

GrubHub Inc.
Form DEFA14A
April 13, 2018

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 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:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the

Stockholder Meeting to Be Held on May 24, 2018

0000353494_1 R1.0.1.17 GRUBHUB INC. GRUBHUB INC. 111 W. Washington Street, Suite 2100 Chicago, IL 60602 Meeting Information Meeting Type: Annual Meeting For holders as of: April 02, 2018 Date: May 24, 2018 Time: 8:00 AM CDT Location: The offices of Kirkland & Ellis LLP 300 North LaSalle Street Chicago, Illinois 60654 You are receiving this communication because you hold shares in the above named company. 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 on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side). 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.

Before You Vote How to Access the Proxy Materials 0000353494_2 R1.0.1.17 Proxy Materials Available to VIEW or RECEIVE: 1. Annual Report 2. Notice & Proxy Statement How to View Online: Have the information that is printed in the box marked by the arrow à xxxx xxxx xxxx xxxx (located on the following page) and visit: 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 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL*: sendmaterial@proxyvote.com * If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow à xxxx xxxx xxxx xxxx (located on the following page) in the subject line. Requests, instructions and other inquires sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 10, 2018 to facilitate timely delivery, 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, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting 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 by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow à xxxx xxxx xxxx xxxx available and follow the instructions. Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

0000353494_3 R1.0.1.17 Voting Items The Board of Directors recommends you vote FOR the following proposals: 1. Election of Directors Nominees 01 Katrina Lake 02 Matthew Maloney 03 Brian McAndrews The Board of Directors recommends you vote FOR proposals 2 and 3. 2. Ratification of the appointment of Crowe Horwath LLP as Grubhub Inc.'s independent registered accounting firm for the fiscal year ending December 31, 2018. 3. Advisory vote to approve named executive officer compensation. NOTE: Such other business as may properly come before the meeting or any adjournment thereof. ng Items The Board of Directors recommends you vote FOR the following proposals: 1. Election of Directors Nominees: 01) Lloyd Frink 02) Girish Lakshman 03) Keith Richman 2. Ratification of the appointment of Crowe Horwath LLP as the company's independent registered accounting firm for the fiscal year ending December 31, 2017. Advisory vote to approve named executive officer compensation. NOTE: Such other business as may properly come before the meeting or any adjournment thereof. E21991-P85304 E21992-P85304