
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2016

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 1-36389

GRUBHUB INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

111 W. Washington Street, Suite 2100
Chicago, Illinois
(Address of principal executive offices)

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

60602
(Zip code)

(877) 585-7878

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer ☒ Accelerated filer ☐

Non-Accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of August 5, 2016, 85,210,038 shares of common stock were outstanding.

GRUBHUB INC.
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Part I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

GRUBHUB INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)
(UNAUDITED)

	<u>June 30, 2016</u>	<u>December 31, 2015</u>
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 132,924	\$ 169,293
Short term investments	136,883	141,448
Accounts receivable, less allowances for doubtful accounts	57,087	42,051
Prepaid expenses	6,602	3,482
Total current assets	<u>333,496</u>	<u>356,274</u>
PROPERTY AND EQUIPMENT:		
Property and equipment, net of depreciation and amortization	32,320	19,082
OTHER ASSETS:		
Other assets	5,218	3,105
Goodwill	437,009	396,220
Acquired intangible assets, net of amortization	323,816	285,567
Total other assets	<u>766,043</u>	<u>684,892</u>
TOTAL ASSETS	<u><u>\$ 1,131,859</u></u>	<u><u>\$ 1,060,248</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Restaurant food liability	\$ 71,276	\$ 64,326
Accounts payable	11,282	8,189
Accrued payroll	6,118	4,841
Taxes payable	1,020	426
Other accruals	14,267	11,830
Total current liabilities	<u>103,963</u>	<u>89,612</u>
LONG TERM LIABILITIES:		
Deferred taxes, non-current	103,376	87,584
Other accruals	5,818	5,456
Total long term liabilities	<u>109,194</u>	<u>93,040</u>
Commitments and contingencies		
STOCKHOLDERS' EQUITY:		
Series A Convertible Preferred Stock, \$0.0001 par value. Authorized: 25,000,000 shares as of June 30, 2016 and December 31, 2015; issued and outstanding: no shares as of June 30, 2016 and December 31, 2015.	—	—
Common stock, \$0.0001 par value. Authorized: 500,000,000 shares at June 30, 2016 and December 31, 2015; issued and outstanding: 84,888,344 and 84,979,869 shares as of June 30, 2016 and December 31, 2015, respectively	8	8
Accumulated other comprehensive loss	(1,396)	(604)
Additional paid-in capital	778,452	759,292
Retained earnings	141,638	118,900
Total Stockholders' Equity	<u>\$ 918,702</u>	<u>\$ 877,596</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u><u>\$ 1,131,859</u></u>	<u><u>\$ 1,060,248</u></u>

(See Notes to Condensed Consolidated Financial Statements (unaudited))

GRUBHUB INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Revenues	\$ 120,173	\$ 87,955	\$ 232,413	\$ 176,204
Costs and expenses:				
Sales and marketing	25,355	20,679	54,188	44,786
Operations and support	40,696	24,603	75,683	47,304
Technology (exclusive of amortization)	10,567	7,902	20,759	15,568
General and administrative	12,158	9,745	25,747	18,846
Depreciation and amortization	8,885	8,829	16,193	15,078
Total costs and expenses	97,661	71,758	192,570	141,582
Income before provision for income taxes	22,512	16,197	39,843	34,622
Provision for income taxes	9,707	6,845	17,105	14,700
Net income attributable to common stockholders	\$ 12,805	\$ 9,352	\$ 22,738	\$ 19,922
Net income per share attributable to common stockholders:				
Basic	\$ 0.15	\$ 0.11	\$ 0.27	\$ 0.24
Diluted	\$ 0.15	\$ 0.11	\$ 0.27	\$ 0.23
Weighted-average shares used to compute net income per share attributable to common stockholders:				
Basic	84,741	84,116	84,725	83,449
Diluted	85,749	85,833	85,724	85,465

(See Notes to Condensed Consolidated Financial Statements (unaudited))

GRUBHUB INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net income	\$ 12,805	\$ 9,352	\$ 22,738	\$ 19,922
OTHER COMPREHENSIVE INCOME (LOSS)				
Foreign currency translation adjustments	(570)	396	(792)	103
COMPREHENSIVE INCOME	<u>\$ 12,235</u>	<u>\$ 9,748</u>	<u>\$ 21,946</u>	<u>\$ 20,025</u>

(See Notes to Condensed Consolidated Financial Statements (unaudited))

GRUBHUB INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(UNAUDITED)

	<u>Six Months Ended June 30,</u>	
	<u>2016</u>	<u>2015</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 22,738	\$ 19,922
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation	3,327	2,721
Provision for doubtful accounts	420	260
Deferred taxes	(4,174)	35
Amortization of intangible assets	12,866	12,357
Stock-based compensation	12,406	6,265
Other	316	417
Change in assets and liabilities, net of the effects of business acquisitions:		
Accounts receivable	(11,722)	(8,460)
Prepaid expenses and other assets	(3,315)	(485)
Restaurant food liability	4,278	3,052
Accounts payable	(858)	(3,957)
Accrued payroll	595	(3,000)
Other accruals	316	1,417
Net cash provided by operating activities	<u>37,193</u>	<u>30,544</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of investments	(123,723)	(65,645)
Proceeds from maturity of investments	128,490	64,618
Capitalized website and development costs	(5,380)	(3,104)
Purchases of property and equipment	(8,362)	(1,201)
Acquisitions of businesses, net of cash acquired	(67,528)	(55,687)
Acquisition of other intangible assets	(250)	—
Other cash flows from investing activities	(576)	—
Net cash used in investing activities	<u>(77,329)</u>	<u>(61,019)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Repurchases of common stock	(14,774)	—
Proceeds from exercise of stock options	2,878	9,777
Excess tax benefits related to stock-based compensation	18,767	14,421
Taxes paid related to net settlement of stock-based compensation awards	(938)	—
Payments for debt issuance costs	(1,477)	—
Net cash provided by financing activities	<u>4,456</u>	<u>24,198</u>
Net change in cash and cash equivalents	(35,680)	(6,277)
Effect of exchange rates on cash	(689)	76
Cash and cash equivalents at beginning of year	169,293	201,796
Cash and cash equivalents at end of the period	<u>\$ 132,924</u>	<u>\$ 195,595</u>
SUPPLEMENTAL DISCLOSURE OF NON CASH ITEMS		
Fair value of common stock issued for acquisitions	\$ —	\$ 15,980
Cash paid for income taxes	3,250	—
Capitalized property, equipment and website and development costs in accounts payable at period end	3,926	580
Net working capital adjustment receivable	1,609	—

(See Notes to Condensed Consolidated Financial Statements (unaudited))

GRUBHUB INC.
Notes to Condensed Consolidated Financial Statements (unaudited)

1. Organization

Grubhub Inc., a Delaware corporation, and its wholly-owned subsidiaries (collectively referred to as the “Company”) provide an online and mobile platform for restaurant pick-up and delivery orders. Diners enter their delivery address or use geo-location within the mobile applications and the Company displays the menus and other relevant information for restaurants in its network. Orders may be placed directly online, via mobile applications or over the phone at no cost to the diner. The Company charges the restaurant a per order commission that is largely fee based. In certain markets, the Company also provides delivery services to restaurants on its platform that do not have their own delivery operations.

2. Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated interim financial statements include the accounts of Grubhub Inc. and have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and in accordance with the rules and regulations of the United States Securities and Exchange Commission (the “SEC”). Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. These unaudited condensed consolidated interim financial statements include all wholly-owned subsidiaries and reflect all normal and recurring adjustments, as well as any other than normal adjustments, that are, in the opinion of management, necessary for a fair presentation of the results for the interim periods and should be read in conjunction with the consolidated financial statements and accompanying notes included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2015 filed with the SEC on February 26, 2016 (the “2015 Form 10-K”). All significant intercompany transactions have been eliminated in consolidation. Operating results for the three and six months ended June 30, 2016 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2016.

Use of Estimates

The preparation of condensed consolidated financial statements in accordance with GAAP requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and the related disclosures at the date of the financial statements, as well as the reported amounts of revenue and expenses during the periods presented. Estimates include revenue recognition, the allowance for doubtful accounts, website and internal-use software development costs, goodwill, depreciable lives of property and equipment, recoverability of intangible assets with definite lives and other long-lived assets, stock-based compensation and income taxes. Actual results could differ from these estimates.

There have been no material changes to the Company’s significant accounting policies described in the 2015 Form 10-K.

Recently Issued Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update No. 2016-13, “Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments” (“ASU 2016-13”). ASU 2016-13 introduces a new forward-looking approach, based on expected losses, to estimate credit losses on certain types of financial instruments, including trade receivables and held-to-maturity debt securities, which will require entities to incorporate considerations of historical information, current information and reasonable and supportable forecasts. This ASU also expands disclosure requirements. ASU 2016-13 is effective for the Company beginning the first quarter of 2020 with early adoption permitted. The guidance will be applied using the modified-retrospective approach. The Company is currently evaluating the impact of adoption of ASU 2016-13 on its consolidated financial statements.

In March 2016, the FASB issued Accounting Standards Update No. 2016-09, “Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting” (“ASU 2016-09”), which simplifies several aspects of the accounting for share-based payment transactions. Under ASU 2016-09, excess tax benefits and tax deficiencies are recognized as income tax expense or benefit in the income statement. ASU 2016-09 also provides entities with the option to elect an accounting policy to continue to estimate forfeitures of stock-based awards over the service period (current GAAP) or account for forfeitures when they occur. Under ASU 2016-09, previously unrecognized excess tax benefits should be recognized using a modified retrospective transition. In addition, amendments requiring recognition of excess tax benefits and tax deficiencies in the income statement, as well as changes in the computation of weighted-average diluted shares outstanding, should be applied prospectively. The Company believes the most significant impact of the adoption of ASU 2016-09 to the Company’s consolidated financial statements

GRUBHUB INC.
Notes to Condensed Consolidated Financial Statements (unaudited) (continued)

will be to recognize certain tax benefits or tax shortfalls upon a restricted-stock award or unit vesting or stock option exercise relative to the deferred tax asset position established in the provision for income taxes line of the consolidated statement of operations instead of to consolidated stockholders' equity. During the six months ended June 30, 2016, and the years ended 2015 and 2014, the Company recorded \$18.8 million, \$27.8 million and \$13.0 million to consolidated stockholders' equity as tax benefits related to stock-based compensation, respectively. ASU 2016-09 is effective beginning in the first quarter of 2017 with early adoption permitted. The Company plans to adopt ASU 2016-09 during the first quarter of 2017.

In February 2016, the FASB issued ASU 2016-02 "Leases (Topic 842)" ("ASU 2016-02"). Under ASU 2016-02, a lessee will recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset for all leases (with the exception of short-term leases) at the commencement date. The recognition, measurement, and presentation of expenses and cash flows arising from a lease under ASU 2016-02 will not significantly change from current GAAP. ASU 2016-02 is effective beginning in the first quarter of 2019 with early adoption permitted. The Company will be required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The Company is currently evaluating the impact of adoption of ASU 2016-02 on its consolidated financial statements, but anticipates that it will result in a significant increase in its long-term assets and liabilities and minimal impact to its results of operations and cash flows.

