

# FORM 4

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

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[ ] 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

<b>1. Name and Address of Reporting Person -*</b>  <b>Maloney Matthew M.</b>  (Last) (First) (Middle)  <b>C/O GRUBHUB INC., 111 W. WASHINGTON STREET, SUITE 2100</b>  (Street)  <b>CHICAGO, IL 60602</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>GrubHub Inc. [ GRUB ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>7/31/2020</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="margin-left: 100px;"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span> <b>CEO</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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	7/31/2020		S <sup>(1)</sup>		1000	D	\$71.50	10272	I	By Holly R. Maloney Revocable Trust <sup>(2)</sup>
Common Stock	8/1/2020		M		1636	A	<sup>(3)</sup>	49844	D	
Common Stock	8/1/2020		F <sup>(4)</sup>		714	D	\$72.24	49130	D	
Common Stock	8/1/2020		M		3007	A	<sup>(3)</sup>	52137	D	
Common Stock	8/1/2020		F <sup>(4)</sup>		1312	D	\$72.24	50825	D	
Common Stock	8/1/2020		M		2777	A	<sup>(3)</sup>	53602	D	
Common Stock	8/1/2020		F <sup>(4)</sup>		1211	D	\$72.24	52391	D	
Common Stock	8/1/2020		M		4093	A	<sup>(3)</sup>	56484	D	
Common Stock	8/1/2020		F <sup>(4)</sup>		1785	D	\$72.24	54699	D	
Common Stock								44225	I	By Matthew M. Maloney Revocable Trust <sup>(2)</sup>

**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	<sup>(5)</sup>	8/1/2020		M		1636		<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	1636	\$0.00	9817	D	
Restricted Stock Units	<sup>(5)</sup>	8/1/2020		M		3007		<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	3007	\$0.00	18039	D	
Restricted Stock Units	<sup>(5)</sup>	8/1/2020		M		2777		<sup>(8)</sup>	<sup>(8)</sup>	Common Stock	2777	\$0.00	27764	D	
Restricted Stock Units	<sup>(5)</sup>	8/1/2020		M		4093		<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	4093	\$0.00	57297	D	

**Explanation of Responses:**

- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan.
- (2) Mr. Maloney disclaims beneficial ownership of these securities except to the extent of his interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

- (3) One share of common stock was issued upon the vesting of each Restricted Stock Unit ("RSU").
- (4) Represents shares of common stock withheld to cover tax obligations upon the vesting of RSUs.
- (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.
- (6) On February 9, 2017, Mr. Maloney was granted 78,534 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.
- (7) On February 12, 2018, Mr. Maloney was granted 48,104 RSUs, 25% of which vested on February 1, 2019 and the remainder of which vested or 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 his continued status as a service provider.
- (8) On February 11, 2019, Mr. Maloney was granted 44,422 RSUs, 25% of which vested on February 1, 2020 and the remainder of which vested or 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 his continued status as a service provider.
- (9) On February 8, 2020, Mr. Maloney was granted 65,482 RSUs, all of which vested or will vest in equal amounts for 16 consecutive quarters on May 1, August 1, November 1 and February 1 of each year, subject to his continued status as a service provider.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maloney Matthew M. C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602	X		CEO	

**Signatures**

/s/ Margo Drucker, as Attorney-in-Fact for Matthew M. Maloney

8/4/2020

\*\*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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