

GrubHub Inc.  
Form POS EX  
April 04, 2014

As filed with the Securities and Exchange Commission on April 4, 2014

Registration No. 333-195035

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

Washington, D.C. 20549

**Amendment No. 1**

**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**  
**Chicago, Illinois 60602**

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

**(877) 585-7878**

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

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**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.**

**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.

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.  No. 333-195035

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

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-195035) is being filed pursuant to Rule 462(d) solely for the purpose of adding Exhibits 5.1, 23. 1 and 23.2 to such Registration Statement. This Amendment does not modify any provision of the Registration Statement other than the Exhibit Index.

**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 4, 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 4, 2014
Matthew Maloney		
/s/ Adam DeWitt	Chief Financial Officer	April 4, 2014
Adam DeWitt	(Principal Accounting and Financial Officer)	
*	Chief Operating Officer and Director	April 4, 2014
Michael Evans		
*	President and Director	April 4, 2014
Jonathan Zabusky		
*	Director	April 4, 2014
Brian McAndrews		
*	Director	April 4, 2014
David Fisher		
*	Director	April 4, 2014
Lloyd Frink		
*	Director	April 4, 2014

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J. William Gurley

\*

Director

April 4, 2014

Justin Sadrian

\*

Director

April 4, 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).