

# 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Drucker Margo</b>			<b>GrubHub Inc. [ GRUB ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP, Secretary, Gen Counsel</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O GRUBHUB INC., 1065 AVENUE OF THE AMERICAS, 15TH FL</b>			<b>2/12/2018</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NEW YORK, NY 10018</b>						<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)	Price			
Common Stock	3/1/2018		M		792	A	(1)	892	D	
Common Stock	3/1/2018		F (2)		354	D	\$97.55	538	D	
Common Stock	3/1/2018		M		327	A	(1)	865	D	
Common Stock	3/1/2018		F (2)		161	D	\$97.55	704	D	
Common Stock	3/1/2018		M (3)		1054	A	\$13.70	1758	D	
Common Stock	3/1/2018		M (3)		184	A	\$24.20	1942	D	
Common Stock	3/1/2018		S (3)		1238	D	\$99.37	704	D	
Common Stock	3/5/2018		S (3)		438	D	\$99.18	266	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)	\$86.70	2/12/2018		A		26905		(4)	2/12/2028	Common Stock	26905	\$0.00	26905	D	
Restricted Stock Units	(5)	2/12/2018		A		10308		(6)	(6)	Common Stock	10308	\$0.00	10308	D	
Restricted Stock Units	(5)	3/1/2018		M		792		(7)	(7)	Common Stock	792	\$0.00	17417	D	
Restricted Stock Units	(5)	3/1/2018		M		327		(8)	(8)	Common Stock	327	\$0.00	11454	D	
Stock Option (Right to Buy)	\$13.70	3/1/2018		M (3)		1054		(9)	1/28/2024	Common Stock	1054	\$0.00	11596	D	
Stock Option (Right to Buy)	\$24.20	3/1/2018		M (3)		184		(10)	12/31/2025	Common Stock	184	\$0.00	4033	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.
- These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- The option will vest and become exercisable as to 25% of the underlying shares on February 1, 2019 and will vest in equal amounts for the 12 consecutive quarters thereafter on May 1, August 1, November 1 and February 1 of each year, subject to her continued status as a service provider.
- 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.
- The RSUs will vest as to 25% on February 1, 2019 and will vest in equal amounts for the 12 consecutive quarters thereafter on May 1, August 1, November

1 and February 1 of each year, subject to her continued status as a service provider.

- (7) On December 31, 2015, the Reporting Person was granted 38,000 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.
- (8) On February 9, 2017, the Reporting Person was granted 15,707 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.
- (9) On January 28, 2014, the Reporting Person was granted 50,600 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.
- (10) On December 31, 2015, the Reporting Person was granted 8,799 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Drucker Margo C/O GRUBHUB INC. 1065 AVENUE OF THE AMERICAS, 15TH FL NEW YORK, NY 10018</b>			<b>SVP, Secretary, Gen Counsel</b>	

**Signatures**

/s/ Margo Drucker

3/5/2018

\*\*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.

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