Fisher David Form 4 December 13, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

1(b).

(Print or Type Responses)

12/11/2017

Stock

may continue.

See Instruction

Name and Address of Reporting Person * Fisher David			Symbol	2. Issuer Name and Ticker or Trading Symbol GrubHub Inc. [GRUB]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(Last)	(First) (M		3. Date of Earliest Transaction (Month/Day/Year)				_X_ Director 10% Owner			
		HUB INC., 111 W TON ST., SUITE		12/11/2017				ve titleOth below)	ner (specify		
				ndment, Dat th/Day/Year)	Č		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
	CHICAGO,	IL 60602						Form filed by More than One Reporting Person			
	(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	l (A) or l of (D)	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	12/11/2017		N	120	A (1)	072	D			

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

M

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972

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

139

Α

<u>(1)</u>

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	12/11/2017	M	139	(3)	(3)	Common Stock	139	\$ (

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Fisher David
C/O GRUBHUB INC.
111 W. WASHINGTON ST., SUITE 2100
CHICAGO, IL 60602

Signatures

/s/ Margo Drucker, as Attorney-in-Fact for David
Fisher

12/13/2017

**Signature of Reporting Person Date

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) One share of common stock was issued upon the vesting of each Restricted Stock Unit ("RSU").
- (2) 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.
- (3) On May 11, 2017, the Reporting Person was granted 1,667 RSUs, which has vested or will vest in equal amounts on the 11th calendar day of each month for the 12 consecutive months beginning on June 11, 2017, subject to his or her continued status as a service provider.

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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