

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 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 -* | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Habiger David C | | GrubHub Inc. [GRUB] | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| 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 | |
| (City) (State) (Zip) | | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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) | | | |
| Common Stock | 6/15/2021 | | D | | 4393 (1) | D | \$0.00 (1) | 0 | D |

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

| 1. Title of Derivative 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 | | | | |
| Stock Option (Right to Buy) | \$42.01 | 6/15/2021 | | D | | 17228 | (2) | 10/17/2026 | Common Stock | 17228 | (2) | 0 | D | | |
| Stock Option (Right to Buy) | \$103.09 | 6/15/2021 | | D | | 1896 | (2) | 5/24/2028 | Common Stock | 1896 | (2) | 0 | D | | |
| Stock Option (Right to Buy) | \$66.59 | 6/15/2021 | | D | | 4007 | (2) | 5/21/2029 | Common Stock | 4007 | (2) | 0 | D | | |
| Stock Option (Right to Buy) | \$57.43 | 6/15/2021 | | D | | 4967 | (2) | 5/19/2030 | Common Stock | 4967 | (2) | 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").
- 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Habiger David C C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602 | X | | | |

Signatures

/s/ Margo Drucker, as Attorney-in-Fact for David Habiger

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.

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.