

# FORM 4

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

OMB APPROVAL  
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[ ] 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>Drucker Margo</b>  (Last) (First) (Middle)  <b>C/O GRUBHUB INC., 1065 AVENUE OF THE AMERICAS, 15TH FL</b>  (Street)  <b>NEW YORK, NY 10018</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>GrubHub Inc. [ GRUB ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>2/11/2019</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  ___ Director ___ 10% Owner ___ X ___ Officer (give title below) ___ Other (specify below) <b>SVP, Secretary, Gen Counsel</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  ___ X ___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
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**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				
<b>Stock Options (Right to Buy)</b>	<b>\$78.08</b>	<b>2/11/2019</b>		<b>A</b>		<b>23770</b>		<b>(1)</b>	<b>2/11/2029</b>	<b>Common Stock</b>	<b>23770</b>	<b>\$0.00</b>	<b>23770</b>	<b>D</b>	
<b>Restricted Stock Units</b>	<b>(2)</b>	<b>2/11/2019</b>		<b>A</b>		<b>9519</b>		<b>(3)</b>	<b>(3)</b>	<b>Common Stock</b>	<b>9519</b>	<b>\$0.00</b>	<b>9519</b>	<b>D</b>	

**Explanation of Responses:**

- (1) On February 11, 2019, the Reporting Person was granted 23,770 options, 25% of which will vest on February 1, 2020 and the remainder of which will vest in equal amounts for the 12 consecutive quarters thereafter on May 1, August 1, November 1 and February 1 of each year, subject to her continued status as a service provider.
- (2) Each Restricted Stock Unit ("RSU") represents a contingent right to receive a share of common stock, or at the option of the Compensation Committee, cash of equivalent value.
- (3) On February 11, 2019, the Reporting Person was granted 9,519 RSUs, 25% of which will vest on February 1, 2020 and the remainder of which will vest in equal amounts for the 12 consecutive quarters thereafter on May 1, August 1, November 1 and February 1 of each year, subject to her continued status as a service provider.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Drucker Margo C/O GRUBHUB INC. 1065 AVENUE OF THE AMERICAS, 15TH FL NEW YORK, NY 10018</b>			<b>SVP, Secretary, Gen Counsel</b>	

**Signatures**

/s/ Margo Drucker

2/13/2019

\*\* 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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