

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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) ____ Director _____ 10% Owner ____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Marketing Officer
3. Date of Earliest Transaction (MM/DD/YYYY) 10/1/2017		6. Individual or Joint/Group Filing (Check Applicable Line) ____ <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ 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	10/1/2017		M		729	A	(1)	8875	D	
Common Stock	10/1/2017		F (2)		342	D	\$52.66	8533	D	
Common Stock	10/2/2017		M (3)		1459	A	\$24.20	9992	D	
Common Stock	10/2/2017		S (3)		1459	D	\$52.66	8533	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	(4)	10/1/2017		M			729	(5)	(5)	Common Stock	729	\$0.00	19687	D	
Stock Options (Right to Buy)	\$24.20	10/2/2017		M (3)			1459	(6)	12/31/2025	Common Stock	1459	\$0.00	39373	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) 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.
- (5) 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 has vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to his or her continued status as a service provider.
- (6) 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 has vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.

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

10/3/2017

—**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.