

GrubHub Inc.  
Form DEFA14A  
April 10, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary  
Proxy  
Statement

Confidential,  
for Use of  
the  
Commission  
Only (as  
permitted by  
Rule  
14a-6(e)(2))

Definitive  
Proxy  
Statement

Definitive  
Additional  
Materials

Soliciting  
Material

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under Rule  
14a-12

GRUBHUB INC.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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\*\*\* Exercise Your Right to Vote \*\*\* Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 20, 2015. Meeting Information GRUBHUB INC. Meeting Type: Annual Meeting For holders as of: March 31, 2015 Date: May 20, 2015 Time: 8:00 AM, local time Location: The offices of Kirkland & Ellis LLP 300 North LaSalle Street Chicago, Illinois 60654 You are receiving this communication because you hold stock in the company named above. GRUBHUB INC. 111 W. WasHINGtoN stReet, sUlte 2100 CHICaGo, IL 60602 This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you online at [www.proxyvote.com](http://www.proxyvote.com) or you may request a paper copy of the proxy materials. We encourage you to access and review all of the important information contained in the proxy materials before voting. See the reverse side of this notice to obtain proxy materials and voting instructions. M85651-P62066

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**Before You Vote** How to Access the Proxy Materials Please make the request as instructed above on or before May 6, 2015 to facilitate timely delivery. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. **How to View Online:** Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com). **How to Request and Receive a PAPER or E-MAIL Copy:** If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \* If requesting materials by e-mail, please send an e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line, but without any text in the body of the e-mail. **NOTICE AND PROXY STATEMENT ANNUAL REPORT Proxy Materials Available to VIEW or RECEIVE:** .XXXX XXXX XXXX XXXX .XXXX XXXX XXXX XXXX **How To Vote** Please Choose One of the Following Voting Methods **Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, providing proof of your stock ownership as of the record date. Please check the proxy materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. **Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions. **Vote By Mail:** To vote by mail, request a paper copy of the materials in accordance with the instructions above. The paper copy will include a proxy card. M85652-P62066.

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Voting Items The Board of Directors recommends you vote "FOR" the following proposals: 1. Election of Directors Nominees: 01) J. William Gurley 02) Matthew Maloney 03) Brian McAndrews 2. To ratify the appointment of Crowe Horwath LLP as the Company's independent registered accounting firm for the fiscal year ending December 31, 2015. 3. To approve the adoption of the GrubHub Inc. 2015 Long-Term Incentive Plan. NOTE: Such other business as may properly come before the meeting or any adjournment thereof.  
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