

Belousova Maria  
Form 4  
March 05, 2018

**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 \*  
Belousova Maria

(Last) (First) (Middle)

C/O GRUBHUB INC., 5 BRYANT PARK, 15TH FLOOR

(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)  
02/12/2018

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)

Chief Technology Officer

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	03/01/2018		M		857	D	
Common Stock	03/01/2018		F <sup>(2)</sup>		\$ 457 97.55	D	
Common Stock	03/01/2018		M		464	D	
Common Stock	03/01/2018		F <sup>(2)</sup>		\$ 247 97.55	D	
Common Stock	03/01/2018		M <sup>(3)</sup>		\$ 1,266 24.2	D	

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Common Stock	03/01/2018	<u>S</u> <sup>(3)</sup>	1,266	D	\$ 99.37	617	D
Common Stock	03/05/2018	<u>S</u> <sup>(3)</sup>	400	D	\$ 99.18	217	D

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 86.7	02/12/2018		A	35,873	<u>(4)</u>	02/12/2028	Common Stock	35,873
Restricted Stock Units	<u>(5)</u>	02/12/2018		A	13,744	<u>(6)</u>	<u>(6)</u>	Common Stock	13,744
Restricted Stock Units	<u>(5)</u>	03/01/2018		M	857	<u>(7)</u>	<u>(7)</u>	Common Stock	857
Restricted Stock Units	<u>(5)</u>	03/01/2018		M	464	<u>(8)</u>	<u>(8)</u>	Common Stock	464
Stock Option (Right to Buy)	\$ 24.2	03/01/2018		<u>M</u> <sup>(3)</sup>	1,266	<u>(9)</u>	12/31/2025	Common Stock	1,266

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
Chief Technology Officer

Belousova Maria  
C/O GRUBHUB INC.  
5 BRYANT PARK, 15TH FLOOR  
NEW YORK, NY 10018

## Signatures

/s/ Margo Drucker, as Attorney-in-Fact for Maria  
Belousova

03/05/2018

\_\_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) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.  
The option will vest and become exercisable as to 25% of the underlying shares on February 1, 2019 and will vest in equal amounts for the 12 consecutive quarters thereafter on May 1, August 1, November 1 and February 1 of each year, subject to her continued status as a service provider.
- (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) The RSUs will vest as to 25% on February 1, 2019 and will vest in equal amounts for the 12 consecutive quarters thereafter on May 1, August 1, November 1 and February 1 of each year, subject to her continued status as a service provider.  
On January 8, 2016, the Reporting Person was granted 41,138 RSUs, 25% of which vested on January 1, 2017 and the remainder of which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to her continued status as a service provider.
- (6) On February 9, 2017, the Reporting Person was granted 22,251 RSUs, 25% of which vested on February 1, 2018 and the remainder of which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to her continued status as a service provider.
- (7) On December 31, 2015, the Reporting Person was granted the net of 60,786 options, 25% of which vested on January 1, 2017 and the remainder of which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to her continued status as a service provider.
- (8) (9)

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.