

1.) CORPORATION NAME: GrubHub Holdings Inc. 2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: C T CORPORATION SYSTEM 4701 COX ROAD SUITE 285 GLEN ALLEN, VA	DUE DATE: 6/30/2015 SCC ID NO: F1792342 5.) STOCK INFORMATION <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:50%;">CLASS</th> <th style="width:50%;">AUTHORIZED</th> </tr> </thead> <tbody> <tr> <td>COMMON</td> <td>200</td> </tr> <tr> <td>PREFER</td> <td>100</td> </tr> </tbody> </table>	CLASS	AUTHORIZED	COMMON	200	PREFER	100
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	
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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.
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NAME: JONATHAN ZABUSKY TITLE: PRESIDENT ADDRESS: 1065 AVENUE OF THE AMERICAS FL 15 CITY/ST/ZIP/CO: NEW YORK, NY 10018	<input checked="" type="checkbox"/>	OFFICER	<input checked="" type="checkbox"/>	DIRECTOR
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NAME: MATTHEW MALONEY TITLE: CEO ADDRESS: 111 W. WASHINGTON ST. STE 2100 CITY/ST/ZIP/CO: CHICAGO, IL 60602	<input checked="" type="checkbox"/>	OFFICER	<input checked="" type="checkbox"/>	DIRECTOR
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NAME: ADAM DEWITT TITLE: CFO ADDRESS: 111 W. WASHINGTON ST. STE 2100 CITY/ST/ZIP/CO: CHICAGO, IL 60602	<input checked="" type="checkbox"/>	OFFICER	<input type="checkbox"/>	DIRECTOR
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NAME: MARGO DRUCKER TITLE: SECRETARY ADDRESS: 1065 AVENUE OF THE AMERICAS FL 15 CITY/ST/ZIP/CO: NEW YORK, NY 10018	<input checked="" type="checkbox"/>	OFFICER	<input type="checkbox"/>	DIRECTOR
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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/ JONATHAN ZABUSKY SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	JONATHAN ZABUSKY, PRESIDENT PRINTED NAME AND CORPORATE TITLE	6/25/2015 DATE
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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.