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GrubHub In Form 4	nc.									
May 13, 20							OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287		
if no lo		MENT OF	CHANGES IN		Number: Expires:	January 31, 2005				
subject Section Form 4 Form 5 obligati may co <i>See</i> Ins 1(b).	in 16. or ^{ions} Section 17/	rsuant to Se (a) of the Pu	SECUE ction 16(a) of the ablic Utility Hol f the Investment	RITIES ne Securi ding Cor	ties Exchar npany Act	Estimated burden ho response n	urs per			
(Print or Type	e Responses)									
1. Name and Address of Reporting Person <u>*</u> Frink Lloyd D			2. Issuer Name and Symbol GrubHub Inc. [C		Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			Date of Earliest T	_		(Check all applicable)				
	BHUB INC., 111 GTON STREET, S	W. C	Month/Day/Year))5/11/2016			X Director Officer (give below)		% Owner her (specify		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CHICAGO	D, IL 60602					Form filed by M Person	fore than One R	Reporting		
(City)	(State)	(Zip)	Table I - Non-l	Derivative	Securities A	cquired, Disposed of	f, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution D any		Disposed (Instr. 3,	(A) or of (D)	SecuritiesFBeneficially(Owned(6. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	eport on a separate line	e for each clas	s of securities bene	ficially ow	ned directly o	or indirectly.				
				inforr requi	nation cont red to respo ays a currer	pond to the collec ained in this form and unless the form atly valid OMB con	are not n	SEC 1474 (9-02)		
	Tab		tive Securities Acq uts, calls, warrants			Beneficially Owned securities)				
		saction Date (/Day/Year)	3A. Deemed Execution Date, if	4. Transact	5. Number iotof Derivati	6. Date Exercisab ve Expiration Date		. Title and Amount of 8 Inderlying Securities D		

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Security (Instr. 3)	or Exercise ar Price of (N Derivative Security		th/Day/Year)	Year) Code Securities Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ired r osed of . 3, 4,	(Month/Day/Year)		(Instr. 3 and 4)		Sec (In:
				Code Y	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 24.85	05/11/2016		А	8,29	3	<u>(1)</u>	05/11/2026	Common Stock	8,293	
Reporting Owners											
	Reporting Owner Name / Address				Relation % Owne	-	cer Other				
111 W. W	BHUB INC.	N STREET, SUITE 2	2100 ×	X							
Signa											
-		Attorney-in-Fact for	Lloyd	05.	/13/201	6					
	**Signature o	f Reporting Person			Date						
Fynla	nation o	of Response	26.								

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) On the eleventh calendar day of each month for twelve consecutive months beginning June 11, 2016, the option will vest in equal amounts, subject to Mr. Frink's 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.