

DeWitt Adam  
Form 4  
February 05, 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 \*  
DeWitt Adam

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)  
02/01/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, CFO and Treasurer

(Street)

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

CHICAGO, IL 60602

(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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/01/2018		M			3,070	A	Ⓐ	17,436	D	
Common Stock	02/01/2018		F <sup>(2)</sup>			900	D	\$ 72.86	16,536	D	
Common Stock	02/01/2018		M			11,453	A	Ⓐ	27,989	D	
Common Stock	02/01/2018		F <sup>(2)</sup>			4,513	D	\$ 72.86	23,476	D	
Common Stock	02/05/2018		M <sup>(3)</sup>			7,914	A	\$ 8.39	31,390	D	

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Common Stock	02/05/2018	M <sup>(3)</sup>	4,445	A	\$ 6.18	35,835	D
Common Stock	02/05/2018	M <sup>(3)</sup>	3,000	A	\$ 13.7	38,835	D
Common Stock	02/05/2018	S <sup>(3)</sup>	22,359	D	\$ 69.2016 <u>(4)</u>	16,476	D

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>	02/01/2018		M	3,070	<u>(6)</u> <u>(6)</u>	Common Stock 3,070
Restricted Stock Units	<u>(5)</u>	02/01/2018		M	11,453	<u>(7)</u> <u>(7)</u>	Common Stock 11,453
Stock Options (Right to Buy)	\$ 8.39	02/05/2018		M <sup>(3)</sup>	7,914	<u>(8)</u> 03/12/2023	Common Stock 7,914
Stock Options (Right to Buy)	\$ 6.18	02/05/2018		M <sup>(3)</sup>	4,445	<u>(9)</u> 11/16/2022	Common Stock 4,445
Stock Options (Right to Buy)	\$ 13.7	02/05/2018		M <sup>(3)</sup>	3,000	<u>(10)</u> 01/28/2024	Common Stock 3,000

