

Belousova Maria  
Form 4  
February 05, 2018

**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

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)  
02/01/2018

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                    | 02/01/2018                           |  | M                              |   | 858   | D  |   |
| Common Stock                    | 02/01/2018                           |  | F <sup>(2)</sup>               |   | \$ 328<br>72.86   | D  |   |
| Common Stock                    | 02/01/2018                           |  | M                              |   | 5,562   | D  |   |
| Common Stock                    | 02/01/2018                           |  | F <sup>(2)</sup>               |   | \$ 2,126<br>72.86   | D  |   |
| Common Stock                    | 02/01/2018                           |  | M <sup>(3)</sup>               |   | \$ 13.7 5,007   | D  |   |

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|              |            |                  |       |   |          |       |   |
|--------------|------------|------------------|-------|---|----------|-------|---|
| Common Stock | 02/01/2018 | M <sup>(3)</sup> | 1,267 | A | \$ 24.2  | 6,274 | D |
| Common Stock | 02/01/2018 | S <sup>(3)</sup> | 2,308 | D | \$ 71.87 | 3,966 | D |
| Common Stock | 02/05/2018 | S <sup>(3)</sup> | 530   | D | \$ 67.94 | 3,436 | 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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Restricted Stock Units                     | (4)  | 02/01/2018                           |  | M                              | 858   | (5)  | (5)   | Common Stock                  | 858                        |
| Restricted Stock Units                     | (4)  | 02/01/2018                           |  | M                              | 5,562   | (6)  | (6)   | Common Stock                  | 5,562                      |
| Stock Options (Right to Buy)               | \$ 13.7  | 02/01/2018                           |  | M <sup>(3)</sup>               | 1,041   | (7)  | 01/28/2024  | Common Stock                  | 1,041                      |
| Stock Options (Right to Buy)               | \$ 24.2  | 02/01/2018                           |  | M <sup>(3)</sup>               | 1,267   | (8)  | 12/31/2025  | Common Stock                  | 1,267                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

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

Chief Technology Officer

## Signatures

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

02/05/2018

\_\_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) The transactions reported on this Form 4 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.  
  
On January 8, 2016, the Reporting Person was granted 41,138 RSUs, 25% of which vested on January 1, 2017 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.  
  
On February 9, 2017, the Reporting Person was granted 22,251 RSUs, 25% of which vested on February 1, 2018 and the remainder of
  - (6) 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 January 28, 2014, the Reporting Person was granted 50,000 options, 25% of which vested on February 1, 2015 and the remainder of
  - (7) 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 December 31, 2015, the Reporting Person was granted the net of 60,786 options, 25% of which vested on January 1, 2017 and the
  - (8) 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.

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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