

INITIAL STATEMENT OF 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. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name and Ticker or Trading Symbol
Belousova Maria	1/1/2017	GrubHub Inc. [GRUB]
(Last) (First) (Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
C/O GRUBHUB INC., 5 BRYANT PARK, 15TH FLOOR	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Technology Officer /	
(Street)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK, NY 10018		<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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(1)	1/28/2024	Common Stock	19791	\$13.70	D	
Stock Option (Right to Buy)	(2)	1/30/2025	Common Stock	15000	\$34.43	D	
Stock Option (Right to Buy)	(3)	12/31/2025	Common Stock	60786	\$24.20	D	
Restricted Stock Units	(4)	(4)	Common Stock	41138	(5)	D	

Explanation of Responses:

- (The reporting person was granted 50,000 options on January 28, 2014. The options vested and became exercisable as to 25% of the underlying shares on
- February 1, 2015 and the remaining options have vested or will vest in equal amounts on the first calendar day of the month for the consecutive 36 months thereafter. The reporting person previously exercised an aggregate of 30,209 options and sold the underlying shares.
 - Represents options granted on January 30, 2015. The options vested and became exercisable as to 3,750 shares on February 1, 2016 and the remaining options have vested or will vest in equal amounts on the first calendar day of the month for the consecutive 36 months thereafter.
 - Represents options granted on December 31, 2015. The options will vest and become exercisable as to 25% of the underlying shares on January 1, 2017 and the remaining options vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.
 - Represents RSUs granted on January 8, 2016. The RSUs vest as to 25% on January 1, 2017 and the remaining RSUs vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.

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5) 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.

Remarks:
Ex. 24, Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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/ Lauren Lipson, as Attorney-in-Fact for Maria Belousova

1/4/2017

—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 5(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.

POWER OF ATTORNEY
FOR SECTION 16 REPORTING OBLIGATIONS
KNOW ALL BY THESE

PRESENTS, that the undersigned hereby constitutes and appoints each of Margo Drucker, Adam DeWitt and Lauren Lipson, signing singly, as the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding ordinary shares of GrubHub Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Form 3, 4 and 5 electronically with the SEC; (iii) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Power of Attorney and ratifies any such release of information; and (iv) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 13th day of December, 2016.

Signed and acknowledged:

/s/

Maria Belousova
Signature

Maria Belousova
Printed Name