In September 2015, the FASB issued Accounting Standards Update No. 2015-16, "Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments" ("ASU 2015-16"), which eliminates the requirement to account for adjustments identified during the measurement-period in a business combination retrospectively. Instead, the acquirer must recognize measurement-period adjustments during the period in which they are identified, including the effect on earnings of any amounts that would have been recorded in previous periods had the purchase accounting been completed at the acquisition date. ASU 2015-16 was effective for and adopted by the Company in the first quarter of 2016. The adoption of ASU 2015-16 eliminates costs related to retrospective application of any measurement-period adjustments that may be identified, but has not had a material impact on the Company's consolidated financial position, results of operations or cash flows.

In April 2015, the FASB issued Accounting Standards Update 2015-05, "Intangibles -Goodwill and Other – Internal Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement" ("ASU 2015-05"), which provides guidance on accounting for fees paid in a cloud computing arrangement. Under ASU 2015-05, if a cloud computing arrangement includes a software license, the software license element should be accounted for consistent with the purchase of other software licenses. If the cloud computing arrangement does not include a software license, it should be accounted for as a service contract. ASU 2015-05 was effective for and adopted by the Company in the first quarter of 2016. The Company elected to apply ASU 2015-05 prospectively; however, its adoption did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

In April 2015, the FASB issued ASU No. 2015-03, "Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs" ("ASU 2015-03"). ASU 2015-03 simplifies the presentation of debt issuance costs by requiring that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. Under the previous practice, debt issuance costs were recognized as a deferred charge (that is, an asset). The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this ASU. In August 2015, the FASB issued ASU 2015-15 "Interest - Imputed Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements" ("ASU 2015-15"), which clarifies that the guidance in ASU 2015-03 does not apply to line-of-credit arrangements. According to ASU 2015-15, debt issuance costs related to line-of-credit arrangements will continue to be deferred and presented as an asset and subsequently amortized ratably over the term of the arrangement. The amendments in ASU 2015-03 and clarifications of ASU 2015-15 are effective for the Company in the first quarter of 2016. The Company entered into a credit agreement on April 29, 2016 (see Note 8, *Debt*, for additional details). The adoption of the ASUs will not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09"), which supersedes the revenue recognition requirements in Topic 605, Revenue Recognition, including most industry-specific requirements. ASU 2014-09 establishes a five-step revenue recognition process in which an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. ASU 2014-09 also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenues and cash flows from contracts with customers. In August 2015, the FASB issued Accounting Standards Update 2015-14, "Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date", which defers the effective date of ASU 2014-09 by one year. In March 2016, the FASB issued ASU 2016-08, "Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)" ("ASU 2016-

GRUBHUB INC.
Notes to Condensed Consolidated Financial Statements (unaudited) (continued)

08”), which clarifies the implementation guidance on principal versus agent considerations in the new revenue recognition standard. ASU 2016-08 clarifies how an entity should identify the unit of accounting (i.e. the specified good or service) for the principal versus agent evaluation and how it should apply the control principle to certain types of arrangements. In April 2016, the FASB issued Accounting Standards Update No. 2016-10, “Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing” (“ASU 2016-10”), which clarifies the implementation guidance on identifying performance obligations and licensing. ASU 2016-10 reduces the cost and complexity of identifying promised goods or services and improves the guidance for determining whether promises are separately identifiable. In May 2016, the FASB issued Accounting Standards Update No. 2016-12, “Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients” (“ASU 2016-12”), which amends the guidance in the new revenue standard on collectability, non-cash consideration, presentation of sales tax, and transition. ASU 2014-09, ASU 2016-08, ASU 2016-10 and ASU 2016-12 will be effective for the Company in the first quarter of 2018. Management is currently evaluating the impact the adoption of these ASUs will have on the Company’s consolidated financial position, results of operations or cash flows. The Company currently anticipates applying the modified retrospective approach when adopting these ASUs.

3. Acquisitions

2016 Acquisitions

On May 5, 2016, the Company acquired all of the issued and outstanding stock of KMLEE Investments Inc. and LABite.Com, Inc. (collectively, “LABite”). The purchase price for LABite was \$65.9 million in cash, net of cash acquired of \$2.6 million and a net working capital adjustment receivable of \$1.6 million. LABite provides online and mobile food ordering and delivery services for restaurants in numerous western and southwestern cities of the United States. The acquisition has expanded the Company’s restaurant, diner and delivery networks.

The results of operations of LABite have been included in the Company’s financial statements since May 5, 2016 and have not had a material impact on the Company’s consolidated results of operations as of June 30, 2016.

The excess of the consideration transferred in the acquisition over the net amounts assigned to the fair value of the assets acquired was recorded as goodwill, which represents the opportunity to expand restaurant delivery services and enhance the breadth and depth of the Company’s restaurant networks. Of the \$40.8 million of goodwill related to the acquisition, \$4.4 million is expected to be deductible for income tax purposes.

The assets acquired and liabilities assumed of LABite were recorded at their estimated fair values as of the closing date of May 5, 2016. The following table summarizes the preliminary purchase price allocation acquisition-date fair values of the assets and liabilities acquired in connection with the LABite acquisition:

	(in thousands)
Cash and cash equivalents	\$ 2,566
Accounts receivable	2,320
Prepaid expenses and other assets	68
Customer and vendor relationships	46,513
Property and equipment	257
Developed technology	1,731
Goodwill	40,789
Trademarks	440
Accounts payable and accrued expenses	(6,232)
Net deferred tax liability	(19,966)
Total purchase price plus cash acquired	68,486
Cash acquired	(2,566)
Net cash paid	<u>\$ 65,920</u>

2015 Acquisitions

On February 4, 2015, the Company acquired assets of DiningIn.com, Inc. and certain of its affiliates (collectively, “DiningIn”), and, on February 27, 2015, the Company acquired the membership units of Restaurants on the Run, LLC (“Restaurants on the Run”) and on December 4, 2015, the Company acquired the membership units of Mealport USA, LLC (“Delivered Dish”). Aggregate

GRUBHUB INC.
Notes to Condensed Consolidated Financial Statements (unaudited) (continued)

consideration for the three acquisitions was approximately \$73.9 million in cash and 407,812 restricted shares of the Company's common stock, or an estimated total transaction value of approximately \$89.9 million based on the Company's closing share price on the respective closing dates, net of cash acquired of \$0.7 million. DiningIn, Restaurants on the Run and Delivered Dish provide delivery options for individual diners, group orders and corporate catering. The acquisitions have expanded and enhanced the Company's service offerings for its customers, particularly in the delivery space.

The results of operations of DiningIn, Restaurants on the Run and Delivered Dish have been included in the Company's financial statements since February 4, 2015, February 27, 2015 and December 4, 2015, respectively.

The excess of the consideration transferred in the acquisitions over the net amounts assigned to the fair value of the assets acquired was recorded as goodwill, which represents the opportunity to expand restaurant delivery services and enhance the breadth and depth of the Company's restaurant networks. The goodwill related to these acquisitions of \$43.4 million is expected to be deductible for income tax purposes.

The assets acquired and liabilities assumed of DiningIn, Restaurants on the Run and Delivered Dish were recorded at their estimated fair values as of the closing dates of February 4, 2015, February 27, 2015 and December 4, 2015, respectively. The following table summarizes the final purchase price allocation acquisition-date fair values of the assets and liabilities acquired in connection with the DiningIn, Restaurants on the Run and Delivered Dish acquisitions:

	(in thousands)
Cash and cash equivalents	\$ 698
Accounts receivable	2,331
Prepaid expenses and other assets	325
Customer and vendor relationships	44,259
Property and equipment	161
Developed technology	4,676
Goodwill	43,432
Trademarks	529
Accounts payable and accrued expenses	(5,826)
Total purchase price plus cash acquired	90,585
Cash acquired	(698)
Fair value of common stock issued	(15,980)
Net cash paid	<u>\$ 73,907</u>

Additional Information

The estimated fair values of the intangible assets acquired were determined based on a combination of the income, cost, and market approaches to measure the fair value of the customer (restaurant) relationships, developed technology and trademarks. The fair value of the trademarks was measured based on the relief from royalty method. The cost approach, specifically the cost to recreate method, was used to value the developed technology. The income approach, specifically the multi-period excess earnings method, was used to value the customer (restaurant) relationships. These fair value measurements were based on significant inputs not observable in the market and thus represent Level 3 measurements within the fair value hierarchy.

The Company incurred certain expenses directly and indirectly related to acquisitions which were recognized in general and administrative expenses within the condensed consolidated statements of operations for the three months ended June 30, 2016 and 2015 of \$0.7 million and \$0.1 million, respectively, and for the six months ended June 30, 2016 and 2015 of \$1.5 million and \$0.7 million, respectively.

GRUBHUB INC.
Notes to Condensed Consolidated Financial Statements (unaudited) (continued)

Pro Forma

The following unaudited pro forma information presents a summary of the operating results of the Company for the three and six months ended June 30, 2016 and 2015 as if the acquisitions had occurred as of January 1 of the year prior to acquisition:

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
	(in thousands, except per share data)			
Revenues	\$ 122,334	\$ 95,179	\$ 241,373	\$ 193,569
Net income	10,398	9,805	22,513	21,490
Net income per share attributable to common shareholders:				
Basic	\$ 0.12	\$ 0.12	\$ 0.27	\$ 0.26
Diluted	\$ 0.12	\$ 0.11	\$ 0.26	\$ 0.25

The pro forma adjustments reflect the amortization that would have been recognized for intangible assets, elimination of transaction costs incurred and pro forma tax adjustments for three and six months ended June 30, 2016 and 2015 as follows:

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
	(in thousands)			
Depreciation and amortization	\$ (829)	\$ 920	\$ (1,161)	\$ 2,383
Transaction costs	(643)	(134)	(1,474)	(700)
Income tax expense (benefit)	630	(335)	1,128	(717)

The unaudited pro forma revenues and net income are not intended to represent or be indicative of the Company's condensed consolidated results of operations or financial condition that would have been reported had the acquisitions been completed as of the beginning of the periods presented and should not be taken as indicative of the Company's future consolidated results of operations or financial condition.

4. Marketable Securities

The amortized cost, unrealized gains and losses and estimated fair value of the Company's held-to-maturity marketable securities as of June 30, 2016 and December 31, 2015 were as follows:

	<u>June 30, 2016</u>			
	<u>Amortized Cost</u>	<u>Unrealized Gains</u>	<u>Unrealized Losses</u>	<u>Estimated Fair Value</u>
	(in thousands)			
Cash and cash equivalents				
Commercial paper	\$ 17,741	\$ —	\$ (10)	\$ 17,731
Short term investments				
Commercial paper	105,174	—	(226)	104,948
Corporate bonds	31,709	11	(6)	31,714
Total	<u>\$ 154,624</u>	<u>\$ 11</u>	<u>\$ (242)</u>	<u>\$ 154,393</u>

GRUBHUB INC.
Notes to Condensed Consolidated Financial Statements (unaudited) (continued)

	December 31, 2015			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
	(in thousands)			
Cash and cash equivalents				
Commercial paper	\$ 22,744	\$ —	\$ (5)	\$ 22,739
Short term investments				
Commercial paper	90,949	—	(102)	90,847
Corporate bonds	41,503	9	(39)	41,473
U.S. government agency bonds	8,996	8	—	9,004
Total	\$ 164,192	\$ 17	\$ (146)	\$ 164,063

All of the Company's marketable securities were classified as held-to-maturity investments and have maturities within one year of June 30, 2016.

