

**GRUBHUB INC.**  
Reported by  
**MALONEY MATTHEW M.**

**FORM 3**  
(Initial Statement of Beneficial Ownership)

Filed 04/03/14 for the Period Ending 04/03/14

Address	1065 AVENUE OF THE AMERICAS NEW YORK, NY 10018
Telephone	646-527-7672
CIK	0001594109
Symbol	GRUB
Fiscal Year	12/31



**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership  (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Stock Option (right to buy)</b>	(6)	<b>1/28/2023</b>	<b>Common Stock</b>	<b>50599</b>	<b>\$8.40</b>	<b>D</b>	
<b>Stock Option (right to buy)</b>	(7)	<b>11/16/2022</b>	<b>Common Stock</b>	<b>32090</b>	<b>\$6.18</b>	<b>D</b>	
<b>Stock Option (right to buy)</b>	(8)	<b>4/23/2022</b>	<b>Common Stock</b>	<b>202560</b>	<b>\$2.00</b>	<b>D</b>	
<b>Stock Option (right to buy)</b>	(9)	<b>7/26/2022</b>	<b>Common Stock</b>	<b>32090</b>	<b>\$5.06</b>	<b>D</b>	

**Explanation of Responses:**

- (1) These shares were directly beneficially owned, but were contributed to a grantor retained revocable trust on December 20, 2013.
- (2) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (3) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (4) On February 1, 2016, the option will become exercisable as to 56,250 shares. On the first calendar day of each month for 36 consecutive months beginning on March 1, 2016, the option will vest as to 1/48 of the outstanding shares under the option. Vesting is subject to Mr. Maloney's continued status as an employee.
- (5) On the first calendar day of each month for three consecutive months beginning November 1, 2016, one-third of the total shares under the option will vest. Vesting is subject to Mr. Maloney's continued status as an employee.
- (6) If a public offering occurs and the reporting person has been contiuously employed with GrubHub Inc. through the date of the public offering, then the option will become exercisable as to 50,599 shares.
- (7) On the first calendar day of each month for three consecutive months beginning on August 1, 2016, one third of the total shares under the option will vest. Vesting is subject to Mr. Maloney's continued status as an employee.
- (8) On the first calendar day of each month beginning on May 1, 2013 through April 1, 2014, 1,239.16 shares under the option vested. On the first calendar day of each month beginning May 1, 2014 through January 1, 2015, 3,027.31 shares under the option will vest. On the first calendar day of each month beginning February 1, 2015 through March 1, 2016, 10,696.52 shares under the option will vest. On April 1, 2016, 10,692.98 shares under the option will vest. Vesting is subject to Mr. Maloney's continued status as an employee.
- (9) On the first calendar day of each month for three consecutive months beginning May 1, 2016, one-third of the total shares under the option will vest. Vesting is subject to Mr. Maloney's continued status as an employee.

**Remarks:**

Chief Executive Officer and Director

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Maloney Matthew M. C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602</b>	<b>X</b>		<b>See Remarks</b>	

**Signatures**

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

4/2/2014

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

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

FOR SECTION 16 REPORTING OBLIGATIONS

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Margo Drucker and Adam DeWitt, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding ordinary shares of GrubHub Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Form 3, 4 and 5 electronically with the SEC; (iii) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Power of Attorney and ratifies any such release of information; and (iv) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of the date first written above.

Signed and acknowledged:

/s/ Matthew Maloney

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Signature

Matthew Maloney

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Printed Name