

GrubHub Inc.
Form 4
March 03, 2017

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 *
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)
03/01/2017

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock	03/01/2017		M		792	A	1,292	D
Common Stock	03/01/2017		F ⁽²⁾		293	D	\$ 36.21 999	D
Common Stock	03/01/2017		M ⁽³⁾		1,054	A	\$ 13.7 2,053	D
Common Stock	03/01/2017		S ⁽³⁾		1,054	D	\$ 35.37 999	D

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

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- (2) Represents shares of common stock withheld to cover tax obligations upon the vesting of RSUs.
- (3) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (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 has vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.
- (6) The option vested and become exercisable as to 25% of the underlying shares on February 1, 2016 and has vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.

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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