The gross unrealized losses, estimated fair value and length of time the individual marketable securities were in a continuous loss position for those marketable securities in an unrealized loss position as of June 30, 2016 and December 31, 2015 were as follows:

	June 30, 2016					
	Less Than 12 Months		12 Months or Greater			Total
	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Loss	Estimated Fair Value Unrealized Loss
(in thousands)						
Commercial paper	\$ 122,679	\$ (236)	\$ —	\$ —	—	\$ 122,679 \$ (236)
Corporate bonds	11,837	(6)	—	—	—	11,837 (6)
Total	\$ 134,516	\$ (242)	\$ —	\$ —	—	\$ 134,516 \$ (242)

	December 31, 2015					
	Less Than 12 Months		12 Months or Greater			Total
	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Loss	Estimated Fair Value Unrealized Loss
(in thousands)						
Commercial paper	\$ 113,586	\$ (107)	\$ —	\$ —	—	\$ 113,586 \$ (107)
Corporate bonds	31,952	(39)	—	—	—	31,952 (39)
Total	\$ 145,538	\$ (146)	\$ —	\$ —	—	\$ 145,538 \$ (146)

During the three and six months ended June 30, 2016 and 2015, the Company did not recognize any other-than-temporary impairment losses related to its marketable securities.

The Company's marketable securities are classified within Level 2 of the fair value hierarchy (see Note 13, *Fair Value Measurement*, for further details).

GRUBHUB INC.
Notes to Condensed Consolidated Financial Statements (unaudited) (continued)

5. Goodwill and Acquired Intangible Assets

The components of acquired intangible assets as of June 30, 2016 and December 31, 2015 were as follows:

	June 30, 2016			December 31, 2015		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
(in thousands)						
Developed technology	\$ 10,640	\$ (8,116)	\$ 2,524	\$ 9,819	\$ (6,288)	\$ 3,531
Customer and vendor relationships, databases	282,751	(51,967)	230,784	236,238	(44,192)	192,046
Trademarks	969	(366)	603	529	(215)	314
Other	250	(21)	229	—	—	—
Total amortizable intangible assets	294,610	(60,470)	234,140	246,586	(50,695)	195,891
Indefinite-lived trademarks	89,676	—	89,676	89,676	—	89,676
Total acquired intangible assets	<u>\$ 384,286</u>	<u>\$ (60,470)</u>	<u>\$ 323,816</u>	<u>\$ 336,262</u>	<u>\$ (50,695)</u>	<u>\$ 285,567</u>

The gross carrying amount and accumulated amortization of the Company's developed technology intangible assets have been adjusted by \$0.9 million as of June 30, 2016 for certain fully amortized assets that are no longer in use.

Amortization expense for acquired intangible assets was \$5.7 million and \$4.7 million for the three months ended June 30, 2016 and 2015, respectively, and \$10.7 million and \$8.8 million for the six months ended June 30, 2016 and 2015, respectively.

Changes in the carrying amount of goodwill during the six months ended June 30, 2016 were as follows:

	Goodwill	Accumulated Impairment Losses	Net Book Value
	(in thousands)		
Balance as of December 31, 2015	396,220	—	396,220
Acquisitions	40,789	—	40,789
Balance as of June 30, 2016	<u>\$ 437,009</u>	<u>\$ —</u>	<u>\$ 437,009</u>

During the six months ended June 30, 2016, the Company recorded additions to acquired intangible assets of \$48.7 million as a result of the acquisition of LABite. The components of the acquired intangibles assets added during the six months ended June 30, 2016 were as follows:

	Six Months Ended June 30, 2016	Weighted-Average Amortization Period
	(in thousands)	(years)
Customer and vendor relationships	\$ 46,513	20.0
Developed technology	1,731	1.0
Trademarks	440	2.0
Total	<u>\$ 48,684</u>	

Estimated future amortization expense of acquired intangible assets as of June 30, 2016 was as follows:

	(in thousands)
The remainder of 2016	\$ 10,674
2017	17,828
2018	16,864
2019	15,389
2020	14,987
Thereafter	158,398
Total	<u>\$ 234,140</u>

GRUBHUB INC.
Notes to Condensed Consolidated Financial Statements (unaudited) (continued)

6. Property and Equipment

The components of the Company's property and equipment as of June 30, 2016 and December 31, 2015 were as follows:

	June 30, 2016	December 31, 2015
	(in thousands)	
Computer equipment	\$ 13,354	\$ 10,080
Delivery equipment	1,058	555
Furniture and fixtures	2,792	2,092
Developed software	17,656	11,129
Purchased software and digital assets	739	361
Leasehold improvements	10,667	6,050
Construction in progress	2,592	—
Property and equipment	48,858	30,267
Accumulated amortization and depreciation	(16,538)	(11,185)
Property and equipment, net	\$ 32,320	\$ 19,082

The Company recorded depreciation and amortization expense for property and equipment other than developed software of \$1.9 and \$2.0 million for the three months ended June 30, 2016 and 2015, respectively, and \$3.3 million and \$3.4 million for the six months ended June 30, 2016 and 2015, respectively.

The Company capitalized developed software costs of \$3.7 million and \$2.0 million for the three months ended June 30, 2016 and 2015, respectively, and \$6.7 million and \$3.5 million for the six months ended June 30, 2016 and 2015, respectively. Amortization expense for developed software costs, recognized in depreciation and amortization in the condensed consolidated statements of operations, for the three months ended June 30, 2016 and 2015 was \$1.3 million and \$2.2 million, respectively, and \$2.2 million and \$2.9 million for the six months ended June 30, 2016 and 2015, respectively. During the three and six months ended June 30, 2015, the Company recorded approximately \$1.9 million of accelerated depreciation and amortization expense related to certain developed and purchased software and computer equipment assets that were disposed of with the migration of nearly all of the Seamless consumer diner traffic to a new web and mobile platform during the second quarter of 2015.

7. Commitments and Contingencies

Legal

In August 2011, Ameranth, Inc. ("Ameranth") filed a patent infringement action against a number of defendants, including Grubhub Holdings Inc., in the U.S. District Court for the Southern District of California (the "Court"), Case No. 3:11-cv-1810 ("1810 action"). In September 2011, Ameranth amended its complaint in the '1810 action to also allege patent infringement against Seamless North America, LLC. Ameranth alleged that the Grubhub Holdings Inc. and Seamless North America, LLC ordering systems, products and services infringe claims 12 through 15 of U.S. Patent No. 6,384,850 ("850 patent") and claims 11 and 15 of U.S. Patent No. 6,871,325 ("325 patent").

In March 2012, Ameranth initiated eight additional actions for infringement of a third, related patent, U.S. Patent No. 8,146,077 ("077 patent"), in the same forum, including separate actions against Grubhub Holdings Inc., Case No. 3:12-cv-739 ("739 action"), and Seamless North America, LLC, Case No. 3:12-cv-737 ("737 action"). In August 2012, the Court severed the claims against Grubhub Holdings Inc. and Seamless North America, LLC in the '1810 action and consolidated them with the '739 action and the '737 action, respectively. Later, the Court consolidated these separate cases against Grubhub Holdings Inc. and Seamless North America, LLC, along with the approximately 40 other cases Ameranth filed in the same district, with the original '1810 action. In their answers, Grubhub Holdings Inc. and Seamless North America, LLC denied infringement and interposed various defenses, including non-infringement, invalidity, unenforceability and inequitable conduct.

No trial date has been set for this case and the consolidated district court case remains stayed. The Company believes this case lacks merit and that it has strong defenses to all of the infringement claims. The Company intends to defend the suit vigorously. However, the Company is unable to predict the likelihood of success of Ameranth's infringement claims and is unable to predict the likelihood of success of its counterclaims. The Company has not recorded an accrual related to this lawsuit as of June 30, 2016, as it does not believe a material loss is probable. It is a reasonable possibility that a loss may be incurred; however, the possible range of loss is not estimable given the early stage of the dispute and the uncertainty as to whether the claims at issue are with or without merit, will be settled out of court, or will be determined in the Company's favor, whether the Company may be required to expend

GRUBHUB INC.
Notes to Condensed Consolidated Financial Statements (unaudited) (continued)

significant management time and financial resources on the defense of such claims, and whether the Company will be able to recover any losses under its insurance policies.

In addition to the matter described above, from time to time, the Company is involved in various other legal proceedings arising from the normal course of business activities. For example, in the ordinary course of business, the Company receives labor and employment claims, including those related to misclassification of independent contractors. The Company does not believe these claims will have a material impact on its consolidated financial statements. However, there is no assurance that these claims will not be combined into a collective or class action.

Indemnification

In connection with the merger of Seamless North America, LLC, Seamless Holdings Corporation and Grubhub Holdings Inc. in August 2013, the Company agreed to indemnify Aramark Holdings Corporation for negative income tax consequences associated with the October 2012 spin-off of Seamless Holdings Corporation that were the result of certain actions taken by the Company through October 29, 2014, in certain instances subject to a \$15.0 million limitation. Management is not aware of any actions that would impact the indemnification obligation.

8. Debt

On April 29, 2016, the Company entered into a secured revolving credit facility (the “Credit Agreement”), which provides for aggregate revolving loans up to \$185.0 million, subject to an increase of up to an additional \$30 million under certain conditions. The credit facility will be available to the Company until April 28, 2021. There were no borrowings outstanding under the Credit Agreement as of June 30, 2016.

Under the Credit Agreement, borrowings bear interest, at the Company’s option, based on LIBOR or an alternate base rate plus a margin. In the case of LIBOR loans the margin ranges between 1.25% and 2.00% and, in the case of alternate base rate loans, between 0.25% and 1.0%, in each case, based upon the Company’s consolidated leverage ratio (as defined in the Credit Agreement). The Company is also required to pay a commitment fee on the undrawn portion available under the revolving loan facility of between 0.20% and 0.30% per annum, based upon the Company’s consolidated leverage ratio.

The Company incurred origination fees at closing of the Credit Agreement of \$1.5 million, which were recorded in other assets on the condensed consolidated balance sheet and will be amortized over the term of the facility.

The Credit Agreement will be used for general corporate purposes, including funding working capital and acquisitions. The Company’s obligations under the Credit Agreement are secured by a lien on substantially all of the tangible and intangible property of the Company and by a pledge of all of the equity interests of the Company’s domestic subsidiaries.

