

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 * Lakshman Girish (Last) (First) (Middle) C/O GRUBHUB INC., 111 W. WASHINGTON ST., 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 _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/17/2020</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ 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	8/17/2020		M		14006	A	\$43.55	17909	D	
Common Stock	8/17/2020		M		8293	A	\$24.85	26202	D	
Common Stock	8/17/2020		M		4340	A	\$45.00	30542	D	
Common Stock	8/17/2020		S		30542	D	\$77.446 (1)	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)	\$43.55	8/17/2020		M		14006		(2)	3/12/2025	Common Stock	14006	\$0.00	0	D	
Stock Option (Right to Buy)	\$24.85	8/17/2020		M		8293		(3)	5/11/2026	Common Stock	8293	\$0.00	0	D	
Stock Option (Right to Buy)	\$45.00	8/17/2020		M		4340		(4)	5/11/2027	Common Stock	4340	\$0.00	0	D	

Explanation of Responses:

- (1) The prices reported in Column 4 are weighted average prices. The shares were sold on August 17, 2020 in multiple transactions at prices ranging from \$77.25 to \$77.63, 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.
- (2) On March 12, 2015, the Reporting Person was granted 14,006 options, 25% of which vested on April 1, 2016 and the remainder of which vested in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.
- (3) On May 11, 2016, the Reporting Person was granted 8,293 options, which vested in equal amounts on the 11th calendar day of each month for the 12 consecutive months beginning on June 11, 2016.
- (4) On May 11, 2017, the Reporting Person was granted 4,340 options, which vested in equal amounts on the 11th calendar day of each month for the 12 consecutive months beginning on June 11, 2017.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lakshman Girish C/O GRUBHUB INC. 111 W. WASHINGTON ST., SUITE 2100 CHICAGO, IL 60602	X			

Signatures

/s/ Margo Drucker, as Attorney-in-Fact for Girish Lakshman

8/17/2020

**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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