

GrubHub Inc.  
Form 4  
September 27, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 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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SEC 1474  
(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
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

