

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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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						nbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
DeWitt Adam					C	GrubHub Inc. [GRUB]											
(Last) (First) (Middle)				3	3. Date of Earliest Transaction (MM/DD/YYYY)							Director10% Owner					
					0/5/2010							XOfficer (give title below)Other (specify below) President, CFO and Treasurer					
C/O GRUBHUB INC., 111 W. WASHINGTON STREET, SUITE 2100						8/6/2018							i resident, er	o and 1	reasurer		
WASHING			SUIT	E 210		70.								T 1 1/0	P.111		
	(St	reet)			4	. If A	mendr	ment, Date	Orig	ginal Fi	led (MM	/DD/YYYY)	6. Individual	or Joint/G	roup Filing	(Check Appl	icable Line)
CHICAGO, IL 60602													X_Form filed by One Reporting Person				
(City) (State) (Zip)												Form filed by More than One Reporting Person					
			Tabl	e I - N	on-D	erivat	tive Se	ecurities A	cqu	iired, D	Disposed	l of, or Ber	eficially Own	ed			
1. Title of Security (Instr. 3)							3. Trans. Cod				ired (A) or	5. Amount of Securities Beneficially Owned 6.			7. Nature		
					Execution Date, if any		(Instr. 8)	Disposed of (Instr. 3, 4 a				Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form:	of Indirect Beneficial	
						,	,			(,			(,			Direct (D)	Ownership (Instr. 4)
								Code	V	Amount	(A) or (D)	Price				(I) (Instr. 4)	(IIISU. 4)
Common Stock 8/6/2018					18			M (1)		1250	A	\$13.70	18916			D	
Common Stock 8/6/2018					18			M (1)		1500	A	\$37.21	20416			D	
Common Stock 8/6/2018					18			S (1)		4000	D	§126.447 (2)	16416		D		
	Tal	ble II - De	rivativ	e Seci	ırities	s Ben	eficial	ly Owned	(e.g	g., put	s, calls,	warrants,	options, conve	rtible sec	curities)	•	
1. Title of Derivate Security (Instr. 3)	Conversion or Exercise Price of Derivative		3A. De Execur Date, i	tion (4. Trans. Cod (Instr. 8)		de 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 Securities U Derivative S (Instr. 3 and	nderlying Security	8. Price of Derivative Security (Instr. 5)	Securities Beneficially Owned	Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security				Code	e V (A)	(A)	(D)		Date Exercisable	Expiratio Date	n Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
Stock Option (Right to Buy)	\$13.70	8/6/2018			M (1))		1250		<u>(3)</u>	1/28/202	4 Common Stock	1250	\$0.00	20250	D	
Stock Option (Right to Buy)	\$37.21	8/6/2018			M (1))		1500		<u>(4)</u>	1/7/2025	Common Stock	1500	\$0.00	23400	D	

Explanation of Responses:

- (1) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$125.77 to \$127.80, 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.
- (3) On January 28, 2014, the Reporting Person was granted 100,000 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 his continued status as a service provider.
- (4) On January 7, 2015, the Reporting Person was granted 29,400 options, 25% of which vested on January 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 his continued status as a service provider.

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
DeWitt Adam C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602			President, CFO and Treasurer				

/s/ Adam DeWitt	8/8/2018		
** 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.