

FORM 4

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

OMB APPROVAL
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[X] Check this box if no longer
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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)	
Maloney Matthew M.		GrubHub Inc. [GRUB]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) CEO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O GRUBHUB INC., 111 W. WASHINGTON STREET, SUITE 2100		6/15/2021			
(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)	Price			
Common Stock	6/15/2021		D		22194 (1)	D	\$0.00 (1)	0	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	\$0.00 (2)	6/15/2021		D		9020		(3)	(3)	Common Stock	9020	\$0.00 (3)	0	D	
Restricted Stock Units	\$0.00 (2)	6/15/2021		D		19435		(3)	(3)	Common Stock	19435	\$0.00 (3)	0	D	
Restricted Stock Units	\$0.00 (2)	6/15/2021		D		45019		(3)	(3)	Common Stock	45019	\$0.00 (3)	0	D	
Restricted Stock Units	\$0.00 (2)	6/15/2021		D		100301		(3)	(3)	Common Stock	100301	\$0.00 (3)	0	D	
Stock Option (Right to Buy)	\$6.18	6/15/2021		D		21300		(4)	11/16/2022	Common Stock	21300	(4)	0	D	
Stock Option (Right to Buy)	\$8.39	6/15/2021		D		50599		(4)	1/28/2023	Common Stock	50599	(4)	0	D	
Stock Option (Right to Buy)	\$8.39	6/15/2021		D		36178		(4)	3/12/2023	Common Stock	36178	(4)	0	D	
Stock Option (Right to Buy)	\$13.70	6/15/2021		D		225000		(4)	1/28/2024	Common Stock	225000	(4)	0	D	
Stock Option (Right to Buy)	\$24.20	6/15/2021		D		613999		(4)	12/31/2025	Common Stock	613999	(4)	0	D	
Stock Option (Right to Buy)	\$38.20	6/15/2021		D		198724		(4)	2/9/2027	Common Stock	198724	(4)	0	D	
Stock Option (Right to Buy)	\$86.70	6/15/2021		D		125556		(5)	2/12/2028	Common Stock	125556	(5)	0	D	
Stock Option (Right to Buy)	\$78.08	6/15/2021		D		110924		(6)	2/11/2029	Common Stock	110924	(6)	0	D	
Stock Option (Right to Buy)	\$50.56	6/15/2021		D		196445		(7)	2/8/2030	Common Stock	196445	(7)	0	D	

Explanation of Responses:

- In accordance with the methodology and exchange ratio set for in the merger agreement between GrubHub Inc., Checkers Merger Sub I, Inc., Checkers Merger Sub II, Inc. and Just Eat Takeaway.com N.V. ("Parent"), as amended (the "Merger Agreement") dated June 10, 2020, these shares were exchanged for American Depositary Shares of Parent ("Parent ADSs").
- Each Restricted Stock Unit ("RSU") represented a contingent right to receive a share of common stock or, at the option of the Compensation Committee, cash of equivalent value.

- (3) In accordance with the methodology and exchange ratio set forth in the Merger Agreement, these RSUs were assumed by Parent and converted into restricted stock units with respect to Parent ADSs, subject to the previously reported applicable vesting schedules.
- (4) This option, which was fully vested and exercisable, was assumed by Parent and converted, in accordance with applicable law and the methodology and exchange ratio set forth in the Merger Agreement, into an option to acquire Parent ADSs.
- (5) This option, which provided for vesting 25% on February 1, 2019 with the remainder vesting ratably over the 12 consecutive quarters thereafter on May 1, August 1, November 1 and February 1 of each year, was assumed by Parent and converted, in accordance with applicable law and the methodology and exchange ratio set forth in the Merger Agreement, into an option to acquire Parent ADSs subject to the foregoing vesting schedule.
- (6) This option, which provided for vesting 25% on February 1, 2020 with the remainder vesting ratably over the 12 consecutive quarters thereafter on May 1, August 1, November 1 and February 1 of each year, was assumed by Parent and converted, in accordance with applicable law and the methodology and exchange ratio set forth in the Merger Agreement, into an option to acquire Parent ADSs subject to the foregoing vesting schedule.
- (7) This option, which provided for vesting ratably on May 1, August 1, November 1 and February 1 of each year for 16 consecutive quarters, was assumed by Parent and converted, in accordance with applicable law and the methodology and exchange ratio set forth in the Merger Agreement, into an option to acquire Parent ADSs subject to the foregoing vesting schedule.

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

6/15/2021

**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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