

Maloney Matthew M.
Form 4
March 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 *
Maloney Matthew M.

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GrubHub Inc. [GRUB]

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2018

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)
CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 03/01/2018 | | M | A | 4,116 | D | |
| Common Stock | 03/01/2018 | | F(2) | D | \$ 3,391 | D | |
| Common Stock | | | | | 30,512 | I | By Maloney 2016 Exempt Trust (3) |
| Common | | | | | 34,523 | I | By |

| | | | | | | |
|--------------|--|--------|---|--|--|--|
| Stock | | | | | | Matthew M. Maloney Revocable Trust ⁽³⁾ |
| Common Stock | | 31,272 | I | | | By Holly R. Maloney Revocable Trust ⁽³⁾ |

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Stock Option (Right to Buy) | \$ 86.7 | 02/12/2018 | | A | 125,556 | ⁽⁴⁾ 02/12/2028 | Common Stock 125 |
| Restricted Stock Units | ⁽⁵⁾ | 02/12/2018 | | A | 48,104 | ⁽⁶⁾ ⁽⁶⁾ | Common Stock 48, |
| Restricted Stock Units | ⁽⁵⁾ | 03/01/2018 | | M | 1,636 | ⁽⁷⁾ ⁽⁷⁾ | Common Stock 1, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Maloney Matthew M.
C/O GRUBHUB INC.
111 W. WASHINGTON STREET, SUITE 2100
CHICAGO, IL 60602

X

CEO

Signatures

/s/ Margo Drucker, as Attorney-in-Fact for Matthew M.
Maloney

03/05/2018

__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.
Mr. Maloney disclaims beneficial ownership of these securities except to the extent of his interest therein, and the inclusion of these
 - (3) 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.
The option will vest and become exercisable as to 25% of the underlying shares on February 1, 2019 and will vest in equal amounts for
 - (4) the 12 consecutive quarters thereafter on May 1, August 1, November 1 and February 1 of each year, subject to his continued status as a service provider.
 - (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.
 - (6) The RSUs will vest as to 25% on February 1, 2019 and will vest in equal amounts for the 12 consecutive quarters thereafter on May 1, August 1, November 1 and February 1 of each year, subject to his continued status as a service provider.
On February 9, 2017, Mr. Maloney was granted 78,534 RSUs, 25% of which vested on February 1, 2018 and the remainder of which
 - (7) 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. 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.