

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

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) | | |
| DeWitt Adam | | | GrubHub Inc. [GRUB] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, CFO and Treasurer | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O GRUBHUB INC., 111 W. WASHINGTON STREET, SUITE 2100 | | | 2/1/2018 | | | | | |
| (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 <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 (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) | | | |
| Common Stock | 2/1/2018 | | M | | 3070 | A | (1) | 17436 | D |
| Common Stock | 2/1/2018 | | F (2) | | 900 | D | \$72.86 | 16536 | D |
| Common Stock | 2/1/2018 | | M | | 11453 | A | (1) | 27989 | D |
| Common Stock | 2/1/2018 | | F (2) | | 4513 | D | \$72.86 | 23476 | D |
| Common Stock | 2/5/2018 | | M (3) | | 7914 | A | \$8.39 | 31390 | D |
| Common Stock | 2/5/2018 | | M (3) | | 4445 | A | \$6.18 | 35835 | D |
| Common Stock | 2/5/2018 | | M (3) | | 3000 | A | \$13.70 | 38835 | D |
| Common Stock | 2/5/2018 | | S (3) | | 22359 | D | \$69.2016 (4) | 16476 | 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 | | | | |
| Restricted Stock Units | (5) | 2/1/2018 | | M | | 3070 | | (6) | (6) | Common Stock | 3070 | \$0.00 | 70611 | D | |
| Restricted Stock Units | (5) | 2/1/2018 | | M | | 11453 | | (7) | (7) | Common Stock | 11453 | \$0.00 | 34359 | D | |
| Stock Options (Right to Buy) | \$8.39 | 2/5/2018 | | M (3) | | 7914 | | (8) | 3/12/2023 | Common Stock | 7914 | \$0.00 | 0 | D | |
| Stock Options (Right to Buy) | \$6.18 | 2/5/2018 | | M (3) | | 4445 | | (9) | 11/16/2022 | Common Stock | 4445 | \$0.00 | 1000 | D | |
| Stock Options (Right to Buy) | \$13.70 | 2/5/2018 | | M (3) | | 3000 | | (10) | 1/28/2024 | Common Stock | 3000 | \$0.00 | 37000 | D | |

Explanation of Responses:

- One share of common stock was issued upon the vesting of each Restricted Stock Unit ("RSU").
- Represents shares of common stock withheld to cover tax obligations upon the vesting of RSUs.
- The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$67.00 to \$70.44, 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.
- 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.
- On December 31, 2015, the Reporting Person was granted 147,360 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 his continued status as a service provider.

- (7) On February 9, 2017, the Reporting Person was granted 45,812 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 his continued status as a service provider.
- (8) On August 8, 2013, the Reporting Person was granted 18,414 options, one-third of which vested on November 1, 2016 and the remainder of which vested in equal amounts on the first calendar day of the month for the two consecutive months thereafter.
- (9) On August 8, 2013, the Reporting Person was granted 16,333 options, one-third of which vested on August 1, 2016 and the remainder of which vested in equal amounts on the first calendar day of the month for the two consecutive months thereafter.
- (10) On January 28, 2014, the Reporting Person was granted 100,000 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 his continued status as a service provider.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeWitt Adam C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602 | | | President, CFO and Treasurer | |

Signatures

/s/ Adam DeWitt

2/5/2018

**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.

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.