Coppola Barbara Martin Form 4 August 03, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

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0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

See Instruction

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)	3. Date of Earliest Transaction	(1 11 11 11 11 11 11 11 11 11 11 11 11 1			
111 W. WASHINGTON STREET, SUITE 2100			(Month/Day/Year) 08/01/2017	Director 10% Owner _X Officer (give title Other (specify below) Chief Marketing Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHICAGO, IL 60602			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			ispose 4 and (A) or		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	(D)	Price	(moure and r)		
Common Stock	08/01/2017		M	729	A	<u>(1)</u>	8,985	D	
Common Stock	08/01/2017		F(2)	342	D	\$ 47.22	8,643	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)	4. Transacti Code (Instr. 8)	5. Number onof 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)		8. Price Deriva Securit (Instr. :
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	08/01/2017	M	729	<u>(4)</u>	<u>(4)</u>	Common Stock	729	\$ (

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

08/03/2017 Date

**Signature of Reporting Person

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) 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.
- (4) On December 31, 2015, the Reporting Person was granted 34,998 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 of the month for the 36 consecutive months thereafter.

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.

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