

GrubHub Inc.
Form 4
August 08, 2016

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 *
MCANDREWS BRIAN P

(Last) (First) (Middle)

C/O GRUBHUB INC., 111 W.
WASHINGTON ST., STE 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)
08/04/2016

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)

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	08/04/2016		S		25,000	D \$ 38.7543 ⁽¹⁾ ⁽²⁾	24,440	I	By Spiral I Irrevocable Trust of 2014 ⁽³⁾
Common Stock	08/04/2016		S		25,000	D \$ 38.7857 ⁽¹⁾ ⁽⁴⁾	24,441	I	By Spiral V Irrevocable Trust of 2014 ⁽³⁾
Common Stock	08/05/2016		M		26,000	A \$ 3.8	26,000	D	
Common	08/05/2016		S		26,000	D \$	0	D	

Stock 38.6802
(1) (5)

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

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(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 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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.8	08/05/2016		M	26,000	(6) 10/13/2021	Common Stock	26,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCANDREWS BRIAN P C/O GRUBHUB INC. 111 W. WASHINGTON ST., STE 2100 CHICAGO, IL 60602	X

Signatures

/s/ Margo Drucker, as Attorney-in-Fact for Brian P.
McAndrews

08/08/2016

**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).

The price reported is a weighted average price. The Reporting Person undertakes to provide Grubhub Inc., any security holder of Grubhub Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Column 4.

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- (2) The shares were sold in multiple transactions at prices ranging from \$38.75 to \$38.86, inclusive.
- (3) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) The shares were sold in multiple transactions at prices ranging from \$38.77 to \$38.83, inclusive.
- (5) The shares were sold in multiple transactions at prices ranging from \$38.49 to \$38.82, inclusive.
- (6) This option is fully vested and exercisable.

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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