

Coppola Barbara Martin
 Form 4
 November 03, 2017

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 *
 Coppola Barbara Martin

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 111 W. WASHINGTON STREET, SUITE 2100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Marketing Officer

CHICAGO, IL 60602

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/01/2017 | | M | | 729 | A | 11 |
| Common Stock | 11/01/2017 | | F ⁽²⁾ | | 342 | D | \$ 60.83 |
| Common Stock | 11/01/2017 | | M ⁽³⁾ | | 1,458 | A | \$ 24.2 |
| Common Stock | 11/01/2017 | | S ⁽³⁾ | | 1,458 | D | \$ 61.1 |
| Common Stock | 11/02/2017 | | M | | 16,349 | A | \$ 39.7 |

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| | | | | | | | | |
|-----------------|------------|--|---|--------|---|----------------------|-------|---|
| Common Stock | 11/02/2017 | | S | 16,349 | D | \$ 60.4836 (4) | 8,920 | D |
|-----------------|------------|--|---|--------|---|----------------------|-------|---|

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

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. SEC 1474 (9-02)

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 |
| Restricted Stock Units | (5) | 11/01/2017 | | M | 729 | (6) (6) | Common Stock 729 |
| Stock Options (Right to Buy) | \$ 24.2 | 11/01/2017 | | M(3) | 1,458 | (7) 12/31/2025 | Common Stock 1,458 |
| Stock Options (Right to Buy) | \$ 39.7 | 11/02/2017 | | M | 16,349 | (8) 05/12/2025 | Common Stock 16,349 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Coppola Barbara Martin 111 W. WASHINGTON STREET SUITE 2100 CHICAGO, IL 60602 | | | Chief Marketing Officer | |

Signatures

/s/ Margo Drucker, as Attorney-in-Fact for Barbara Martin
Coppola

11/03/2017

__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) 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.
The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$60.09 to \$61.06, inclusive. The reporting person undertakes to provide GrubHub Inc., any security holder of GrubHub Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (5) 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.
On December 31, 2015, the Reporting Person was granted 34,998 RSUs, 25% of which vested on January 1, 2017 and the remainder of
- (6) 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 69,996 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.
On May 12, 2015, the Reporting Person was granted 56,054 options, 1/24th of which vested on May 1, 2017 and the remainder of which
- (8) has vested or will vest in equal amounts on the first calendar day of the month for the 23 consecutive months thereafter, subject to his or her continued status as a service provider.

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.