

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

| | | |
|--|---|--|
| 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] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) CEO and President |
| 3. Date of Earliest Transaction (MM/DD/YYYY) 8/15/2016 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|--------------|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 8/15/2016 | | S (1) | | 7993 | D | \$38.298 (2) | 692492 | I | By Maloney 2016 Exempt Trust (3) |
| Common Stock | 8/15/2016 | | S (1) | | 1649 | D | \$38.298 (2) | 343722 | I | By Maloney M. Maloney Revocable Trust |
| Common Stock | 8/15/2016 | | S (1) | | 3200 | D | \$38.298 (2) | 291246 | I | By Holly Maloney Revocable Trust (3) |
| Common Stock | 8/15/2016 | | M (1) | | 1649 | A | \$1.99 | 1649 | D | |
| Common Stock | 8/15/2016 | | S (1) | | 1649 | D | \$38.298 (2) | 0 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|------------------------------|---|---|------|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$1.99 | 8/15/2016 | | M (1) | | | 1649 | (4) | 4/23/2022 | Common Stock | 1649 | \$0.00 | 21249 | D | |

Explanation of Responses:

- (This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by either Holly Maloney, as the trustee of the Maloney 2016 Exempt Trust and
1) the Holly Maloney Revocable Trust, or Matthew Maloney, either in his individual capacity or as trustee of the Matthew M. Maloney Revocable Trust.
- (The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$37.815 to \$38.55, inclusive. The
2) Reporting Person undertakes to provide Grubhub Inc., any security holder of Grubhub Inc., or the staff of the Securities and Exchange Commission, upon
request, full information regarding the number of shares sold at each separate price within the ranges set forth in Column 4.
- (The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares
3) in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for the purpose of Section 16 or for any other purpose.
- (
4) The option is fully vested and exercisable.

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 and President | |

Signatures

/s/ Adam DeWitt, as attorney-in-fact for Matthew Maloney

8/17/2016

—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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