GrubHub Inc.
Form 3
January 04, 2017

# FORM 3

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

OMB APPROVAL

| | |
|---|---|
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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Belousova Maria

(Last) (First) (Middle)

C/O GRUBHUB INC.,Â 5 BRYANT PARK, 15TH FLOOR

(Street)

NEW YORK,Â NYÂ 10018

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
01/01/2017

3. Issuer Name **and** Ticker or Trading Symbol
GrubHub Inc. [GRUB]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chief Technology Officer

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

## Table I - Non-Derivative Securities Beneficially Owned

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| Common Stock | 0 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|
| | | Title | | | |

| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|---|---|---|---|---|---|---|
| Stock Option (Right to Buy) | Â (1) | 01/28/2024 | Common Stock | 19,791 | $ 13.7 | D | Â |
| Stock Option (Right to Buy) | Â (2) | 01/30/2025 | Common Stock | 15,000 | $ 34.43 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 12/31/2025 | Common Stock | 60,786 | $ 24.2 | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 41,138 | $ (5) | D | Â |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Belousova Maria<br>C/O GRUBHUB INC.<br>5 BRYANT PARK, 15TH FLOOR<br>NEW YORK,Â NYÂ 10018 | Â | Â | Â Chief Technology Officer | Â |

# Signatures

| | |
|---|---|
| /s/ Lauren Lipson, as Attorney-in-Fact for Maria Belousova | 01/04/2017 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

***** 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).

**(1)** The reporting person was granted 50,000 options on January 28, 2014. The options vested and became exercisable as to 25% of the underlying shares on February 1, 2015 and the remaining options have vested or will vest in equal amounts on the first calendar day of the month for the consecutive 36 months thereafter. The reporting person previously exercised an aggregate of 30,209 options and sold the underlying shares.

**(2)** Represents options granted on January 30, 2015. The options vested and became exercisable as to 3,750 shares on February 1, 2016 and the remaining options have vested or will vest in equal amounts on the first calendar day of the month for the consecutive 36 months thereafter.

**(3)** Represents options granted on December 31, 2015. The options will vest and become exercisable as to 25% of the underlying shares on January 1, 2017 and the remaining options vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.

**(4)** Represents RSUs granted on January 8, 2016. The RSUs vest as to 25% on January 1, 2017 and the remaining RSUs vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter.

**(5)** Each RSU represents a contingent right to receive a share of common stock or, at the option of the Compensation Committee, cash of equivalent value.

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**Remarks:**

Ex.Â 24,Â PowerÂ ofÂ Attorney

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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