

Belousova Maria  
Form 4  
September 06, 2017

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Belousova Maria

(Last) (First) (Middle)

C/O GRUBHUB INC., 5 BRYANT  
PARK, 15TH FLOOR

(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)  
09/01/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chief Technology Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 09/01/2017                              |                                                             | M                                       | 857 A                                                                   | 857                                                                                                                | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/01/2017                              |                                                             | F <sup>(2)</sup>                        | 479 D                                                                   | \$ 378<br>56.06                                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/01/2017                              |                                                             | M <sup>(3)</sup>                        | 1,042 A                                                                 | \$ 13.7 1,420                                                                                                      | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/01/2017                              |                                                             | M <sup>(3)</sup>                        | 1,266 A                                                                 | \$ 24.2 2,686                                                                                                      | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/01/2017                              |                                                             | S <sup>(3)</sup>                        | 2,308 D                                                                 | \$ 378<br>57.09                                                                                                    | D                                                                    |                                                                   |

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Common Stock      09/06/2017      S<sup>(3)</sup>      378      D      \$ 56.66      0      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 (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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units                     | (4)                                                    | 09/01/2017                           |                                                    | M                              | 857                                                                            | (5) (5)                                                  | Common Stock                                                  | 857                           |
| Stock Options (Right to Buy)               | \$ 13.7                                                | 09/01/2017                           |                                                    | M <sup>(3)</sup>               | 1,042                                                                          | (6) 01/28/2024                                           | Common Stock                                                  | 1,042                         |
| Stock Options (Right to Buy)               | \$ 24.2                                                | 09/01/2017                           |                                                    | M <sup>(3)</sup>               | 1,266                                                                          | (7) 12/31/2025                                           | Common Stock                                                  | 1,266                         |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships                             |
|----------------------------------------------------------------------------------------|-------------------------------------------|
|                                                                                        | Director    10% Owner    Officer    Other |
| Belousova Maria<br>C/O GRUBHUB INC.<br>5 BRYANT PARK, 15TH FLOOR<br>NEW YORK, NY 10018 | Chief Technology Officer                  |

## Signatures

/s/ Margo Drucker, as Attorney-in-Fact for Maria  
Belousova

09/06/2017

\_\_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.
- (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.

On January 8, 2016, the Reporting Person was granted 41,138 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.

On January 28, 2014, the Reporting Person was granted 50,000 options, 25% of which vested on February 1, 2015 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.

On December 31, 2015, the Reporting Person was granted the net of 60,786 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.

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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