

# 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

[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

<b>1. Name and Address of Reporting Person *</b>  <b>Kucharski Brandt Walter</b>  (Last) (First) (Middle)  <b>C/O GRUBHUB INC., 111 W. WASHINGTON STREET, SUITE 2100</b>  (Street)  <b>CHICAGO, IL 60602</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>GrubHub Inc. [ GRUB ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  ___ Director ___ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below) <b>Prin. Acct. Officer/Controller</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/15/2021</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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			

**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 (1)	6/15/2021		D		774		(2)	(2)	Common Stock	774	\$0.00 (2)	0	D	
Restricted Stock Units	\$0.00 (1)	6/15/2021		D		1666		(2)	(2)	Common Stock	1666	\$0.00 (2)	0	D	
Restricted Stock Units	\$0.00 (1)	6/15/2021		D		5789		(2)	(2)	Common Stock	5789	\$0.00 (2)	0	D	
Restricted Stock Units	\$0.00 (1)	6/15/2021		D		4953		(2)	(2)	Common Stock	4953	\$0.00 (2)	0	D	
Restricted Stock Units	\$0.00 (1)	6/15/2021		D		930		(2)	(2)	Common Stock	930	\$0.00 (2)	0	D	
Restricted Stock Units	\$0.00 (1)	6/15/2021		D		4737		(2)	(2)	Common Stock	4737	\$0.00 (2)	0	D	
Stock Option (Right to Buy)	\$34.43	6/15/2021		D		9800		(3)	1/30/2025	Common Stock	9800	(3)	0	D	

**Explanation of Responses:**

- (1) 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.
- (2) 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 American Depositary Shares of Parent ("Parent ADSs"), subject to the previously reported applicable vesting schedules.
- (3) 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
<b>Kucharski Brandt Walter</b> <b>C/O GRUBHUB INC.</b> <b>111 W. WASHINGTON STREET, SUITE 2100</b> <b>CHICAGO, IL 60602</b>			<b>Prin. Acct. Officer/Controller</b>	

**Signatures**

/s/ Margo Drucker, as Attorney-in-Fact for Brandt W. Kucharski

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.