The Credit Agreement contains customary covenants that, among other things, require the Company to satisfy certain financial covenants and may restrict the Company’s ability to incur additional debt, pay dividends and make distributions, make certain investments and acquisitions, create liens, transfer and sell material assets and merge or consolidate. Non-compliance with one or more of the covenants could result in the amounts outstanding, if any, under the Credit Agreement becoming immediately due and payable and termination of the commitments. The Company was in compliance with the covenants as of June 30, 2016.

9. Stock-Based Compensation

The Company has granted stock options, restricted stock units and restricted stock awards under its incentive plans. The Company recognizes compensation expense based on estimated grant date fair values for all stock-based awards issued to employees and directors, including stock options, restricted stock awards and restricted stock units.

Stock-based Compensation Expense

The total stock-based compensation expense related to all stock-based awards was \$5.5 million and \$3.3 million during the three months ended June 30, 2016 and 2015, respectively, and \$12.4 million and \$6.3 million during the six months ended June 30, 2016 and 2015, respectively. During the six months ended June 30, 2016 and 2015, the Company reported excess tax benefits as a decrease in cash flows from operations and an increase in cash flows from financing activities of \$18.8 million and \$14.4 million, respectively. Excess tax benefits reflect the total of the individual stock option exercise transactions and vesting of restricted stock awards and restricted stock units in which the reduction to the Company’s income tax liability is greater than the deferred tax assets that were

GRUBHUB INC.
Notes to Condensed Consolidated Financial Statements (unaudited) (continued)

previously recorded. The Company capitalized \$0.4 million and \$0.1 million during the three months ended June 30, 2016 and 2015, respectively, and \$0.8 million and \$0.2 million during the six months ended June 30, 2016 and 2015, respectively, of stock-based compensation expense as website and software development costs. As of June 30, 2016, \$48.0 million of total unrecognized stock-based compensation expense is expected to be recognized over a weighted-average period of 3.1 years. The total unrecognized stock-based compensation expense to be recognized in future periods as of June 30, 2016 does not consider the effect of stock-based awards that may be granted in subsequent periods.

Stock Options

The Company granted 131,816 and 1,432,597 stock options during the six months ended June 30, 2016 and 2015, respectively. The fair value of each stock option award was estimated based on the assumptions below as of the grant date using the Black-Scholes-Merton option pricing model. Expected volatilities are based on a combination of the historical and implied volatilities of comparable publicly-traded companies and the historical volatility of the Company's own common stock due to its limited trading history as there was no active external or internal market for the Company's common stock prior to the Company's initial public offering in April 2014. The Company uses historical data to estimate option exercises and employee terminations within the valuation model. Separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The expected term of the award is estimated using a simplified method. The risk-free rate for the period within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The assumptions used to determine the fair value of the stock options granted during the six months ended June 30, 2016 and 2015 were as follows:

	Six Months Ended June 30,	
	2016	2015
Weighted-average fair value options granted	\$ 10.74	\$ 16.54
Average risk-free interest rate	1.41%	1.44%
Expected stock price volatilities	50.3%	47.0%
Dividend yield	None	None
Expected stock option life (years)	5.78	6.06

Stock option awards as of December 31, 2015 and June 30, 2016, and changes during the six months ended June 30, 2016, were as follows:

	Options	Weighted-Average Exercise Price	Aggregate Intrinsic Value (thousands)	Weighted-Average Exercise Term (years)
Outstanding at December 31, 2015	5,078,297	\$ 19.66	\$ 41,107	8.21
Granted	131,816	22.54		
Forfeited	(627,410)	26.50		
Exercised	(637,763)	4.50		
Outstanding at June 30, 2016	3,944,940	21.12	45,364	7.95
Vested and expected to vest at June 30, 2016	3,255,392	20.36	39,353	7.95
Exercisable at June 30, 2016	1,444,933	\$ 15.86	\$ 24,047	6.94

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the fair value of the common stock and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their in-the-money options on each date. This amount will change in future periods based on the fair value of the Company's stock and the number of options outstanding. The aggregate intrinsic value of awards exercised during the three months ended June 30, 2016 and 2015 was \$10.3 million and \$28.2 million, respectively. The aggregate intrinsic value of awards exercised during the six months ended June 30, 2016 and 2015 was \$13.1 million and \$78.0 million, respectively.

The Company recorded compensation expense for stock options of \$3.3 million and \$2.7 million for the three months ended June 30, 2016 and 2015, respectively, and \$7.0 million and \$5.5 million for the six months ended June 30, 2016 and 2015, respectively. As of June 30, 2016, total unrecognized compensation cost, adjusted for estimated forfeitures, related to non-vested stock options was \$22.8 million and is expected to be recognized over a weighted-average period of 2.8 years.

GRUBHUB INC.
Notes to Condensed Consolidated Financial Statements (unaudited) (continued)

Restricted Stock Units and Restricted Stock Awards

Non-vested restricted stock units and restricted stock awards as of December 31, 2015 and June 30, 2016 , and changes during the six months ended June 30, 2016 were as follows:

	Restricted Stock Units		Restricted Stock Awards	
	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Outstanding at December 31, 2015	888,483	\$ 27.85	67,744	\$ 42.01
Granted	773,081	24.97	—	—
Forfeited	(107,725)	26.79	—	—
Vested	(33,108)	39.43	(67,744)	42.01
Outstanding at June 30, 2016	1,520,731	\$ 26.21	—	\$ —

Compensation expense recognized related to restricted stock awards was \$0.5 million during the three months ended June 30, 2015 , and \$1.7 million and \$0.7 million during the six months ended June 30, 2016 and 2015 , respectively. There were no non-vested restricted stock awards or related expense during the three months ended June 30, 2016. During the three and six months ended June 30, 2016, compensation expense related to restricted stock units was \$2.2 million and \$3.7 million, respectively. Compensation expense related to restricted stock units was \$0.1 million for both the three and six months ended June 30, 2015. The aggregate fair value as of the vest date of restricted stock units that vested during the three months ended June 30, 2016 was \$0.7 million. The aggregate fair value as of the vest date of restricted stock awards and restricted stock units that vested during the six months ended June 30, 2016 was \$1.7 million and \$0.8 million, respectively. As of June 30, 2016 , \$25.2 million of total unrecognized compensation cost, adjusted for estimated forfeitures, related to 1,520,731 non-vested restricted stock units with weighted-average grant date fair values of \$26.21 is expected to be recognized over a weighted-average period of 3.4 years. As of June 30, 2016 , there were no remaining non-vested restricted stock awards or related unrecognized compensation cost. The fair value of these awards was determined based on the Company's stock price at the grant date and assumes no expected dividend payments through the vesting period.

10. Income Taxes

During the six months ended June 30, 2016 , the Illinois Department of Revenue completed an audit of the Company's corporate income tax returns for the tax years ended December 31, 2013 and 2012 and proposed no changes. The Company does not expect any additional tax liabilities, penalties and/or interest as a result of the audit .

11. Stockholders' Equity

As of June 30, 2016 and December 31, 2015 , the Company was authorized to issue two classes of stock: common stock and Series A Preferred Stock.

Common Stock

Each holder of common stock has one vote per share of common stock held on all matters that are submitted for stockholder vote. At June 30, 2016 and December 31, 2015 , there were 500,000,000 shares of common stock authorized. At June 30, 2016 and December 31, 2015 , there were 84,888,344 and 84,979,869 shares issued and outstanding, respectively. The Company did not hold any shares as treasury shares as of June 30, 2016 or December 31, 2015 .

On January 22, 2016, the Company's Board of Directors approved a program that authorizes the repurchase of up to \$100 million of the Company's common stock exclusive of any fees, commissions or other expenses relating to such repurchases through open market purchases or privately negotiated transactions at the prevailing market price at the time of purchase. The repurchase program was announced on January 25, 2016. The repurchased stock may be retired or held as authorized but unissued treasury shares. The repurchase authorizations do not obligate the Company to acquire any particular amount of common stock or adopt any particular method of repurchase and may be modified, suspended or terminated at any time at management's discretion. Repurchased and retired shares will result in an immediate reduction of the outstanding shares used to calculate the weighted-average common shares outstanding for basic and diluted net income per share at the time of the transaction. During the six months ended June 30, 2016, the Company repurchased and retired 724,473 shares of its common stock at a weighted-average share price of \$20.37, or an aggregate of \$14.8 million.

GRUBHUB INC.
Notes to Condensed Consolidated Financial Statements (unaudited) (continued)

Series A Preferred Stock

The Company was authorized to issue 25,000,000 shares of preferred stock. There were no issued or outstanding shares of preferred stock as of June 30, 2016 or December 31, 2015 .

The Company's equity as of December 31, 2015 and June 30, 2016 , and changes during the six months ended June 30, 2016 , were as follows:

	(in thousands)
Balance at December 31, 2015	\$ 877,596
Net income	22,738
Currency translation	(792)
Stock-based compensation	13,227
Repurchases of common stock	(14,774)
Shares repurchased and retired to satisfy tax withholding upon vesting	(938)
Tax benefit related to stock-based compensation	18,767
Stock option exercises, net of withholdings and other	2,878
Balance at June 30, 2016	\$ 918,702

12. Earnings Per Share Attributable to Common Stockholders

Basic earnings per share is computed by dividing net income attributable to common stockholders by the weighted-average number of common shares outstanding during the period without consideration for common stock equivalents. Diluted net income per share attributable to common stockholders is computed by dividing net income by the weighted-average number of common shares outstanding during the period and potentially dilutive common stock equivalents, including stock options, restricted stock units and restricted stock awards, except in cases where the effect of the common stock equivalent would be antidilutive. Potential common stock equivalents consist of common stock issuable upon exercise of stock options and vesting of restricted stock units and restricted stock awards using the treasury stock method.

The following tables present the calculation of basic and diluted net income per share attributable to common stockholders for the three and six months ended June 30, 2016 and 2015 :

	Three Months Ended June 30, 2016			Three Months Ended June 30, 2015		
	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount
	(in thousands, except per share data)					
Basic EPS						
Net income attributable to common stockholders	\$ 12,805	84,741	\$ 0.15	\$ 9,352	84,116	\$ 0.11
Effect of Dilutive Securities						
Stock options	—	836		—	1,702	
Restricted stock units and restricted stock awards	—	172		—	15	
Diluted EPS						
Net income attributable to common stockholders	\$ 12,805	85,749	\$ 0.15	\$ 9,352	85,833	\$ 0.11

	Six Months Ended June 30, 2016			Six Months Ended June 30, 2015		
	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount
	(in thousands, except per share data)					
Basic EPS						
Net income attributable to common stockholders	\$ 22,738	84,725	\$ 0.27	\$ 19,922	83,449	\$ 0.24
Effect of Dilutive Securities						
Stock options	—	868		—	2,008	
Restricted stock units and restricted stock awards	—	131		—	8	
Diluted EPS						
Net income attributable to common stockholders	\$ 22,738	85,724	\$ 0.27	\$ 19,922	85,465	\$ 0.23

GRUBHUB INC.
Notes to Condensed Consolidated Financial Statements (unaudited) (continued)

During the six months ended June 30, 2016, the Company repurchased and retired 724, 473 shares of its common stock. The repurchases resulted in a reduction of the outstanding shares used to calculate the weighted-average common shares outstanding for basic and diluted net earnings per share from the dates of the repurchases. See Note 11, *Stockholders' Equity*, for additional details.

