FORM 4	
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[] 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 (Check all applicable)
Belousova Maria	GrubHub Inc. [GRUB]	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	Director 10% Owner X Officer (give title below) Other (specify below)
C/O GRUBHUB INC., 5 BRYANT PARK, 15TH FLOOR	10/1/2018	Chief Technology Officer
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK, NY 10018 (City) (State) (Zip)		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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Co (Instr. 8)	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)	Form:	7. Nature of Indirect Beneficial
			Code	v	Amount	(A) or (D)	Price		or Indirect (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	10/1/2018		М		857	Α	<u>(1)</u>	857	D	
Common Stock	10/1/2018		F (2)		457	D	\$137.38	400	D	
Common Stock	10/1/2018		М		464	Α	<u>(1)</u>	864	D	
Common Stock	10/1/2018		F (2)		247	D	\$137.38	617	D	
Common Stock	10/1/2018		м <u>(3)</u>		1267	Α	\$24.20	1884	D	
Common Stock	10/1/2018		M (3)		312	Α	\$34.43	2196	D	
Common Stock	10/1/2018		M (3)		1173	Α	\$38.20	3369	D	
Common Stock	10/1/2018		S (3)		2752	D	\$138.90	617	D	
Common Stock	10/3/2018		s <u>(3)</u>		617	D	\$136.78	0	D	

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

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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)	Code (Instr. 8)		ber of ive les Acquired Disposed of 6, 4 and 5)	Expiration Date				Securities Underlying Derivative Security (Instr. 3 and 4) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Derivative Security Oberivative Security (Instr. 5)		derivative Securities Beneficially Owned Security:	Security Securities Instr. 5) Beneficially	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)		
Restricted Stock Units	<u>(4)</u>	10/1/2018		М			857	<u>(5)</u>	<u>(5)</u>	Common Stock	857	\$0.00	12856	D		
Restricted Stock Units	<u>(4)</u>	10/1/2018		М			464	<u>(6)</u>	<u>(6)</u>	Common Stock	464	\$0.00	12980	D		
Stock Option (Right to Buy)	\$24.20	10/1/2018		M (3)			1267	<u>(7)</u>	12/31/2025	Common Stock	1267	\$0.00	18994	D		
Stock Option (Right to Buy)	\$34.43	10/1/2018		M (3)			312	<u>(8)</u>	1/30/2025	Common Stock	312	\$0.00	1251	D		
Stock Option (Right to Buy)	\$38.20	10/1/2018		M (3)			1173	<u>(9)</u>	2/9/2027	Common Stock	1173	\$0.00	32845	D		

Explanation of Responses:

- (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) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (4) 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.
- (5) On January 8, 2016, the Reporting Person was granted 41,138 RSUs, 25% of which vested on January 1, 2017 and the remainder of which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to her continued status as a service provider.
- (6) On February 9, 2017, the Reporting Person was granted 22,251 RSUs, 25% of which vested on February 1, 2018 and the remainder of which vested or will

vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to her continued status as a service provider.

- (7) On December 31, 2015, the Reporting Person was granted the net of 60,786 options, 25% of which vested on January 1, 2017 and the remainder of which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to her continued status as a service provider.
- (8) On January 30, 2015, the Reporting Person was granted 15,000 options, 25% of which vested on February 1, 2016 and the remainder of which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to her continued status as a service provider.
- (9) On February 9, 2017, the Reporting Person was granted 56,305 options, 25% of which vested on February 1, 2018 and the remainder of which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to her continued status as a service provider.

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Belousova Maria C/O GRUBHUB INC. 5 BRYANT PARK, 15TH FLOOR NEW YORK, NY 10018			Chief Technology Officer				

Signatures

/s/ Margo Drucker, as Attorney-in-Fact for Maria Belousova	10/3/2018
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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