

FORM 4

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

OMB APPROVAL
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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

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person * Coppola Barbara Martin (Last) (First) (Middle) 111 W. WASHINGTON STREET, SUITE 2100 (Street) CHICAGO, IL 60602 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol GrubHub Inc. [GRUB] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Marketing Officer |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/1/2018</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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 | 1/1/2018 | | M | | 729 | A | (1) | 6756 | D | |
| Common Stock | 1/1/2018 | | F (2) | | 275 | D | \$71.80 | 6481 | D | |
| Common Stock | 1/2/2018 | | M (3) | | 1458 | A | \$24.20 | 7939 | D | |
| Common Stock | 1/2/2018 | | S (3) | | 4755 | D | \$70.925 (4) | 3184 | 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) | 1/1/2018 | | M | | 729 | | (6) | (6) | Common Stock | 729 | \$0.00 | 17500 | D | |
| Stock Options (Right to Buy) | \$24.20 | 1/2/2018 | | M (3) | | 1458 | | (7) | 12/31/2025 | Common Stock | 1458 | \$0.00 | 34999 | D | |

Explanation of Responses:

- (1) One share of common stock was issued upon the vesting of each Restricted Stock Unit ("RSU").
- (2) Represents shares of common stock withheld to cover tax obligations upon the vesting of RSUs.
- (3) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$70.32 to \$71.68, 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.
- (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 December 31, 2015, the Reporting Person was granted 34,998 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.
- (7) On December 31, 2015, the Reporting Person was granted 69,996 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 |
| Coppola Barbara Martin | | | | |

| | | | | |
|---|--|--|-------------------------|--|
| 111 W. WASHINGTON STREET SUITE 2100 CHICAGO, IL 60602 | | | Chief Marketing Officer | |
|---|--|--|-------------------------|--|

Signatures

/s/ Margo Drucker, as Attorney-in-Fact for Barbara Martin Coppola

1/3/2018

**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.