

Maloney Matthew M.  
Form 4  
March 05, 2018

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Maloney Matthew M.

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/12/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) CEO

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 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                    | 03/01/2018                           |                                                    | M                              |                                                                   | 1,636  | A <u>11</u>      | 4,116                                                                                         | D                                                        |                                                       |
| Common Stock                    | 03/01/2018                           |                                                    | <u>F</u> <sup>(2)</sup>        |                                                                   | 725    | D \$ 97.55       | 3,391                                                                                         | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                  | 30,512                                                                                        | I                                                        | By Maloney 2016 Exempt Trust <sup>(3)</sup>           |
| Common                          |                                      |                                                    |                                |                                                                   |        |                  | 34,523                                                                                        | I                                                        | By                                                    |

# Edgar Filing: Maloney Matthew M. - Form 4

Stock

Matthew  
M.  
Maloney  
Revocable  
Trust <sup>(3)</sup>

Common  
Stock

31,272 I

By Holly R.  
Maloney  
Revocable  
Trust <sup>(3)</sup>

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                    |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|-----------------|------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                              | Expiration<br>Date | Title           | Amount<br>Underlying<br>Securities |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 86.7                                                            | 02/12/2018                              |                                                             | A                                    |                                                                                                        | 125,556                                                        |     | <u>(4)</u>                                                       | 02/12/2028         | Common<br>Stock | 125,556                            |
| Restricted<br>Stock<br>Units                        | <u>(5)</u>                                                         | 02/12/2018                              |                                                             | A                                    |                                                                                                        | 48,104                                                         |     | <u>(6)</u>                                                       | <u>(6)</u>         | Common<br>Stock | 48,104                             |
| Restricted<br>Stock<br>Units                        | <u>(5)</u>                                                         | 03/01/2018                              |                                                             | M                                    |                                                                                                        | 1,636                                                          |     | <u>(7)</u>                                                       | <u>(7)</u>         | Common<br>Stock | 1,636                              |

## 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

X

CEO

## Signatures

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

03/05/2018

\_\_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.

Mr. Maloney disclaims beneficial ownership of these securities except to the extent of his interest therein, and the inclusion of these  
(3) shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

The option will vest and become exercisable as to 25% of the underlying shares on February 1, 2019 and will vest in equal amounts for  
(4) the 12 consecutive quarters thereafter on May 1, August 1, November 1 and February 1 of each year, subject to his continued status as a service provider.

(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.

(6) The RSUs will vest as to 25% on February 1, 2019 and will vest in equal amounts for the 12 consecutive quarters thereafter on May 1, August 1, November 1 and February 1 of each year, subject to his continued status as a service provider.

On February 9, 2017, Mr. Maloney was granted 78,534 RSUs, 25% of which vested on February 1, 2018 and the remainder of which  
(7) vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to his 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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