

GrubHub Inc.
Form 3/A
April 11, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF 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

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Maloney Matthew M.

(Last) (First) (Middle)

C/O GRUBHUB INC.,Â 111 W.
WASHINGTON STREET,
SUITE 2100

(Street)

CHICAGO,Â ILÂ 60602

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/03/2014

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner

☒ Officer ☐ Other

(give title below) (specify below)

See Remarks

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

04/03/2014

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 Beneficially Owned

1.Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

648,522

I

Matthew M. Maloney Revocable
Trust (1) (4)

Common Stock

1,258,896

I

Maloney Children's 2014 Exempt
Trust (2) (4)

Common Stock

635,806

I

Holly R. Maloney Revocable
Trust (3) (4)

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maloney Matthew M. C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602	Â X	Â	Â See Remarks	Â

Signatures

/s/ Margo Drucker as Attorney-in-Fact for Matthew
Maloney

04/11/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The Matthew M. Maloney Revocable Trust is a grantor retained revocable trust that was formed on December 20, 2013.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the

(2) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the

(3) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

This amendment was made to accurately reflect the distribution of the shares beneficially owned by Mr. Maloney among the Matthew M.

(4) Maloney Revocable Trust, the Maloney Children's 2014 Exempt Trust and the Holly R. Maloney Revocable Trust. While the amount beneficially owned through each trust has been amended, the total amount beneficially owned by Mr. Maloney remains unchanged.

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Remarks:

ChiefÂ ExecutiveÂ OfficerÂ andÂ Director

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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