

# GRUBHUB INC.

## FORM S-1MEF

(Registration of Additional Securities (up to 20%))

Filed 04/03/14

Address	1065 AVENUE OF THE AMERICAS NEW YORK, NY 10018
Telephone	646-527-7672
CIK	0001594109
Symbol	GRUB
SIC Code	7389 - Business Services, Not Elsewhere Classified
Fiscal Year	12/31

# 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)

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

**111 W. Washington Street, Suite 2100**  
**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.**  
**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.**  
**Michael Kim, Esq.**  
**Kirkland & Ellis LLP**  
**601 Lexington Avenue**  
**New York, New York 10022**  
**(212) 446-4800**

**David J. Goldschmidt, Esq.**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**Four Times Square**  
**New York, New York 10036**  
**(212) 735-3574**

**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.  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  (Do not check if a smaller reporting company)

Smaller reporting company

#### CALCULATION OF REGISTRATION FEE

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)
Common Stock, \$0.0001 par value per share	431,956	\$26.00	\$11,230,856	\$1,446.54

- (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.**

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## **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.

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## 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.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>*</u> Matthew Maloney	Chief Executive Officer and Director (Principal Executive Officer)	April 3, 2014
<u>/s/ Adam DeWitt</u> Adam DeWitt	Chief Financial Officer (Principal Accounting and Financial Officer)	April 3, 2014
<u>*</u> Michael Evans	Chief Operating Officer and Director	April 3, 2014
<u>*</u> Jonathan Zabusky	President and Director	April 3, 2014
<u>*</u> Brian McAndrews	Director	April 3, 2014
<u>*</u> David Fisher	Director	April 3, 2014
<u>*</u> Lloyd Frink	Director	April 3, 2014
<u>*</u> J. William Gurley	Director	April 3, 2014
<u>*</u> Justin Sadrian	Director	April 3, 2014
<u>*</u> Benjamin Spero	Director	April 3, 2014

\*By: /s/ Adam DeWitt

Adam DeWitt  
Attorney-in-Fact

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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).

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, New York 10022-4611

www.kirkland.com

To Call Writer Directly:  
212-446-4800

Facsimile:  
(212) 446-4900

April 3, 2014

GrubHub Inc.  
111 West Washington St. #2100  
Chicago, IL 60602

Ladies and Gentlemen:

We are acting as special counsel to GrubHub Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing of a Registration Statement on Form S-1, originally filed with the Securities and Exchange Commission (the “Commission”) on February 28, 2014 (File No. 194219), under the Securities Act of 1933, as amended (the “Act”) (such Registration Statement, as amended, at the effective date hereof, the “Registration Statement”) and a Registration Statement filed pursuant to 462(b) (the “462(b) Registration Statement”), relating to the proposed registration by the Company of shares of common stock, par value \$0.0001 per share, of the Company (“Common Stock”), including shares of Common Stock to cover the shares the underwriters have the option to purchase. The shares of Common Stock to be registered pursuant to the 462(b) Registration Statement are referred to herein as the “Additional Shares.” The shares of Common Stock to be sold by the Company identified in the Registration Statement are referred to herein as the “Company Shares,” the shares of Common Stock to be sold by the selling stockholders identified in the Registration Statement are referred to herein as the “Secondary Shares,” the Company Shares and the Secondary Shares together are referred to herein as the “Shares” and the issuance of the Shares is referred to herein as the “Issuance.”

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the Amended and Restated Certificate of Incorporation (the “Restated Charter”) of the Company in the form filed as Exhibit 3.1 to the Registration Statement, filed with the Commission on March 14, 2014 and to be filed with the Secretary of State of the State of Delaware prior to the sale of the Shares; (ii) the Amended and Restated By-laws of the Company in the form filed as Exhibit 3.2 to the Registration Statement, filed with the Commission on March 14, 2014; (iii) the form of Underwriting Agreement in the form filed as Exhibit 1.1 to the Registration Statement (the “Underwriting Agreement”), filed with the Commission on March 24, 2014; (iv) resolutions of the board of directors and stockholders of the Company with respect to the Issuance (the “Resolutions”); and (v) the Registration Statement.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have

Chicago      Hong Kong      London      Los Angeles      Munich      San Francisco      Washington, D.C.

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also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have not independently established or verified any facts relevant to the opinion expressed herein, but have relied upon statements and representations of officers and other representatives of the Company and others as to factual matters.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that, when (i) the final Underwriting Agreement is duly executed and delivered by the parties thereto, (ii) the Restated Charter is filed with the Secretary of State of the State of Delaware and (iii) the 462(b) Registration Statement becomes effective under the Act, the Additional Shares will be duly authorized and validly issued, fully paid and non-assessable.

Our opinions expressed above are subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the 462(b) Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the Issuance.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion should the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise.

Sincerely,

/s/ Kirkland & Ellis LLP

Kirkland & Ellis LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement of GrubHub Inc. (F/K/A GrubHub Seamless Inc.) on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of our report dated February 10, 2014 (except for the effect of the 1-for-2 reverse common and preferred stock split discussed in Note 13, as to which the date is April 2, 2014) on the consolidated financial statements of GrubHub Inc. (F/K/A GrubHub Seamless Inc.) and to the reference to us under the heading "Experts" appearing in the Registration Statement on Form S-1 (File No. 333-194219) filed by the Company with the Commission, as amended, and incorporated by reference in this Registration Statement.

/s/ Crowe Horwath LLP

Oak Brook, Illinois  
April 4, 2014



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement of GrubHub Inc. (F/K/A GrubHub Seamless Inc.) on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of our report dated February 18, 2013 on the financial statements of GrubHub Holdings Inc. (F/K/A GrubHub, Inc.) and to the reference to us under the heading "Experts" appearing in the Registration Statement on Form S-1 (File No. 333-194219) filed by the Company with the Commission, as amended, and incorporated by reference in this Registration Statement.

/s/ Crowe Horwath LLP

Oak Brook, Illinois  
April 4, 2014