

GrubHub Inc.
Form 4/A
April 22, 2014

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zabusky Jonathan

(Last) (First) (Middle)

C/O GRUBHUB INC., 1065 AVENUE OF THE AMERICAS, 15TH FL.

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GrubHub Inc. [GRUB]

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
04/11/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 04/03/2014 ⁽¹⁾ | | M | 149,580 A \$ 3.8 | 202,835 | D | |
| Common Stock | 04/03/2014 ⁽¹⁾ | | F | 74,580 D \$ 26 ⁽²⁾ | 128,255 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 3.8 | 04/03/2014 ⁽¹⁾ | | M | 149,580 | ⁽³⁾ 09/13/2021 | | Common Stock | 149,580 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Zabusky Jonathan C/O GRUBHUB INC. 1065 AVENUE OF THE AMERICAS, 15TH FL. NEW YORK, NY 10018 | X | | President | |

Signatures

/s/ Adam DeWitt as Attorney-in-Fact for Jonathan Zabusky
04/22/2014

 Signature of Reporting Person

 Date

Explanation of Responses:

- * 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).
- (1) This Form 4/A is filed to amend the transaction date for the exercise of the option to 04/03/2014 from previously reported 04/09/2014.
- (2) This Form 4/A is filed to amend the value of the shares withheld at the time of exercise to \$26.00 from previously reported \$35.31 to accurately reflect the market price of the shares on the correct transaction date of the option exercise.
The option became exercisable as to 250,000 shares on June 6, 2012, of which 50,000 shares were exercised prior to April 3, 2014. Beginning on July 6, 2012 and continuing monthly until March 6, 2015, the option vested or will vest in equal amounts, representing 1/48
- (3) of the total number of shares covered by the option, except that the final vest, occurring on April 6, 2015, will be an option for 20,833 shares. On February 8, 2014, 25% of the portion of the option that would have remained unvested on August 8, 2014 became exercisable. All vesting of Mr. Zabusky's option is subject to his continued status as an employee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.