GrubHub Inc. Form 4 January 05, 2016

#### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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)

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* Maloney Matthew M.

(First)

(Middle)

(Zip)

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

(Street)

(State)

CHICAGO, IL 60602

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading

Symbol

GrubHub Inc. [GRUB]

3. Date of Earliest Transaction (Month/Day/Year) 12/31/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities

> Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

(A)

or

Reported Transaction(s) (Instr. 3 and 4)

Following

Beneficially

Owned

Issuer

below)

\_X\_\_ Director

Applicable Line)

X\_ Officer (give title

Code V Amount (D) Price

(e.g., puts, calls, warrants, options, convertible securities)

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

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

CEO and President

6. Ownership

Form: Direct

(Instr. 4)

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

#### Edgar Filing: GrubHub Inc. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Mor Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 24.2	12/31/2015		A	613,999		<u>(1)</u>	12/31/2025	Common Stock	613,999	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Maloney Matthew M. C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602	X		CEO and President			

# **Signatures**

/s/ Adam DeWitt, as Attorney-in-Fact for Matthew
Maloney
01/05/2016

\*\*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) The option will vest and become exercisable as to 25% of the underlying shares on January 1, 2017 and in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.

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.

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