Edgar Filing: Richman Keith - Form 4

Richman Keit Form 4	th											
October 13, 2	017											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									PPROVAL			
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287				
Check this box										Expires:	January 31,	
if no longe subject to Section 16 Form 4 or	5. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated a burden hou	Estimated average burden hours per response 0.5		
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 1	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							on			
(Print or Type R	esponses)											
Richman Keith Symbo			Symbol	2. Issuer Name and Ticker or Trading ymbol GrubHub Inc. [GRUB]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check				ck all applicable	c all applicable)				
	IUB INC., 111 ON STREET,		(Month/Da 10/11/20	ay/Year)					X Director Officer (give below)		b Owner er (specify	
					ndment, Date Original th/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
CHICAGO,	IL 60602									More than One Ro		
(City)	(State)	(Zip)	Table	e I - Non-	-De	rivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any		Code (Instr. 8	3)	4. Securi nAcquired Disposed (Instr. 3, Amount	I (A) c I of (D 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)	
Common Stock	10/11/2017			М		139	A	<u>(1)</u>	694	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		8. Price Derival Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	10/11/2017		М	139	(3)	(3)	Common Stock	139	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Richman Keith C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602	Х					
Signatures						
/s/ Margo Drucker, as Attorney-in-Fact for Keith Richman		10/13/20)17			
** Signature of Reporting Person		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").
- Each RSU represents a contingent right to receive a share of common stock or, at the option of the Compensation Committee, cash of (2)equivalent value.
- On May 11, 2017, the Reporting Person was granted 1,667 RSUs, which has vested or will vest in equal amounts on the 11th calendar (3) day of each month for the 12 consecutive months beginning on June 11, 2017, 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.