

GrubHub Inc.  
Form 3  
January 04, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |   |
| Â Belousova Maria                         |         | (Month/Day/Year)  | GrubHub Inc. [GRUB]                                |   |
| (Last)                                    | (First) | (Middle)  | 01/01/2017   |   |
| C/O GRUBHUB INC.,Â 5                      |         | 4. Relationship of Reporting Person(s) to Issuer  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| BRYANT PARK, 15TH FLOOR                   |         |   |  |   |
| (Street)                                  |         | (Check all applicable)  |  |   |
| NEW YORK,Â NYÂ 10018                      |         | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Chief Technology Officer |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                    | (State) | (Zip)   |  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 0   | D  | Â   |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                             | Date Exercisable | Expiration Date |              | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |   |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Stock Option (Right to Buy) | Â (1)            | 01/28/2024      | Common Stock | 19,791                     | \$ 13.7  | D                          | Â |
| Stock Option (Right to Buy) | Â (2)            | 01/30/2025      | Common Stock | 15,000                     | \$ 34.43 | D                          | Â |
| Stock Option (Right to Buy) | Â (3)            | 12/31/2025      | Common Stock | 60,786                     | \$ 24.2  | D                          | Â |
| Restricted Stock Units      | Â (4)            | Â (4)           | Common Stock | 41,138                     | \$ (5)   | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Belousova Maria<br>C/O GRUBHUB INC.<br>5 BRYANT PARK, 15TH FLOOR<br>NEW YORK, NY 10018 | Â             | Â         | Â Chief Technology Officer | Â     |

## Signatures

/s/ Lauren Lipson, as Attorney-in-Fact for Maria Belousova

01/04/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 reporting person was granted 50,000 options on January 28, 2014. The options vested and became exercisable as to 25% of the underlying shares on February 1, 2015 and the remaining options have vested or will vest in equal amounts on the first calendar day of the month for the consecutive 36 months thereafter. The reporting person previously exercised an aggregate of 30,209 options and sold the underlying shares.

(2) Represents options granted on January 30, 2015. The options vested and became exercisable as to 3,750 shares on February 1, 2016 and the remaining options have vested or will vest in equal amounts on the first calendar day of the month for the consecutive 36 months thereafter.

(3) Represents options granted on December 31, 2015. The options will vest and become exercisable as to 25% of the underlying shares on January 1, 2017 and the remaining options vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.

(4) Represents RSUs granted on January 8, 2016. The RSUs vest as to 25% on January 1, 2017 and the remaining RSUs vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.

(5) 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.

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### Remarks:

Ex. 24, Power of Attorney

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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