

DeWitt Adam  
Form 4  
September 06, 2017

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DeWitt Adam

(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)  
09/01/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Ownership (Instr. 4)
Common Stock	09/01/2017		M	3,070 A	\$ 23,924	D	
Common Stock	09/01/2017		F <sup>(2)</sup>	1,440 D	\$ 22,484	D	
Common Stock	09/01/2017		M <sup>(3)</sup>	1,722 A	\$ 24,206	D	
Common Stock	09/01/2017		M <sup>(3)</sup>	3,000 A	\$ 27,206	D	
Common Stock	09/01/2017		S <sup>(3)</sup>	6,722 D	\$ 20,484	D	
				56.4149			

(4)

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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	<u>(5)</u>	09/01/2017		M	3,070	<u>(6)</u>	<u>(6)</u>	Common Stock	3,070
Stock Options (Right to Buy)	\$ 5.05	09/01/2017		<u>M</u> <sup>(3)</sup>	1,722	<u>(7)</u>	07/26/2022	Common Stock	1,722
Stock Options (Right to Buy)	\$ 13.7	09/01/2017		<u>M</u> <sup>(3)</sup>	3,000	<u>(8)</u>	01/28/2024	Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DeWitt Adam C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602	CFO and Treasurer

## Signatures

/s/ Adam  
DeWitt

09/06/2017

\_\_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.
- (3) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$55.85 to \$57.08, inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (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.

On December 31, 2015, the Reporting Person was granted 147,360 RSUs, 25% of which vested on January 1, 2017 and the remainder of
- (6) which has vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to his or her continued status as a service provider.
- (7) On August 8, 2013, the Reporting Person was granted 16,333 options, one-third of which vested on May 1, 2016 and the remainder of which vested in equal amounts on the first calendar day of the month for the two consecutive months thereafter.

On January 28, 2014, the Reporting Person was granted 100,000 options, 25% of which vested on February 1, 2016 and the remainder of
- (8) which has vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to his or her 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.