

**GRUBHUB INC.**  
Reported by  
**ZABUSKY JONATHAN**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 12/11/14 for the Period Ending 12/10/14

Address	1065 AVENUE OF THE AMERICAS NEW YORK, NY 10018
Telephone	646-527-7672
CIK	0001594109
Symbol	GRUB
SIC Code	7389 - Business Services, Not Elsewhere Classified
Fiscal Year	12/31

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

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[ ] 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  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Zabusky Jonathan</b>			<b>GrubHub Inc. [ GRUB ]</b>			<input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			<b>12/10/2014</b>					
C/O GRUBHUB INC., 1065 AVENUE OF THE AMERICAS, 15TH FL			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	NEW YORK, NY 10018					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	12/10/2014		M		25000	A	\$3.80	78255	D	
Common Stock	12/10/2014		S	(1)	13700	D	\$32.7404 (2)	64555	D	
Common Stock	12/10/2014		S		11300	D	\$33.6657 (3)	53255	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$3.80	12/10/2014		M		25000	(4)	9/13/2021	Common Stock	25000	\$0.00	476619	D	

**Explanation of Responses:**

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 24, 2014.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$32.39 to \$33.35, inclusive. 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 footnotes (2) and (3) of this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.40 to \$34.18, inclusive.
- This option became exercisable as to 250,000 shares on June 6, 2012. Beginning on July 6, 2012 and continuing monthly until March 6, 2015, the option vested or will vest in equal amounts, representing 1/48 of the total number of shares covered by the option, except that

the final vest, occurring on April 6, 2015, will be an option for 10,416 shares. On February 8, 2014, 25% of the portion of the option that would have remained unvested on August 8, 2014 became exercisable. All vesting of Mr. Zabusky's option is subject to his continued status as an employee.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Zabusky Jonathan</b> <b>C/O GRUBHUB INC.</b> <b>1065 AVENUE OF THE AMERICAS, 15TH FL</b> <b>NEW YORK, NY 10018</b>	<b>X</b>		<b>President</b>	

### Signatures

/s/ Jonathan Zabusky

12/11/2014

Date

\*\* Signature of Reporting Person

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 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).

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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