RICE LINDA JOHNSON

Form 4

February 05, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * RICE LINDA JOHNSON

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

GrubHub Inc. [GRUB]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2019

X_ Director 10% Owner Officer (give title Other (specify

C/O GRUBHUB INC., 111 W. WASHIGTON STREET, SUITE 2100

(State)

(Street)

(Middle)

(Zip)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

X Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO, IL 60602

(City)

		1402	Tubic 1 1 (on 2 of 1 unit of Scoul 1 sequinous, 2 is possed of of 2 of of the control of the con						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Secur	ities A	cquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	de (Instr. 3, 4 and 5)		Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			~		or	~ .	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	· ·		
Common	02/01/2019		$M_{(1)}$	180	A	\$	366	D	
Stock	02/01/2019		IVI <u>(-)</u>	100	Α	42.01	300	D	
Common	02/01/2019		$S^{(1)}$	180	D	\$	186	D	
Stock	02/01/2019		3 <u>(-)</u>	100	ט	80.09	100	ט	

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. Transactic Code (Instr. 8)	Transaction of Code Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Deri Secu (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 42.01	02/01/2019		M (1)		180	(2)	10/17/2026	Common Stock	180	

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name, Naturess	Director	10% Owner	Officer	Other		
RICE LINDA JOHNSON C/O GRUBHUB INC. 111 W. WASHIGTON STREET, SUITE 2100 CHICAGO, IL 60602	X					

Signatures

/s/ Margo Drucker, as Attorney-in-Fact for Linda Johnson
Rice
02/05/2019

**Signature of Reporting Person

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) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- On October 17, 2016, the Reporting Person was granted 17,228 options, 25% of which vested on November 1, 2017 and the remainder of which vested or will vest in equal amounts on the first calendar day of each month for the 36 consecutive months thereafter, subject to her continued status as a service provider.

Date

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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