

GRUBHUB INC.
Reported by
SPERO BENJAMIN C.

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/11/14 for the Period Ending 04/09/14

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

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

1. Name and Address of Reporting Person * Spero Benjamin C. <small>(Last) (First) (Middle)</small> C/O SPECTRUM EQUITY, 333 MIDDLEFIELD ROAD, SUITE 200 <small>(Street)</small> MENLO PARK, CA 94025 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol GrubHub Inc. [GRUB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center" style="font-size: 1.2em;">4/9/2014</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	4/9/2014		C		8948546	A	(1)	8948546	I	See Footnotes (2) (3) (4)
Common Stock	4/9/2014		S		1342282	D	\$24.18	7606264	I	See Footnotes (4) (5)

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				
Series A Convertible Preferred Stock	(1)	4/9/2014		C		8948546	(1)	(1)	Common Stock	8948546 (2)	\$0.00	0	I	See Footnotes (2) (3) (4)

Explanation of Responses:

- (1) The Series A Convertible Preferred Stock is convertible at any time, at the holder's election, into GrubHub Inc. Common Stock on a one-for-one basis and automatically converts immediately prior to the closing of a qualified initial public offering and has no expiration date. GrubHub Inc. (the "Issuer") closed its initial public offering on April 9, 2014 (the "IPO").
- (2) The Series A Convertible Preferred Stock of the Issuer that converted into shares of Common Stock of the Issuer in connection with the IPO is held directly by entities affiliated with Spectrum Equity as follows: (i) 8,923,490 shares held by SEI VI Chow AIV, L.P. ("SEI VI"), the general partner of which is Spectrum Equity Associates VI, L.P., the general partner of which is SEA VI Management, LLC, over which Brion B. Applegate, William P. Collatos, Victor E. Parker, Christopher T. Mitchell, Benjamin C. Spero, James J. Quagliaroli and Randy J. Henderson exercise voting and dispositive power, (ii) 21,566 shares held by Spectrum VI Investment Managers' Fund, L.P. ("IMF VI"), the general partner of which is SEA VI Management, LLC, over which Brion B. Applegate, William P. Collatos, Victor E. Parker, Christopher T. Mitchell, Benjamin C. Spero, James J. Quagliaroli and Randy J. Henderson exercise voting and dispositive power, and

- (3) (Continued from Footnote 2). (iii) 3,490 shares held by Spectrum VI Co-Investment Fund, L.P. ("CIF VI" and together with SEI VI and IMF VI, the "Spectrum Funds"), the general partner of which is SEA VI Management, LLC, over which Brion B. Applegate, William P. Collatos, Victor E. Parker, Christopher T. Mitchell, Benjamin C. Spero, James J. Quagliaroli and Randy J. Henderson exercise voting and dispositive power.
- (4) Mr. Benjamin C. Spero, a reporting person and director of the Issuer, exercises voting and dispositive power over the Spectrum Funds and may be deemed to have shared voting and investment power over the shares held by the entities affiliated with Spectrum Equity. Mr. Spero disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in the shares. Mr. Spero does not directly own any shares of common stock of the Issuer.
- (5) The sale of the Common Stock by the Spectrum Funds in the IPO occurred as follows: (i) 1,338,523 shares were sold by SEI VI; (ii) 3,235 shares were sold by IMF VI; and (iii) 524 shares were sold by CIF VI.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spero Benjamin C. C/O SPECTRUM EQUITY 333 MIDDLEFIELD ROAD, SUITE 200 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Benjamin C. Spero

4/11/2014

** 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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