The number of shares of common stock underlying stock-based awards excluded from the calculation of diluted net income per share attributable to common stockholders because their effect would have been antidilutive for the three and six months ended June 30, 2016 and 2015 were as follows:

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Anti-dilutive shares underlying stock-based awards:				
Stock options	2,222,692	1,624,168	2,222,692	1,535,768
Restricted stock awards	—	—	—	—
Restricted stock units	83,106	—	12,496	—

13. Fair Value Measurement

Certain assets and liabilities are required to be recorded at fair value on a recurring basis. Accounting standards define fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. The standards also establish a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The accounting guidance for fair value measurements prioritizes valuation methodologies based on the reliability of the inputs in the following three-tier value hierarchy:

- Level 1 Quoted prices in active markets for identical assets or liabilities.
- Level 2 Assets and liabilities valued based on observable market data for similar instruments, such as quoted prices for similar assets or liabilities.
- Level 3 Unobservable inputs that are supported by little or no market activity; instruments valued based on the best available data, some of which is internally developed, and considers risk premiums that a market participant would require.

The Company applied the following methods and assumptions in estimating its fair value measurements: the Company's commercial paper, investments in corporate and U.S. government agency bonds and certain money market funds are classified as Level 2 within the fair value hierarchy because they are valued using inputs other than quoted prices in active markets that are observable directly or indirectly. Accounts receivable and accounts payable approximate fair value due to their generally short-term maturities.

The following table presents the balances of assets measured at fair value on a recurring basis as of June 30, 2016 and December 31, 2015 :

	<u>June 30, 2016</u>			<u>December 31, 2015</u>		
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
	(in thousands)					
Money market funds	\$ —	\$ 141	\$ —	\$ —	\$ 1,083	\$ —
Commercial paper	—	122,679	—	—	113,586	—
Corporate bonds	—	31,714	—	—	41,473	—
U.S. government agency bonds	—	—	—	—	9,004	—
Total	<u>\$ —</u>	<u>\$ 154,534</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 165,146</u>	<u>\$ —</u>

In addition to assets and liabilities that are recorded at fair value on a recurring basis, the Company is required to record certain assets and liabilities at fair value on a nonrecurring basis, generally as a result of acquisitions. See Note 3, *Acquisitions*, for further discussion of the fair value of assets and liabilities associated with acquisitions.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following should be read in conjunction with the condensed consolidated financial statements and the notes thereto included elsewhere in this Quarterly Report on Form 10-Q and with the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 ("2015 Form 10-K") filed with the United States Securities and Exchange Commission (the "SEC") on February 26, 2016. In addition to historical condensed consolidated financial information, the following discussion contains forward-looking statements that reflect the Company's plans, estimates, and beliefs. Actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this Quarterly Report on Form 10-Q, including those set forth in "Cautionary Statement Regarding Forward-Looking Statements" below.

Company Overview

Grubhub Inc. and its wholly-owned subsidiaries (collectively referred to as the "Company," "Grubhub," "we," "us," and "our") is the leading online and mobile platform for restaurant pick-up and delivery orders, which the Company refers to as takeout. The Company connects more than 45,000 local restaurants with hungry diners in more than 1,100 cities across the United States and is focused on transforming the takeout experience. In certain markets, the Company also provides delivery services to restaurants on its platform that do not have their own delivery operations. As of June 30, 2016, the Company was providing delivery services in approximately 55 markets across the country. For restaurants, Grubhub generates higher margin takeout orders at full menu prices. The Grubhub platform empowers diners with a "direct line" into the kitchen, avoiding the inefficiencies, inaccuracies and frustrations associated with paper menus and phone orders. The Company has a powerful two-sided network that creates additional value for both restaurants and diners as it grows. The Company charges restaurants a per-order commission that is primarily percentage-based. Most of the restaurants on the Company's platform can choose their level of commission rate, at or above the minimum rate, to affect their relative priority in the Company's sorting algorithms, with restaurants paying higher commission rates generally appearing higher in the search order than restaurants paying lower commission rates. Additionally, restaurants that use the Company's delivery services pay an additional commission on the transaction for the use of those services.

Acquisitions

On May 5, 2016, the Company acquired all of the issued and outstanding capital stock of KMLEE Investments Inc. and LABite.Com, Inc. (collectively, "LABite"), a restaurant delivery service. In February 2015, the Company acquired the assets of DiningIn.com, Inc. and certain of its affiliates (collectively, "DiningIn") and the membership units of Restaurants on the Run, LLC ("Restaurants on the Run"), and, in December 2015, the Company acquired the membership units of Mealport USA, LLC d/b/a Delivered Dish ("Delivered Dish"). For a description of the Company's acquisition of these restaurant delivery services, see Note 3, *Acquisitions*.

Key Business Metrics

Within this Management's Discussion and Analysis of Results of Operations, the Company discusses key business metrics, including Active Diners, Daily Average Grubs and Gross Food Sales. The Company's key business metrics are defined as follows:

- **Active Diners.** The number of unique diner accounts from which an order has been placed in the past twelve months through the Company's platform. Some diners could have more than one account if they were to set up multiple accounts using a different e-mail address for each account. As a result, it is possible that the Active Diner metric may count certain diners more than once during any given period.
- **Daily Average Grubs.** The number of revenue generating orders placed on the Company's platform divided by the number of days for a given period.
- **Gross Food Sales.** The total value of food, beverages, taxes, prepaid gratuities, and any delivery fees processed through the Company's platform. The Company includes all revenue generating orders placed on its platform in this metric; however, revenues are only recognized for the Company's commissions from the transaction, which are a percentage of the total Gross Food Sales for such transaction.

The Company's key business metrics were as follows for the periods presented:

	Three Months Ended June 30,				Six Months Ended June 30,		
	2016	2015	% Change		2016	2015	% Change
Active Diners	7,352,000	5,932,000	24%		7,352,000	5,932,000	24%
Daily Average Grubs	271,100	220,100	23%		269,500	227,300	19%
Gross Food Sales (in millions)	\$ 732.6	\$ 567.6	29%		\$ 1,445.4	\$ 1,157.5	25%

The Company experienced significant growth across all of its key business metrics, Active Diners, Daily Average Grubs and Gross Food Sales, during the three and six months ended June 30, 2016 as compared to the same periods in the prior year. Growth in all metrics was primarily attributable to increased product and brand awareness by diners largely as a result of marketing efforts and word-of-mouth referrals, better restaurant choices for diners in our markets, technology and product improvements, as well as, to a lesser extent, an increase from the inclusion of results from recent acquisitions.

Results of Operations

Three Months Ended June 30, 2016 and 2015

The following table sets forth the Company's results of operations for the three months ended June 30, 2016 as compared to the same period in the prior year presented in dollars and as a percentage of revenues:

	Three Months Ended June 30,					
	2016		2015			
	Amount	% of revenue	Amount	% of revenue	\$ Change	% Change
	(in thousands, except percentages)					
Revenues	\$ 120,173	100%	\$ 87,955	100%	\$ 32,218	37%
Costs and expenses:						
Sales and marketing	25,355	21%	20,679	24%	4,676	23%
Operations and support	40,696	34%	24,603	28%	16,093	65%
Technology (exclusive of amortization)	10,567	9%	7,902	9%	2,665	34%
General and administrative	12,158	10%	9,745	11%	2,413	25%
Depreciation and amortization	8,885	7%	8,829	10%	56	1%
Total costs and expenses (a)	97,661	81%	71,758	82%	25,903	36%
Income before provision for income taxes	22,512	19%	16,197	18%	6,315	39%
Provision for income taxes	9,707	8%	6,845	8%	2,862	42%
Net income attributable to common stockholders	\$ 12,805	11%	\$ 9,352	11%	\$ 3,453	37%

NON-GAAP FINANCIAL MEASURES:

Adjusted EBITDA (b)	\$ 37,599	31%	\$ 28,418	32%	\$ 9,181	32%
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(a) Totals of percentage of revenues may not foot due to rounding.

(b) For an explanation of Adjusted EBITDA as a measure of the Company's operating performance and a reconciliation to net earnings, see "Non-GAAP Financial Measure—Adjusted EBITDA."

Revenues

Revenues increased by \$32.2 million, or 37%, for the three months ended June 30, 2016 compared to the same period in 2015. The increase was primarily related to growth in Active Diners, which increased from 5.9 million to 7.4 million at the end of each period, driving an increase in Daily Average Grubs to 271,100 during the three months ended June 30, 2016 from 220,100 Daily Average Grubs during the same period in 2015. The growth in Active Diners and Daily Average Grubs was due primarily to marketing efforts, investments in the Company's platform to drive more orders, technology and product improvements, and organic growth from word-of-mouth referrals. In addition, revenue increased during the three months ended June 30, 2016 compared to the same period in 2015 due to the inclusion of results from the Company's recent acquisitions (see Note 3, *Acquisitions*) and expansion of the Company's restaurant delivery services, as well as an increase in the Company's average commission rates driven by higher commission rates on delivery services and a higher average order size.

Sales and Marketing

Sales and marketing expense increased by \$4.7 million, or 23%, for the three months ended June 30, 2016 compared to the same period in 2015. The increase was primarily attributable to an increase of \$2.9 million in the Company's advertising campaigns across most channels in the second quarter of 2016. The increase in sales and marketing expense was also due to growth in the Company's sales and marketing teams and related salaries, benefits, payroll taxes, stock-based compensation expense and bonuses, including the impact of recent acquisitions .

Operations and Support

Operations and support expense increased by \$16.1 million, or 65%, for the three months ended June 30, 2016 compared to the same period in 2015. This increase was primarily attributable to an increase in expenses related to delivery services, the inclusion of results from recent acquisitions, higher customer service and operations personnel costs to support higher order volume, and higher payment processing costs related to the growth in orders. Delivery expenses increased during the three months ended June 30, 2016 compared to the prior year due to organic growth of our delivery network and the acquisitions of LABite and Delivered Dish.

Technology (exclusive of amortization)

Technology expense increased by \$2.7 million, or 34%, for the three months ended June 30, 2016 compared to the same period in 2015. The increase was primarily attributable to growth in the Company's technology team, including salaries, benefits, payroll taxes, stock-based compensation expense and bonuses to support the growth and development of the Seamless and Grubhub platforms .

General and Administrative

General and administrative expense increased by \$2.4 million, or 25%, for the three months ended June 30, 2016 compared to the same period in 2015. The increase was attributable to a number of miscellaneous expenses required to support growth in the business including an increase in expenses for fraudulent charges due to the increase in order volume, higher stock-based compensation expense, the inclusion of general and administrative expenses from the Company's recent acquisitions and acquisition-related expenses.

