

# 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 *<br><b>Drucker Margo</b><br><br>(Last) (First) (Middle)<br><b>C/O GRUBHUB INC., 1065 AVENUE<br/>OF THE AMERICAS, 15TH FL</b><br><br>(Street)<br><b>NEW YORK, NY 10018</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>GrubHub Inc. [ GRUB ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>____ Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>SVP, Secretary, Gen Counsel</b> |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>10/1/2017</b>   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |         | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|---------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price   |   |   |   |
| Common Stock                       | 10/1/2017      |   | M                            |   | 791   | A             | (1)     | 891   | D   |   |
| Common Stock                       | 10/1/2017      |   | F (2)                        |   | 293   | D             | \$52.66 | 598   | D   |   |
| Common Stock                       | 10/2/2017      |   | M (3)                        |   | 1055  | A             | \$13.70 | 1653  | D   |   |
| Common Stock                       | 10/2/2017      |   | M (3)                        |   | 183   | A             | \$24.20 | 1836  | D   |   |
| Common Stock                       | 10/2/2017      |   | S (3)                        |   | 1238  | D             | \$52.66 | 598   | D   |   |
| Common Stock                       | 10/3/2017      |   | S (3)                        |   | 498   | D             | \$53.57 | 100   | D   |   |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) |      | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|---|------|--|--------------------|--|----------------------------------|---|--|---|--|
|  |  |                   |   | Code                            | V | (A)   | (D)  | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |  |   |  |
| Restricted Stock<br>Units                      | (4)  | 10/1/2017         |   | M                               |   |   | 791  | (5)  | (5)                | Common<br>Stock  | 791                              | \$0.00  | 21376  | D   |  |
| Stock Options<br>(Right to Buy)                | \$13.70  | 10/2/2017         |   | M (3)                           |   |   | 1055 | (6)  | 1/28/2024          | Common<br>Stock  | 1055                             | \$0.00  | 17922  | D   |  |
| Stock Options<br>(Right to Buy)                | \$24.20  | 10/2/2017         |   | M (3)                           |   |   | 183  | (7)  | 12/31/2025         | Common<br>Stock  | 183                              | \$0.00  | 6962   | 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 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, subject to his or her continued status as a service provider.
- (6) On January 28, 2014, the Reporting Person was granted 50,600 options, 25% of which vested on February 1, 2016 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.
- (7) On December 31, 2015, the Reporting Person was granted 8,799 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, subject to his or her continued status as a service provider.

Reporting Owners

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

Signatures

/s/ Margo Drucker

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.

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