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Form 4												
January 03, 2	ΙΔ	ED S	TATES	SECUR	ITIES A	ND EX(∼на	NGE (OMMISSION		PPROVAL	
					ECURITIES AND EXCHANGE COMMI Washington, D.C. 20549					OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT OF CHANGES IN BENEFICIAL OWNI SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange A Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).						e Act of 1934, 1935 or Section	Expires: January 31 2005 Estimated average burden hours per response 0.5					
(Print or Type]	Responses)											
Drucker Margo Syml				Symbol	2. Issuer Name and Ticker or Trading mbol rubHub Inc. [GRUB]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	^(First) HUB INC., 1 OF THE AME	065	iddle) AS,	3. Date of (Month/D 01/01/20	•	ansaction			Director X Officer (give below)	10%	Owner er (specify	
NEW YOR	(Street) K, NY 10018				ndment, Da hth/Day/Year)	-	l		6. Individual or Jo Applicable Line) _X_ Form filed by M Form filed by M	One Reporting Pe	rson	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	Person uired, Disposed of	, or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y		Execution any	ned n Date, if	3. Transactio Code (Instr. 8) Code V	4. Securi on(A) or Di (Instr. 3,	ties A spose	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or	7. Nature of	
Common Stock	01/01/2019				М	791	A	<u>(1)</u>	2,032	D		
Common Stock	01/01/2019				F <u>(2)</u>	311	D	\$ 76.81	1,721	D		
Common Stock	01/01/2019				М	327	А	<u>(1)</u>	2,048	D		
Common Stock	01/01/2019				F <u>(2)</u>	129	D	\$ 76.81	1,919	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	Derivative	f Expiration Date erivative (Month/Day/Year) ecurities cquired A) or isposed f (D) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derival Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(3)</u>	01/01/2019		М	791	(4)	(4)	Common Stock	791	\$ (
Restricted Stock Units	<u>(3)</u>	01/01/2019		М	327	(5)	(5)	Common Stock	327	\$ 0

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			
1065 AVENUE OF THE AMERICAS, 15TH FL			SVP, Secretary, Gen Counsel			

Signatures

/s/ Margo 01/03/2019 Drucker

<u>**</u>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").

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- (2) Represents shares of common stock withheld to cover tax obligations upon the vesting of RSUs.
- (3) 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.

On December 31, 2015, the Reporting Person was granted 38,000 RSUs, 25% of which vested on January 1, 2017 and the remainder of

- (4) 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.
- On February 9, 2017, the Reporting Person was granted 15,707 RSUs, 25% of which vested on February 1, 2018 and the remainder of
 (5) 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.

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.