

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 (Check all applicable)		
Richman Keith			GrubHub Inc. [GRUB]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
C/O GRUBHUB INC., 111 W. WASHINGTON STREET, SUITE 2100			8/13/2020					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
CHICAGO, IL 60602						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)						<input type="checkbox"/> 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. 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	8/13/2020		M		11368	A	\$20.93	18271	D	
Common Stock	8/13/2020		M		4340	A	\$45.00	22611	D	
Common Stock	8/13/2020		M		4007	A	\$66.59	26618	D	
Common Stock	8/13/2020		S		19132	D	\$78.2816 (1)	7486	D	
Common Stock	8/13/2020		S		6486	D	\$78.524 (2)	1000	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)	\$20.93	8/13/2020		M		11368		(3)	2/12/2026	Common Stock	11368	\$0.00	0	D	
Stock Option (Right to Buy)	\$45.00	8/13/2020		M		4340		(4)	5/11/2027	Common Stock	4340	\$0.00	0	D	
Stock Option (Right to Buy)	\$66.59	8/13/2020		M		4007		(5)	5/21/2029	Common Stock	4007	\$0.00	0	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. The shares were sold on August 13, 2020 in multiple transactions at prices ranging from \$77.50 to \$78.49, 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.
- The price reported in Column 4 is a weighted average price. The shares were sold on August 13, 2020 in multiple transactions at prices ranging from \$78.50 to \$78.60, 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.
- On February 12, 2016, the Reporting Person was granted 21,368 options, 25% of which vested on March 1, 2017 and the remainder of which vested in equal amounts on the first calendar day of each month for the 36 consecutive months thereafter.
- 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.
- On May 21, 2019, the Reporting Person was granted 4,007 options, which vested in equal amounts for the four consecutive quarters beginning on August 21, 2019.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Richman Keith C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602	X			
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Signatures

/s/ Margo Drucker, as Attorney-in-Fact for Keith Richman

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.