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GrubHub Ir Form 4										
May 18, 20	ЛЛ								PPROVAL	
	Washington, D.C. 20549							N OMB Number:	3235-0287 January 31,	
Check t if no lor subject Section Form 4 Form 5 obligati may cor <i>See</i> Inst 1(b).	nger to 16. or Filed put ons ntinue.	STATEMENT OF CHANGES IN 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 20(b) of the Investment Company Act of 1940								
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Fisher David			2. Issuer Name and Ticker or Trading Symbol GrubHub Inc. [GRUB]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) C/O GRUBHUB INC., 111 W. WASHINGTON ST., SUITE 2100			3. Date of Earliest Transaction(Month/Day/Year)05/11/2016				X_ Director 10% Owner Officer (give title Other (specify below) below)			
CHICAGO	4. 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 					
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D:	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securi onAcquirec Disposed (Instr. 3,	ties I (A) or I of (D) 4 and 5) (A) or	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	
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Perso infor requi	ons who re mation con red to resp ays a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	GEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	l of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 24.85	05/11/2016		А	8,293		<u>(1)</u>	05/11/2026	Common Stock	8,293
Reporting Owners										
Rej	porting Owner N	Name / Address	Director	Relation 10% Owner	-	r C	Other			
111 W. W	BHUB INC.	N ST., SUITE 2	100 X							
Signa	tures									
/s/ Margo Fisher	Drucker, as A	Attorney-in-Fact	for David	05	/18/2016	5				
-		f 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) On the eleventh calendar day of each month for twelve consecutive months beginning June 11, 2016, the option will vest in equal amounts, subject to Mr. Fisher's 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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