

# GRUBHUB INC.

Reported by  
**DEWITT ADAM**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/22/14 for the Period Ending 12/22/14

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

# FORM 4

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

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## 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

<b>1. Name and Address of Reporting Person *</b>  <b>DeWitt Adam</b>  (Last) (First) (Middle)  <b>C/O GRUBHUB INC., 111 W. WASHINGTON STREET, SUITE 2100</b>  (Street)  <b>CHICAGO, IL 10018</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>GrubHub Inc. [ GRUB ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/22/2014</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  ___ Director ___ 10% Owner ___ <input checked="" type="checkbox"/> ___ Officer (give title below) ___ Other (specify below) <b>CFO and Treasurer</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  ___ <input checked="" type="checkbox"/> ___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  ___ <input checked="" type="checkbox"/> ___ 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. 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	12/22/2014		M		2000	A	\$1.99	2500	D	
Common Stock	12/22/2014		S (1)		2000	D	\$35.75	500	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)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	\$1.99	12/22/2014		M		2000	(2)	12/7/2021	Common Stock	2000	\$0.00	166470	D	

**Explanation of Responses:**

- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 3, 2014.
- (2) Beginning on November 7, 2011 and on the seventh calendar day of each month for 47 consecutive months thereafter, the option has vested or will vest in equal amounts, subject to Mr. DeWitt's continued status as an employee.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeWitt Adam C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100			CFO and Treasurer	

**Signatures**

/s/ Adam DeWitt

12/22/2014

\*\* Signature of Reporting Person

Date

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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