

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.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O GRUBHUB INC., 111 W. WASHINGTON STREET, SUITE 2100

3. Date of Earliest Transaction (Month/Day/Year)  
09/26/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO and President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHICAGO, IL 60602

(City) (State) (Zip)

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

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Common Stock					\$ 41.8723				By Maloney M. Maloney Revocable Trust <sup>(4)</sup>
Common Stock	09/26/2016	S <sup>(1)</sup>	2,900	D	\$ 41.8195	281,946	I		By Holly Maloney Revocable Trust <sup>(4)</sup>
Common Stock	09/26/2016	S <sup>(1)</sup>	300	D	\$ 42.3233	281,646	I		By Holly Maloney Revocable Trust <sup>(4)</sup>
Common Stock	09/26/2016	M <sup>(1)</sup>	1,649	A	\$ 1.99	1,649	D		
Common Stock	09/26/2016	S <sup>(1)</sup>	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 <sup>(1)</sup>	1,649	<sup>(9)</sup> 04/23/2022	Common Stock	1,649