Depreciation and Amortization

Depreciation and amortization expense increased by \$0.1 million, or 1%, for the three months ended June 30, 2016 compared to the same period in 2015. The increase was primarily attributable to the amortization of intangible assets acquired in the recent acquisitions and increased capital spending on software, leasehold improvements and computer equipment to support the growth of the business. The current period increase was largely offset by \$1.9 million of accelerated amortization and depreciation expense recognized during the three months ended June 30, 2015 for certain assets that were disposed of with the migration of nearly all of the Seamless consumer diner traffic to a new web and mobile platform during the same period.

Provision for Income Taxes

Income tax expense increased by \$2.9 million for the three months ended June 30, 2016 compared to the same period in 2015. The increase was primarily due to the increase in income before provision for income taxes due to the factors described above. The Company has provided income tax expense for the periods presented based on the expected annual effective tax rate.

Six Months Ended June 30, 2016 and 2015

The following table sets forth the Company's results of operations for the six months ended June 30, 2016 as compared to the same period in the prior year presented in dollars and as a percentage of revenues:

	Six Months Ended June 30,				\$ Change	% Change
	2016		2015			
	Amount	% of revenue	Amount	% of revenue		
(in thousands, except percentages)						
Revenues	\$ 232,413	100%	\$ 176,204	100%	\$ 56,209	32%
Costs and expenses:						
Sales and marketing	54,188	23%	44,786	25%	9,402	21%
Operations and support	75,683	33%	47,304	27%	28,379	60%
Technology (exclusive of amortization)	20,759	9%	15,568	9%	5,191	33%
General and administrative	25,747	11%	18,846	11%	6,901	37%
Depreciation and amortization	16,193	7%	15,078	9%	1,115	7%
Total costs and expenses (a)	192,570	83%	141,582	80%	50,988	36%
Income before provision for income taxes	39,843	17%	34,622	20%	5,221	15%
Provision for income taxes	17,105	7%	14,700	8%	2,405	16%
Net income attributable to common stockholders	\$ 22,738	10%	\$ 19,922	11%	\$ 2,816	14%

NON-GAAP FINANCIAL MEASURES:

Adjusted EBITDA (b)	\$ 69,970	30%	\$ 56,668	32%	\$ 13,302	23%
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(a) Totals of percentage of revenues may not foot due to rounding.

(b) For an explanation of Adjusted EBITDA as a measure of the Company's operating performance and a reconciliation to net earnings, see "Non-GAAP Financial Measure—Adjusted EBITDA."

Revenues

Revenues increased by \$56.2 million, or 32%, for the six months ended June 30, 2016 compared to the same period in 2015. The increase was primarily related to growth in Active Diners, which increased from 5.9 million to 7.4 million at the end of each period, driving an increase in Daily Average Grubs to 269,500 during the six months ended June 30, 2016 from 227,300 Daily Average Grubs during the same period in 2015. The growth in Active Diners and Daily Average Grubs was due primarily to marketing efforts, investments in the Company's platform to drive more orders, technology and product improvements, and organic growth from word-of-mouth referrals. In addition, revenue increased during the six months ended June 30, 2016 compared to the same period in 2015 due to the inclusion of results from the Company's recent acquisitions (see Note 3, *Acquisitions*) and the expansion of the Company's restaurant delivery services, as well as an increase in the Company's average commission rates driven by higher commission rates on delivery services and a higher average order size.

Sales and Marketing

Sales and marketing expense increased by \$9.4 million, or 21%, for the six months ended June 30, 2016 compared to the same period in 2015. The increase was primarily attributable to an increase of \$5.7 million in the Company's advertising campaigns across most channels in the six months ended June 30, 2016. The increase in sales and marketing expense was also due to growth in the Company's sales and marketing teams and related salaries, benefits, payroll taxes, stock-based compensation expense and bonuses, including the impact of recent acquisitions.

Operations and Support

Operations and support expense increased by \$28.4 million, or 60%, for the six months ended June 30, 2016 compared to the same period in 2015. This increase was primarily attributable to an increase in expenses related to delivery services, higher customer service and operations personnel costs to support higher order volume, and higher payment processing costs related to the growth in orders. Delivery expenses increased during the six months ended June 30, 2016 compared to the prior year due to organic growth of our delivery network and the current and prior year acquisitions. In addition, payment processing costs increased \$4.0 million, or 19%, for the six months ended June 30, 2016 compared to the same period in the prior year due to the 25% growth in Gross Food Sales.

Technology (exclusive of amortization)

Technology expense increased by \$5.2 million, or 33%, for the six months ended June 30, 2016 compared to the same period in 2015. The increase was primarily attributable to 22% growth in the Company's technology team, including salaries, benefits, payroll taxes, stock-based compensation expense and bonuses, as well as higher consulting costs to support the growth and development of the Seamless and Grubhub platforms .

General and Administrative

General and administrative expense increased by \$6.9 million, or 37%, for the six months ended June 30, 2016 compared to the same period in 2015. The increase was primarily attributable to higher stock-based compensation expense including the impact of the accelerated vesting of restricted stock awards to certain terminated employees in the first quarter of 2016, and a number of miscellaneous expenses required to support growth in the business including an increase in expenses for fraudulent charges due to the increase in order volume, the inclusion of general and administrative expenses from the Company's recent acquisitions and acquisition-related expenses.

Depreciation and Amortization

Depreciation and amortization expense increased by \$1.1 million, or 7%, for the six months ended June 30, 2016 compared to the same period in 2015. The increase was primarily attributable to the amortization of intangible assets acquired in the recent acquisitions and increased capital spending on software, leasehold improvements and computer equipment to support the growth of the business. The current period increase was partially offset by \$1.9 million of accelerated amortization and depreciation expense recognized during the six months ended June 30, 2015 for certain assets that were disposed of with the migration of nearly all of the Seamless consumer diner traffic to a new web and mobile platform during the same period.

Provision for Income Taxes

Income tax expense increased by \$2.4 million for the six months ended June 30, 2016 compared to the same period in 2015. The increase was primarily due to the increase in income before provision for income taxes due to the factors described above. The Company has provided income tax expense for the periods presented based on the expected annual effective tax rate.

Non-GAAP Financial Measure - Adjusted EBITDA

Adjusted EBITDA is a financial measure that is not calculated in accordance with GAAP. The Company defines Adjusted EBITDA as net income adjusted to exclude acquisition and restructuring costs, income taxes, depreciation and amortization and stock-based compensation expense. A reconciliation of Adjusted EBITDA to net income, the most directly comparable financial measure calculated and presented in accordance with GAAP, is provided below. Adjusted EBITDA should not be considered as an alternative to net income or any other measure of financial performance calculated and presented in accordance with GAAP. The Company's Adjusted EBITDA may not be comparable to similarly titled measures of other organizations because other organizations may not calculate Adjusted EBITDA in the same manner.

The Company included Adjusted EBITDA in this Quarterly Report on Form 10-Q because it is an important measure upon which management assesses the Company's operating performance. The Company uses Adjusted EBITDA as a key performance measure because management believes it facilitates operating performance comparisons from period to period by excluding potential differences primarily caused by variations in capital structures, tax positions, the impact of acquisitions and restructuring, the impact of depreciation and amortization expense on the Company's fixed assets and the impact of stock-based compensation expense. Because Adjusted EBITDA facilitates internal comparisons of the Company's historical operating performance on a more consistent basis, the Company also uses Adjusted EBITDA for business planning purposes and in evaluating business opportunities. In addition, management believes Adjusted EBITDA and similar measures are widely used by investors, securities analysts, ratings agencies and other parties in evaluating companies in the industry as a measure of financial performance and debt-service capabilities.

The Company's use of Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of the Company's results as reported under GAAP. Some of these limitations are:

- Adjusted EBITDA does not reflect the Company's cash expenditures for capital equipment or other contractual commitments.
- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and Adjusted EBITDA does not reflect capital expenditure requirements for such replacements.

- Adjusted EBITDA does not reflect changes in, or cash requirements for, the Company's working capital needs.
- Other companies, including companies in the same industry, may calculate Adjusted EBITDA differently, which reduces its usefulness as a comparative measure.

In evaluating Adjusted EBITDA, you should be aware that in the future the Company will incur expenses similar to some of the adjustments in this presentation. The presentation of Adjusted EBITDA should not be construed as indicating that the Company's future results will be unaffected by these expenses or by any unusual or non-recurring items. When evaluating the Company's performance, you should consider Adjusted EBITDA alongside other financial performance measures, including net income and other GAAP results.

The following table sets forth Adjusted EBITDA and a reconciliation to net income for each of the periods presented below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(in thousands)			
Net income	\$ 12,805	\$ 9,352	\$ 22,738	\$ 19,922
Income taxes	9,707	6,845	17,105	14,700
Depreciation and amortization	8,885	8,829	16,193	15,078
EBITDA	31,397	25,026	56,036	49,700
Acquisition and restructuring costs (a)	697	134	1,528	703
Stock-based compensation	5,505	3,258	12,406	6,265
Adjusted EBITDA	\$ 37,599	\$ 28,418	\$ 69,970	\$ 56,668

(a) Acquisition and restructuring costs include transaction and integration-related costs, such as legal and accounting costs, associated with the acquisitions and restructuring initiatives.

LIQUIDITY AND CAPITAL RESOURCES

As of June 30, 2016, the Company had cash and cash equivalents of \$132.9 million consisting of cash, money market funds, commercial paper and U.S. and non-U.S.-issued corporate debt securities with original maturities of three months or less and short term investments of \$136.9 consisting of commercial paper and U.S. and non-U.S.-issued corporate debt securities with original maturities greater than three months, but less than one year. The Company generates a significant amount of cash flows from operations and has access to a secured revolving credit facility as necessary.

Amounts deposited with third-party financial institutions exceed Federal Deposit Insurance Corporation and Securities Investor Protection insurance limits, as applicable. These cash, cash equivalents and short term investments balances could be affected if the underlying financial institutions fail or if there are other adverse conditions in the financial markets. The Company has not experienced any loss or lack of access to its invested cash, cash equivalents or short term investments; however, such access could be adversely impacted by conditions in the financial markets in the future.

Management believes that the Company's existing cash, cash equivalents, short term investments and available credit facility will be sufficient to meet its working capital requirements for at least the next twelve months. However, the Company's liquidity assumptions may prove to be incorrect, and the Company could utilize its available financial resources sooner than currently expected. The Company's future capital requirements and the adequacy of available funds will depend on many factors, including those set forth in "Cautionary Statement Regarding Forward-Looking Statements" below. If the Company is unable to obtain needed additional funds, it will have to reduce operating costs, which could impair the Company's growth prospects and could otherwise negatively impact its business.

For most orders, diners use a credit card to pay for their meal when the order is placed. For these transactions, the Company collects the total amount of the diner's order net of payment processing fees from the payment processor and remits the net proceeds to the restaurant less commission. Outstanding credit card receivables are generally settled with the payment processors within two to four business days. The Company generally accumulates funds and remits the net proceeds to the restaurants on at least a monthly basis. Restaurants have different contractual arrangements regarding payment frequency. They may be paid bi-weekly, weekly, monthly or, in some cases, more frequently when requested by the restaurant. The Company generally holds accumulated funds prior to remittance to the restaurants in a non-interest bearing operating bank account that is used to fund daily operations, including the liability to the restaurants. However, the Company is not restricted from earning investment income on these funds under its restaurant contract terms and has made short-term investments of proceeds in excess of our restaurant liability as described above.

