

GrubHub Inc.  
Form S-1MEF  
April 03, 2014

As filed with the Securities and Exchange Commission on April 3, 2014

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**GRUBHUB INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation  
or organization)

**7389**  
(Primary Standard Industrial  
Classification Code Number)  
**111 W. Washington Street, Suite 2100**

**46-2908664**  
(I.R.S. Employer Identification No.)

**Chicago, Illinois 60602**

**(877) 585-7878**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Margo Drucker, Esq.**

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Vice President and General Counsel

GrubHub Inc.

111 W. Washington Street, Suite 2100

Chicago, Illinois 60602

(877) 585-7878

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Joshua N. Korff, Esq.

David J. Goldschmidt, Esq.

Michael Kim, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

Kirkland & Ellis LLP

Four Times Square

601 Lexington Avenue

New York, New York 10036

New York, New York 10022

(212) 735-3574

(212) 446-4800

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: ..

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x No. 333-194219

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ..

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ..

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one): ..

Large accelerated filer .. Accelerated filer ..
Non-accelerated filer x (Do not check if a smaller reporting company) Smaller reporting company ..

CALCULATION OF REGISTRATION FEE

Table with 5 columns: Title of Each Class of Securities to be Registered, Amount to be Registered (1), Proposed Maximum Offering Price Per Share, Proposed Maximum Aggregate Offering Price (2), Amount of Registration Fee (2)

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Common Stock, \$0.0001 par value per share	431,956	\$26.00	\$11,230,856	\$1,446.54
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- (1) Represents only the additional number of shares being registered and includes 56,342 additional shares of common stock that the underwriters have the option to purchase. This does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-194219) ( Prior Registration Statement ).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, or the Securities Act, based on the proposed maximum aggregate offering price. The Registrant previously registered securities with an aggregate offering price not to exceed \$202,112,500 on the Prior Registration Statement, which was declared effective by the Securities and Exchange Commission on April 3, 2014. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$11,230,856 are hereby registered, which includes shares subject to the underwriters' option to purchase additional shares.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with rule 462(b) under the Securities Act.**

**EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, GrubHub Inc. ( Registrant ) is filing this registration statement with the Securities and Exchange Commission (the Commission ). This registration statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-194219), which the Registrant originally filed on February 28, 2014 ( Prior Registration Statement ), and which the Commission declared effective on April 3, 2014.

The Registrant is filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the Registrant by 431,956 shares, all of which will be sold by the selling stockholders and 56,342 of which may be sold by the selling stockholders in the event the underwriters exercise their option to purchase additional shares of the Registrant's common stock. The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Chicago, State of Illinois, on April 3, 2014.

**GrubHub Inc.**

By: /s/ Adam DeWitt  
 Name: Adam DeWitt  
 Title: Chief Financial Officer

\* \* \* \*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
*	Chief Executive Officer and Director (Principal Executive Officer)	April 3, 2014
Matthew Maloney		
/s/ Adam DeWitt	Chief Financial Officer	April 3, 2014
Adam DeWitt	(Principal Accounting and Financial Officer)	
*	Chief Operating Officer and Director	April 3, 2014
Michael Evans		
*	President and Director	April 3, 2014
Jonathan Zabusky		
*	Director	April 3, 2014
Brian McAndrews		
*	Director	April 3, 2014
David Fisher		
*	Director	April 3, 2014
Lloyd Frink		
*	Director	April 3, 2014

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J. William Gurley

\*

Director

April 3, 2014

Justin Sadrian

\*

Director

April 3, 2014

Benjamin Spero

\*By: /s/ Adam DeWitt  
Adam DeWitt

Attorney-in-Fact

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Kirkland & Ellis LLP.
23.1	Consent of Crowe Horwath LLP, independent registered public accounting firm.
23.2	Consent of Crowe Horwath LLP, independent registered public accounting firm.
23.3	Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the registration statement on Form S-1 (Registration No. 333-194219), which was originally filed with the Securities and Exchange Commission on February 28, 2014).