

# FORM 4

## 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 * <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)	2. Issuer Name and Ticker or Trading Symbol <b>GrubHub Inc. [ GRUB ]</b>	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) <b>SVP, Secretary, Gen Counsel</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>6/1/2017</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	6/1/2017		M (1)		1054	A	\$13.70	1554	D	
Common Stock	6/1/2017		M (1)		184	A	\$24.20	1738	D	
Common Stock	6/1/2017		S (1)		1238	D	\$43.55	500	D	
Common Stock	6/1/2017		M		792	A	(2)	1292	D	
Common Stock	6/1/2017		F (3)		293	D	\$43.71	999	D	
Common Stock	6/5/2017		S (1)		499	D	\$44.61	500	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	\$13.70	6/1/2017		M (1)		1054	(4)	1/28/2024	Common Stock	1054	\$0.00	22139	D	
Stock Options (Right to Buy)	\$24.20	6/1/2017		M (1)		184	(5)	12/31/2025	Common Stock	184	\$0.00	7695	D	
Restricted Stock Units	(6)	6/1/2017		M		792	(7)	(7)	Common Stock	792	\$0.00	24542	D	

#### Explanation of Responses:

- (1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) One share of common stock was issued upon the vesting of each Restricted Stock Unit ("RSU").
- (3) Represents shares of common stock withheld to cover tax obligations upon the vesting of RSUs.
- (4) The option vested and became exercisable as to 25% of the underlying shares on February 1, 2016 and has vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.
- (5) The option vested and became exercisable as to 25% of the underlying shares on January 1, 2017 and has vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.
- (6) 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.
- (7) On December 31, 2015, the reporting person was granted 38,000 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.

#### Reporting Owners

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

### Signatures

/s/ Margo Drucker

6/5/2017

—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.

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