Seasonal fluctuations in the Company's business may also affect the timing of cash flows. In metropolitan markets, the Company generally experiences a relative increase in diner activity from September to April and a relative decrease in diner activity from May to August. In addition, the Company benefits from increased order volume in its campus markets when school is in session and experiences a decrease in order volume when school is not in session, during summer breaks and other vacation periods. Diner activity can also be impacted by colder or more inclement weather, which typically increases order volume, and warmer or sunny weather, which typically decreases order volume. These changes in diner activity and order volume have a direct impact on operating cash flows. While management expects this seasonal cash flow pattern to continue, changes in the Company's business model could affect the timing or seasonal nature of its cash flows.

On January 22, 2016, the Company's Board of Directors approved a program that authorizes the repurchase of up to \$100 million of our common stock exclusive of any fees, commissions or other expenses relating to such repurchases through open market purchases or privately negotiated transactions at the prevailing market price at the time of purchase. The repurchase program was announced on January 25, 2016. The repurchased stock may be retired or held as authorized but unissued treasury shares. The repurchase authorizations do not obligate the Company to acquire any particular amount of common stock or adopt any particular method of repurchase and may be modified, suspended or terminated at any time at management's discretion. Repurchased and retired shares will result in an immediate reduction of the outstanding shares used to calculate the weighted-average common shares outstanding for basic and diluted net income per share at the time of the transaction. During the six months ended June 30, 2016, the Company repurchased and retired 724,473 shares of our common stock at a weighted-average share price of \$20.37, or an aggregate of \$14.8 million.

On April 29, 2016, the Company entered into a secured revolving credit facility (the "Credit Agreement"), which provides for aggregate revolving loans up to \$185.0 million, subject to an increase of up to an additional \$30 million under certain conditions. The credit facility will be available to the Company until April 28, 2021. The Credit Agreement will be used for general corporate purposes, including funding working capital and acquisitions. There were no borrowings outstanding under the Credit Agreement as of June 30, 2016. See Note 8, *Debt*, for additional information.

The Credit Agreement contains customary covenants that, among other things, require the Company to satisfy certain financial covenants and may restrict the Company's ability to incur additional debt, pay dividends and make distributions, make certain investments and acquisitions, create liens, transfer and sell material assets and merge or consolidate. The Company was in compliance with the covenants of the Credit Agreement as of June 30, 2016 and expects to remain in compliance for the foreseeable future. See Part II, Item 1A, *Risk Factors*, for additional information.

The following table sets forth certain cash flow information for the periods presented:

	Six Months Ended June 30,	
	2016	2015
	(in thousands)	
Net cash provided by operating activities	\$ 37,193	\$ 30,544
Net cash used in investing activities	(77,329)	(61,019)
Net cash provided by financing activities	4,456	24,198

Cash Flows Provided by Operating Activities

For the six months ended June 30, 2016, net cash provided by operating activities was \$37.2 million compared to \$30.5 million for the same period in 2015. The increase in cash flows from operations was driven primarily by changes in the Company's operating assets and liabilities and increases of \$3.1 million in non-cash expenses and \$2.8 million of net income. The increase in non-cash expenses primarily related to an increase of \$6.1 million related to stock-based compensation and an increase in depreciation and amortization of \$1.1 million, partially offset by the change in deferred taxes of \$4.2 million. In addition, during the six months ended June 30, 2016 and 2015, significant changes in the Company's operating assets and liabilities, net of the effects of business acquisitions, resulted from the following:

- an increase in accounts receivable of \$11.7 million primarily due to the timing of processor payments to the Company at quarter-end for the six months ended June 30, 2016 compared to an increase of \$8.5 million for the six months ended June 30, 2015;
- a decrease in accounts payable of \$0.9 million for the six months ended June 30, 2016 due to timing of payments compared to a decrease of \$4.0 million for the six months ended June 30, 2015;
- an increase in accrued expenses of \$0.9 million during the six months ended June 30, 2016, primarily related to an increase in payables, compared to a decrease of \$1.6 million during the six months ended June 30, 2015;

- an increase in prepaid expenses of \$3.3 million during the six months ended June 30, 2016 primarily related to an increase in prepaid insurance and software licenses to support growth in the business compared to an increase of \$0.5 million during the six months ended June 30, 2015; and
- an increase in the restaurant food liability of \$4.3 million due to growth in our business for the six months ended June 30, 2016 compared to an increase of \$3.1 million for the six months ended June 30, 2015.

Cash Flows Used in Investing Activities

The Company's investing activities during the periods presented consisted primarily of purchases of and proceeds from maturities of short-term investments, acquisitions of businesses, the purchase of leasehold improvements and equipment to support increased headcount and website and internal-use software development.

For the six months ended June 30, 2016, net cash used in investing activities was \$77.3 million compared to \$61.0 million for the same period in the prior year. The increase in net cash used in investing activities during the six months ended June 30, 2016 was primarily the result of increases in purchases of short-term investments of \$58.1 million, acquisitions of businesses of \$11.8 million and purchases of leasehold improvements and equipment of \$7.2 million, partially offset by an increase in proceeds from maturities of short-term investments of \$63.9 million.

Cash Flows Provided by Financing Activities

The Company's financing activities during the periods presented consisted primarily of excess tax benefits related to stock-based compensation, repurchases of the Company's common stock, proceeds from the exercise of stock options and payments of debt issuance costs related to the Credit Agreement.

For the six months ended June 30, 2016, net cash provided by financing activities was \$4.5 million compared to \$24.2 million for the six months ended June 30, 2015. The decrease in cash provided by financing activities during the six months ended June 30, 2016 as compared to the same period in the prior year primarily resulted from repurchases of the Company's common stock of \$14.8 million during the six months ended June 30, 2016, a decrease in proceeds from stock option exercises of \$6.9 million and debt issuance costs of \$1.5 million, partially offset by an increase in excess tax benefits related to stock-based compensation of \$4.3 million.

Acquisitions

On May 5, 2016, the Company acquired LABite for \$65.9 million in cash, net of cash acquired of \$2.6 million and a net working capital adjustment receivable of \$1.6 million.

On February 4, 2015, February 27, 2015 and December 4, 2015, the Company completed the acquisitions of restaurant delivery services, DiningIn, Restaurants on the Run and Delivered Dish, respectively. Aggregate consideration for the three acquisitions was a total of approximately \$73.9 million in cash and 407,812 restricted shares of our common stock, or an estimated total transaction value of approximately \$89.9 million, net of cash acquired of \$0.7 million, based on our closing share price on the respective closing dates.

Quantitative and Qualitative Disclosures about Market Risk

The Company is exposed to certain market risks in the ordinary course of business. These risks primarily consist of interest rate fluctuations, inflation rate risk and other market related risks as follows:

Interest Rate Risk

The Company did not have any long-term borrowings as of June 30, 2016. The Company will be exposed to interest rate risk on variable-rate debt drawn under the Credit Agreement described above. The Company does not use interest rate derivative instruments to manage exposure to interest rate changes.

The Company invests its excess cash primarily in money market accounts, commercial paper and U.S. and non-U.S.-issued corporate debt securities. The Company intends to hold its investments to maturity. The Company's current investment strategy seeks first to preserve principal, second to provide liquidity for its operating and capital needs and third to maximize yield without putting principal at risk. The Company does not enter into investments for trading or speculative purposes.

The Company's investments are exposed to market risk due to the fluctuation of prevailing interest rates that may reduce the yield on its investments or their fair value. The Company assesses market risk utilizing a sensitivity analysis that measures the potential change in fair values, interest income and cash flows. As the Company's investment portfolio is short-term in nature, management does not believe an immediate 100 basis point increase in interest rates would have a material effect on the fair value of the Company's portfolio, and therefore does not expect the Company's results of operations or cash flows to be materially affected to any degree by a sudden change in market interest rates. In the unlikely event that the Company would need to sell its investments prior to their maturity, any unrealized gains and losses arising from the difference between the amortized cost and the fair value of the investments at that time would be recognized in the condensed consolidated statements of operations. See Note 4, *Marketable Securities*, to the accompanying Notes to the Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional details.

Inflation Risk

Management does not believe that inflation has had a material effect on the Company's business, results of operations or financial condition.

Risks Related to Market Conditions

The Company performs its annual goodwill impairment tests as of September 30, or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of the Company below its carrying value. Such indicators may include the following, among others: a significant decline in expected future cash flows, a sustained, significant decline in the Company's stock price and market capitalization, a significant adverse change in legal factors or in the business climate, unanticipated competition, the testing for recoverability of a significant asset group and slower growth rates. Any adverse change in these factors could have a significant impact on the recoverability of the Company's goodwill and could have a material impact on the consolidated financial statements. Goodwill represents the excess of the purchase price of an acquired business over the fair value of the net assets acquired.

As part of our interim review for indicators of impairment, management analyzed potential changes in value based on operating results for the six months ended June 30, 2016 compared to expected results. Management also considered how our market capitalization, business growth and other factors used in the September 30, 2015 impairment analysis, could be impacted by changes in market conditions and economic events. Since September 30, 2015, the fair market value of our stock has increased. Net revenues, net income and the Company's key business metrics have also increased since September 30, 2015. Management considered these trends in performing its assessment of whether an interim impairment review was required. Based on this interim assessment, management concluded that as of June 30, 2016, there were no events or changes in circumstances that indicated it was more likely than not that our fair value was below our carrying value. Nevertheless, significant changes in global economic and market conditions could result in changes to expectations of future financial results and key valuation assumptions. Such changes could result in revisions of management's estimates of our fair value and could result in a material impairment of goodwill. As of June 30, 2016, the Company had \$437.0 million in goodwill.

OTHER INFORMATION

Off-Balance Sheet Arrangements

The Company did not have any off-balance sheet arrangements as of June 30, 2016.

Contractual Obligations

The Company's total contractual obligations under operating leases have increased by \$2.9 million as of June 30, 2016 due to the expansion of office space to support the growth in the business and the acquisition of LABite.

There were no other material changes to the Company's commitments under contractual obligations as compared to the contractual obligations disclosed in the Company's 2015 Form 10-K.

Contingencies

For a discussion of certain litigation involving the Company, see Note 7, *Commitments and Contingencies*, to the accompanying Notes to the Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

New Accounting Pronouncements and Pending Accounting Standards

See Note 2, *Significant Accounting Policies*, to the accompanying Notes to the Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for pending standards and their estimated effect on the Company's consolidated financial statements and accounting standards adopted during the six months ended June 30, 2016.

Critical Accounting Policies and Estimates

The condensed consolidated financial statements are prepared in accordance with GAAP. The preparation of these condensed consolidated financial statements requires the Company to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses, and related disclosures. These estimates form the basis for judgments management makes about the carrying values of the Company's assets and liabilities, which are not readily apparent from other sources. The Company bases its estimates and judgments on historical experience and on various other assumptions that management believes are reasonable under the circumstances. On an ongoing basis, the Company evaluates its estimates and assumptions. Actual results may differ from these estimates under different assumptions or conditions.

