

Chia Stanley
Form 4
May 03, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chia Stanley

(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)
05/01/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	05/01/2018		M		1,215	A	<u>11</u>	2,194	D
Common Stock	05/01/2018		<u>F</u> ⁽²⁾		539	D	\$ 92.65	1,655	D
Common Stock	05/01/2018		M		545	A	<u>11</u>	2,200	D
Common Stock	05/01/2018		<u>F</u> ⁽²⁾		242	D	\$ 92.65	1,958	D
Common Stock	05/01/2018		<u>M</u> ⁽³⁾		1,168	A	\$ 39.7	3,126	D

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Common Stock	05/01/2018	M ⁽³⁾	1,380	A	\$ 38.2	4,506	D
Common Stock	05/01/2018	S ⁽³⁾	2,548	D	\$ 93.9858 ⁽⁴⁾	1,958	D
Common Stock	05/03/2018	S ⁽³⁾	979	D	\$ 94.45	979	D

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(5)</u>	05/01/2018		M	1,215	<u>(6)</u>	<u>(6)</u>	Common Stock 1,215
Restricted Stock Units	<u>(5)</u>	05/01/2018		M	545	<u>(7)</u>	<u>(7)</u>	Common Stock 545
Stock Options (Right to Buy)	\$ 39.7	05/01/2018		M ⁽³⁾	1,168	<u>(8)</u>	05/12/2025	Common Stock 1,168
Stock Options (Right to Buy)	\$ 38.2	05/01/2018		M ⁽³⁾	1,380	<u>(9)</u>	02/09/2027	Common Stock 1,380

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chia Stanley C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602			Chief Operating Officer	

Signatures

/s/ Margo Drucker, as Attorney-in-Fact for
Stanley Chia

05/03/2018

__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.
- (3) The transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

The prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$91.68 to \$96.07, inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the U.S.

- (4) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (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.
On December 31, 2015, the Reporting Person was granted 58,330 RSUs, 25% of which vested on January 1, 2017 and the remainder of
- (6) which 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.
On February 9, 2017, the Reporting Person was granted 26,178 RSUs, 25% of which vested on February 1, 2018 and the remainder of
- (7) which 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.
- (8) On May 12, 2015, the Reporting Person was granted 28,027 options, which vested or will vest in equal amounts on the first calendar day of each month for the 24 consecutive months beginning on May 1, 2017, subject to his continued status as a service provider.
On February 9, 2017, the Reporting Person was granted 66,241 options, 25% of which vested on February 1, 2018 and the remainder of
- (9) which 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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