Drucker Margo
Form 4
August 03, 2018

(Print or Type Responses)


## Edgar Filing: Drucker Margo - Form 4

| Common Stock | 08/01/2018 | M - ${ }^{(3)}$ | 183 | A | \$ 24.2 | 1,908 | D |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Common Stock | 08/01/2018 | S ${ }^{(3)}$ | 1,237 | D | $\begin{aligned} & \$ \\ & 121.86 \end{aligned}$ | 671 | D |
| Common Stock | 08/03/2018 | S ${ }^{(3)}$ | 404 | D | \$ 127.7 | 267 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. <br> Transactio | 5. Number mof Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Security | or Exercise |  | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of |  | (Month/Day/Year) | (Instr. 8) | Acquired |  |  |
|  | Derivative |  |  |  | (A) or |  |  |
|  | Security |  |  |  | Disposed of (D) |  |  |
|  |  |  |  |  | (Instr. 3, 4, |  |  |


| Date | Expiration | Title | or <br> Number <br> Exercisable |
| :--- | :--- | :--- | :--- |
|  |  |  | of <br> Date |
|  |  |  | Shares |

Restricted
Stock
Units
Restricted

| Stock | (4) | $08 / 01 / 2018$ | $M$ | 328 | $\underline{(6)}$ | $\underline{(6)}$ | Common |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| Units |  |  |  |  | Stock | 328 |  |

Stock

| Option <br> (Right to <br> Buy) | $\$ 13.7$ | $08 / 01 / 2018$ | M | (3) | 1,054 | (7) | $01 / 28 / 2024$ | Common <br> Stock |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| 1,054 |  |  |  |  |  |  |  |  |

Stock

| Option <br> (Right to <br> Buy) | $\$ 24.2$ | $08 / 01 / 2018$ | $\mathrm{M}_{4}^{(3)}$ | 183 | $\underline{(8)}$ | $12 / 31 / 2025$ | Common |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| Stock | 183 |  |  |  |  |  |  |

## Reporting Owners

Other
Drucker Margo
C/O GRUBHUB INC.
1065 AVENUE OF THE AMERICAS, 15TH FL
NEW YORK, NY 10018

## Signatures

/s/ Margo

## Drucker

${ }_{\sim}^{* *}$ 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. $78 \mathrm{ff}(\mathrm{a})$.
(1) One share of common stock was issued upon the vesting of each Restricted Stock Unit ("RSU").
(2) Represents shares of common stock withheld to cover tax obligations upon the vesting of RSUs.
(3) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
(4) 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.

On December 31, 2015, the Reporting Person was granted 38,000 RSUs, $25 \%$ of which vested on January 1, 2017 and the remainder of
(5) which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to her continued status as a service provider.

On February 9, 2017, the Reporting Person was granted 15,707 RSUs, $25 \%$ of which vested on February 1, 2018 and the remainder of
(6) which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to her continued status as a service provider.

On January 28, 2014, the Reporting Person was granted 50,600 options, 25\% of which vested on February 1, 2016 and the remainder of
(7) which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to her continued status as a service provider.
On December 31, 2015, the Reporting Person was granted 8,799 options, $25 \%$ of which vested on January 1, 2017 and the remainder of
(8) which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to 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.

