

1.) CORPORATION NAME:

GrubHub Holdings Inc.

DUE DATE: **6/30/2014**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**C T CORPORATION SYSTEM
4701 COX ROAD
SUITE 285**

SCC ID NO: **F1792342**

GLEN ALLEN, VA

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	200
PREFER	100

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

HENRICO COUNTY

4.) STATE OR COUNTRY OF INCORPORATION:

DE

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 111 W. WASHINGTON ST.
STE 2100

CITY/ST/ZIP: CHICAGO, IL 60602

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

NAME:	JONATHAN ZABUSKY	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	PRESIDENT		
ADDRESS:	1065 AVENUE OF THE AMERICAS		
	FL 15		
CITY/ST/ZIP/CO:	NEW YORK, NY 10018		

NAME:	MATTHEW MALONEY	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	CEO		
ADDRESS:	111 W. WASHINGTON ST.		
	STE 2100		
CITY/ST/ZIP/CO:	CHICAGO, IL 60602		

NAME:	ADAM DEWITT	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	CFO		
ADDRESS:	111 W. WASHINGTON ST.		
	STE 2100		
CITY/ST/ZIP/CO:	CHICAGO, IL 60602		

NAME:	MARGO DRUCKER	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	SECRETARY		
ADDRESS:	1065 AVENUE OF THE AMERICAS		
	FL 15		
CITY/ST/ZIP/CO:	NEW YORK, NY 10018		

NAME:	SANJAY TIWARY	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	CIO		
ADDRESS:	150 W . CIVIC CENTER DR. STE 200		
CITY/ST/ZIP/CO:	SANDY, UT 84070		

NAME: DAVID FISHER TITLE: DIRECTOR ADDRESS: 111 W. WASHINGTON ST. STE 2100 CITY/ST/ZIP/CO: CHICAGO, IL 60602	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
NAME: LLOYD FRINK TITLE: DIRECTOR ADDRESS: 111 W. WASHINGTON ST. STE 2100 CITY/ST/ZIP/CO: CHICAGO, IL 60602	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
NAME: BILL GURLEY TITLE: DIRECTOR ADDRESS: 111 W. WASHINGTON ST. STE 2100 CITY/ST/ZIP/CO: CHICAGO, IL 60602	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
NAME: BRIAN MCANDREWS TITLE: DIRECTOR ADDRESS: 1065 AVENUE OF THE AMERICAS FL 15 CITY/ST/ZIP/CO: NEW YORK, NY 10018	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
NAME: JUSTIN SADRIAN TITLE: DIRECTOR ADDRESS: 1065 AVENUE OF THE AMERICAS FL 15 CITY/ST/ZIP/CO: NEW YORK, NY 10018	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
NAME: BENJAMIN SPERO TITLE: DIRECTOR ADDRESS: 1065 AVENUE OF THE AMERICAS FL 15 CITY/ST/ZIP/CO: NEW YORK, NY 10018	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.		
/s/ ADAM DEWITT SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	ADAM DEWITT, CFO PRINTED NAME AND CORPORATE TITLE	5/20/2014 DATE
It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.		