GrubHub Inc. Form 4 March 04, 2015

## FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

(Middle)

(Zin)

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

**SECURITIES** 

0.5

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Zabusky Jonathan

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

03/03/2015

GrubHub Inc. [GRUB]

(Check all applicable)

C/O GRUBHUB INC., 1065

(First)

(Street)

(State)

3. Date of Earliest Transaction (Month/Day/Year)

10% Owner Other (specify X\_ Officer (give title

AVENUE OF THE AMERICAS, 15TH FL

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

\_X\_\_ Director

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

President

below)

NEW YORK, NY 10018

(City)	(State)	Tak	ole I - Non-	Derivative	Secur	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4	ed of (	`	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)
Common Stock	03/03/2015		M(1)	25,000	A	\$ 3.8	78,255	D	
Common Stock	03/03/2015		S <u>(1)</u>	25,000	D	\$ 43.5893 (2)	53,255	D	

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

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# 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. Transactio Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.8	03/03/2015		M(1)	25,000	(3)	09/13/2021	Common Stock	25,000

## **Reporting Owners**

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

### **Signatures**

/s/ Jonathan
Zabusky

\*\*Signature of Reporting Person

O3/04/2015

### **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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$43.12 to \$44.10, 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 range.
  - 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
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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