

GRUBHUB INC.

FORM 8-A12B (Securities Registration (section 12(b)))

Filed 04/01/14

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SIC Code	7389 - Business Services, Not Elsewhere Classified
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

GRUBHUB INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation
or organization)

111 W. Washington Street, Suite 2100
Chicago, Illinois
(Address of principal executive offices)

45-2908664
(I.R.S. Employer
Identification No.)

60602
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered
Common Stock,
\$0.0001 par value per share

Name of each exchange on which
each class is to be registered
New York Stock Exchange LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-194219

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered

The description of the common stock, \$0.0001 par value per share, of GrubHub Inc., a Delaware corporation, as set forth under the caption "Description of Capital Stock" in the prospectus forming a part of the Registration Statement on Form S-1, as originally filed with the Securities and Exchange Commission (the "Commission") on February 28, 2014 (Registration No. 333-194219), including exhibits, and as may be subsequently amended from time to time (the "Registration Statement"), is hereby incorporated by reference. In addition, all of the above-referenced descriptions included in any prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

Item 2. Exhibits

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on the New York Stock Exchange LLC, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

GRUBHUB INC.

Dated: April 1, 2014

By: /s/ Margo Drucker

Name: Margo Drucker

Title: Vice President, General Counsel and Secretary