakes to provide Grubhub Inc., any security holder of Grubhub Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

- (4) 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.
- (5) On December 31, 2015, the reporting person was granted 38,000 RSUs, 25% of which vested on January 1, 2017 and the remainder of which vests in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.

The option become exercisable as to 12,650 shares on February 1, 2016. Beginning on March 1, 2016 and on the first calendar day of

- (6) each month for 35 consecutive months thereafter, the remaining shares represented by the option have vested or will vest in equal amounts. The options shall continue to vest monthly, subject to Ms. Drucker's continued status as an employee.
- (7) The option is fully vested and exercisable.

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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