

Maloney Matthew M.
Form 4
January 04, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
01/02/2018

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 and President

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	12/22/2017		G ⁽¹⁾	V	6,987	D	\$ 0	68,898	I	By Matthew M. Maloney Revocable Trust ⁽²⁾
Common Stock	01/02/2018		S ⁽³⁾		9,375	D	\$ 71.0638 ⁽⁴⁾	59,523	I	By Matthew M. Maloney Revocable

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Common Stock	01/02/2018	S ⁽³⁾	6,250	D	\$ 70.9284 (4)	49,262	I	Trust ⁽²⁾ By Maloney 2016 Exempt Trust ⁽²⁾
Common Stock	01/02/2018	S ⁽³⁾	34,375	D	\$ 70.9318 (4)	31,272	I	By Holly R. Maloney Revocable Trust ⁽²⁾
Common Stock	01/04/2018	S ⁽³⁾	6,250	D	\$ 72.1168 (4)	53,273	I	By Matthew M. Maloney Revocable Trust ⁽²⁾

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 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
X CEO and President

Maloney Matthew M.
C/O GRUBHUB INC.
111 W. WASHINGTON STREET, SUITE 2100
CHICAGO, IL 60602

Signatures

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

01/04/2018

____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) Represents shares of common stock that Mr. Maloney donated as an irrevocable charitable gift to a donor advised fund.

Mr. Maloney disclaims beneficial ownership of these securities except to the extent of his interest therein, and the inclusion of these
(2) 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.

(3) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Maloney.

The prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$70.31 to \$71.80 on January 2, 2018 and from \$72.00 to \$72.60 on January 4, 2018, inclusive. Mr. Maloney undertakes to provide the Issuer, any
(4) security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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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