

Maloney Matthew M.  
Form 4  
December 04, 2018

**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)  
12/01/2018

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

(Street)  
CHICAGO, IL 60602

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 12/01/2018                           |  | M                              | A   | 1,636   | (2)  | D   |
| Common Stock                    | 12/01/2018                           |  | F(3)                           | D   | \$ 78.29  |  | D   |
| Common Stock                    |                                      |  |                                |   | 28,809  | (4)  | I   |

By  
Matthew  
M.  
Maloney  
Revocable  
Trust (5)

|                 |        |   |   |
|-----------------|--------|---|---|
| Common<br>Stock | 31,272 | I | By Holly R.<br>Maloney<br>Revocable<br>Trust <sup>(5)</sup> |
|-----------------|--------|---|---|

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secur<br>(Instr |  |
|---|--|---|---|--------------------------------------|---|--|---|-----------------------------------|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                             | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | <u>(6)</u>   | 12/01/2018                              |   | M                                    | 1,636   | <u>(7)</u>   | <u>(7)</u>  | Common<br>Stock                   | 1,636                                  |

## Reporting Owners

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

## Signatures

|  |            |
|--|------------|
| /s/ Margo Drucker, as Attorney-in-Fact for Matthew M.<br>Maloney | 12/04/2018 |
| <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").

(2) The number of shares reported as beneficially owned directly by Mr. Maloney immediately following this transaction has been adjusted to reflect the transfer by Mr. Maloney on November 29, 2018 of 10,679 shares of common stock directly owned by him to the Matthew M. Maloney Revocable Trust.

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

(4) The number of shares reported as beneficially owned by the Matthew M. Maloney Revocable Trust has been adjusted to reflect the transfer by Mr. Maloney on November 29, 2018 of 10,679 shares of common stock directly owned by him to the Matthew M. Maloney Revocable Trust.

(5) Mr. Maloney disclaims beneficial ownership of these securities except to the extent of his interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

(6) 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.

(7) On February 9, 2017, Mr. Maloney was granted 78,534 RSUs, 25% of which vested on February 1, 2018 and the 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 his 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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