

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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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 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |   |  |  |  |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person *                     |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  |
| <b>Drucker Margo</b>  |  | <b>GrubHub Inc. [ GRUB ]</b>                      |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Legal Officer, Secretary</b> |  |
| (Last) (First) (Middle)                                       |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |
| <b>C/O GRUBHUB INC., 1065 AVENUE OF THE AMERICAS, 15TH FL</b> |  | <b>2/8/2020</b>                                   |  |  |  |
| (Street)  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| <b>NEW YORK, NY 10018</b>                                     |  |   |  | <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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------|------------------------------|---|--|------------|-------|--|--|--|
|                                    |                |                                   | Code                         | V | Amount   | (A) or (D) | Price |  |  |  |

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

| 1. Title of Derivate Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date  | 3A. Deemed Execution Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                     | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|-----------------|-----------------------------------|------------------------------|---|---|-----|---|---------------------|--|----------------------------|---|---|--|---|
|   |  |                 |                                   | Code                         | V | (A)   | (D) | Date Exercisable                        | Expiration Date     | Title  | Amount or Number of Shares |   |   |  |   |
| <b>Restricted Stock Units</b>               | <a href="#">(1)</a>                                    | <b>2/8/2020</b> |                                   | <b>A</b>                     |   | <b>28064</b>  |     | <a href="#">(2)</a>                     | <a href="#">(2)</a> | <b>Common Stock</b>  | <b>28064</b>               | <b>\$0.00</b>                                 | <b>28064</b>  | <b>D</b>   |   |

#### Explanation of Responses:

- Each Restricted Stock Unit ("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 February 8, 2020, the Reporting Person was granted 28,064 RSUs, which will vest in equal amounts quarterly on May 1, August 1, November 1 and February 1 of each year for 16 consecutive quarters, subject to her continued status as a service provider.

#### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                       |       |
|---|---------------|-----------|---------------------------------------|-------|
|   | Director      | 10% Owner | Officer                               | Other |
| <b>Drucker Margo</b><br><b>C/O GRUBHUB INC.</b><br><b>1065 AVENUE OF THE AMERICAS, 15TH FL</b><br><b>NEW YORK, NY 10018</b> |               |           | <b>Chief Legal Officer, Secretary</b> |       |

#### Signatures

/s/ Margo Drucker

2/11/2020

\*\*Signature of Reporting Person

Date

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

\* 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).

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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