The Company believes that the assumptions and estimates associated with revenue recognition, website and software development costs, recoverability of intangible assets with definite lives and other long-lived assets, stock-based compensation, goodwill and income taxes have the greatest potential impact on the condensed consolidated financial statements. Therefore, these are considered to be the Company's critical accounting policies and estimates.

There have been no material changes to the Company's critical accounting policies and estimates as compared to the critical accounting policies and estimates described in the Company's 2015 Form 10-K.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

In this section and elsewhere in this Quarterly Report on Form 10-Q, we discuss and analyze the results of operations and financial condition of the Company. In addition to historical information about the Company, we also make statements relating to the future called "forward-looking statements," which are provided under the "safe harbor" of the U.S. Private Securities Litigation Act of 1995. Forward-looking statements involve substantial risks, known or unknown, and uncertainties that may cause actual results to differ materially from future results or outcomes expressed or implied by such forward-looking statements. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as "anticipates," "believes," "contemplates," "continue," "could," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "projects," "should," "target" or "will" or the negative of these words or other similar terms or expressions that concern the Company's expectations, strategy, plans or intentions.

We cannot guarantee that any forward-looking statement will be realized. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including the following important factors, in addition to those discussed elsewhere in this Quarterly Report on Form 10-Q, in Part I, Item 1A, *Risk Factors*, of the Company's 2015 Form 10-K and Part II, Item 1A, *Risk Factors*, in subsequent quarterly reports, that could affect the future results of the Company and could cause those results or other outcomes to differ materially from those expressed or implied in the Company's forward-looking statements:

- our ability to accurately forecast revenue and appropriately plan expenses ;
- our ability to effectively assimilate, integrate and maintain acquired businesses;
- our ability to attract and retain restaurants to use the Company's platform in a cost effective manner;
- our ability to maintain, protect and enhance our brand in an effort to increase the number of and retain existing diners and their level of engagement using the Company's websites and mobile applications;
- our ability to strengthen the Company's two-sided network;
- the impact of interruptions or disruptions to our service on our business, reputation or brand;
- our ability to choose and effectively manage third-party service providers;
- the seasonality of our business, including the effect of academic calendars on college campuses and seasonal patterns in restaurant dining;
- our ability to generate positive cash flow and achieve and maintain profitability;
- our ability to maintain an adequate rate of growth and effectively manage that growth;

- the impact of worldwide economic conditions, including the resulting effect on diner spending on takeout;
- the exposure to potential liability and expenses for legal claims and harm to our business;
- our ability to defend the classification of members of our delivery network as independent contractors;
- our ability to keep pace with technology changes in the takeout industry;
- our ability to grow the usage of the Company's mobile applications and monetize this usage;
- our ability to properly use, protect and maintain the security of personal information and data provided by diners;
- the impact of payment processor costs and procedures;
- our ability to successfully compete with the traditional takeout ordering process and the effects of increased competition on our business;
- our ability to innovate and provide a superior experience for restaurants and diners;
- our ability to successfully expand in existing markets and into new markets;
- our ability to attract and retain qualified employees and key personnel;
- our ability to grow our restaurant delivery services in an effective and cost efficient manner;
- the impact of weather and the effects of natural or man-made catastrophic events on the Company's business;
- our ability to maintain, protect and enhance the Company's intellectual property;
- our ability to obtain capital to support business growth;
- our ability to comply with the operating and financial covenants of our secured, revolving credit facility; and
- our ability to comply with modified or new legislation and governmental regulations affecting our business.

While forward-looking statements are our best prediction at the time they are made, you should not rely on them. Forward-looking statements speak only as of the date of this document or the date of any document that may be incorporated by reference into this document.

Consequently, you should consider forward-looking statements only as the Company's current plans, estimates and beliefs. The Company does not undertake and specifically declines any obligation to publicly update or revise forward-looking statements, including those set forth in this Quarterly Report on Form 10-Q, to reflect any new events, information, events or any change in conditions or circumstances unless required by law. You are advised, however, to consult any further disclosures we make on related subjects in our Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and Annual Reports on Form 10-K and our other filings with the SEC.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

See Part I, Item 2, *Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resource – Quantitative and Qualitative Disclosures About Market Risk*, of this Quarterly Report on Form 10-Q.

Item 4. Controls and Procedures

Disclosure controls and procedures.

As required by Rule 13a-15(b) and Rule 15d-15(e) of the Exchange Act, the Company's management, including the Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining effective disclosure controls and procedures, as defined under Rules 13a-15(e) and 15d-15(e) of the Exchange Act. As of June 30, 2016, an evaluation was performed under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that disclosure controls and procedures as of June 30, 2016 were effective in ensuring information required to be disclosed in the Company's SEC reports was recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information was accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in internal control over financial reporting.

There have not been any changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended June 30, 2016 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II— OTHER INFORMATION

Item 1. Legal Proceedings

For a description of the Company's material pending legal proceedings, see Note 7, *Commitments and Contingencies*, to the accompanying Notes to Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

There have been no material changes to the risk factors affecting our business, financial condition or future results from those set forth in Part I, Item 1A (Risk Factors) in the 2015 Form 10-K, which was filed with the Securities and Exchange Commission on February 26, 2016, other than as set forth below. However, you should carefully consider the factors discussed in the 2015 Form 10-K and in this Quarterly Report on Form 10-Q, which could materially affect our business, financial condition or future results. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Our credit agreement contains operating and financial covenants that may restrict our business and financing activities.

We are party to a credit agreement in connection with our secured, revolving credit facility. The obligations under the credit agreement are guaranteed by the Company and its domestic subsidiaries and secured by a lien on substantially all of the tangible and intangible property of the Company, and by a pledge of all of the equity interests of the Company's domestic subsidiaries.

The credit agreement contains customary covenants that, among other things, require the Company to satisfy certain financial covenants and restrict the Company's and its subsidiaries' ability to, among other things, incur additional debt, create liens, make certain investments and acquisitions, pay dividends and make distributions, transfer and sell material assets and merge or consolidate. As a result, we are limited in the manner in which we conduct our business, and we may be unable to engage in favorable business activities. These restrictions could place us at a competitive disadvantage to competitors.

Our ability to comply with these covenants may be affected by events beyond our control, and we may not be able to meet these covenants. From time to time, we may be required to seek waivers or amendments to the credit agreement to maintain compliance with these covenants, and there can be no certainty that any such waiver or amendment will be available, or what the cost of such waiver or amendment, if obtained, would be. Non-compliance with one or more of these covenants could result in any amounts outstanding under the credit agreement becoming immediately due and payable and termination of the commitments.

If we are unable to generate sufficient cash available to repay our debt obligations, if any, when they become due and payable, either when they mature or in the event of a default, we may not be able to obtain additional debt or equity financing on favorable terms, if at all.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Use of Proceeds

On April 3, 2014, the Company's registration statement on Form S-1 (File No. 333-194219) was declared effective by the SEC for an initial public offering pursuant to which the Company issued and sold 4,000,000 shares of common stock at a public offering price of \$26.00 per share. The offering resulted in net proceeds of \$94.9 million after deducting underwriting discounts and commissions of \$6.5 million and other offering expenses of approximately \$2.6 million. There have been no material changes in the planned use of proceeds from the initial public offering from that described in the Company's final prospectus filed with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Securities Act") on April 7, 2014.

Unregistered Sales of Equity Securities

There were no sales of unregistered equity securities during the three months ended June 30, 2016.

Issuer Purchases of Equity Securities

On January 22, 2016, the Board of Directors of the Company approved a program (the “Repurchase Program”) that authorizes the repurchase of up to \$100 million of the Company’s common stock exclusive of any fees, commissions or other expenses relating to such repurchases through open market purchases or privately negotiated transactions at the prevailing market price at the time of purchase. The Repurchase Program was announced on January 25, 2016. The repurchased stock may be retired or held as authorized but unissued treasury shares. The repurchase authorizations do not obligate the Company to acquire any particular amount of common stock or adopt any particular method of repurchase and may be modified, suspended or terminated at any time at the Company’s discretion. Repurchased and retired shares will result in an immediate reduction of the outstanding shares used to calculate the weighted-average common shares outstanding for basic and diluted net income per share at the time of the transaction.

During the three months ended June 30, 2016, the Company repurchased and retired \$5.0 million of its common stock pursuant to the Repurchase Program as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs (in thousands)
April 1, 2016 - April 30, 2016	—	\$ —	—	\$ 90,239
May 1, 2016 - May 31, 2016	217,800	\$ 22.95	217,800	\$ 85,241
June 1, 2016 - June 30, 2016	—	\$ —	—	\$ 85,241
Total	<u>217,800</u>	\$ 22.95	<u>217,800</u>	

Item 3. Defaults Upon Senior Securities

Not applicable

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

Item 6: Exhibits

Exhibit No.	Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
10.46	Form of Restricted Stock Unit Grant Notice and RSU Agreement under the 2015 Long-Term Incentive Plan					X
31.1	Certification of Matthew Maloney, Chief Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Adam DeWitt, Chief Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.1	Certification of Matthew Maloney, Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
32.2	Certification of Adam DeWitt, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
101.INS	XBRL Instance Document.					X
101.SCH	XBRL Taxonomy Extension Schema Document.					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.					X
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document.					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.					X

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GRUBHUB INC.

By: /s/ MATTHEW MALONEY
Matthew Maloney
Chief Executive Officer and Director
(Principal Executive Officer)

By: /s/ ADAM DEWITT
Adam DeWitt
Chief Financial Officer and Treasurer
(Principal Financial Officer and Principal Accounting Officer)

Date: August 8, 2016

**RESTRICTED STOCK UNIT GRANT NOTICE
PURSUANT TO THE
GRUBHUB INC. 2015 LONG-TERM INCENTIVE PLAN**

GrubHub Inc. 2015 Long-Term Incentive Plan, as amended from time to time (the “ Plan ”), GrubHub Inc., a Delaware corporation (the “ Company ”) hereby grants to the Participant, effective on the Grant Date, Restricted Stock Units (the number and details of which are specified below), subject to the terms and conditions of the Plan and the Restricted Stock Unit Award Agreement attached hereto as Exhibit A (both of which are incorporated by reference herein). Any capitalized terms not defined herein shall have the meaning ascribed to them in the Plan.

Participant :

Grant Date :

Number of Restricted Stock Units Granted :

Vesting Schedule : The RSUs shall vest and be settled as follows:

Vesting Date

[•]

Number of RSUs

[•]

RESTRICTED STOCK UNIT AWARD AGREEMENT

Restricted Stock Unit Award Agreement, which is attached to the Restricted Stock Unit Grant Notice (the “Grant Notice” and this Restricted Stock Unit Award Agreement shall be referred to collectively as the “Agreement”), has been entered into, effective on the Grant Date specified in the Grant Notice, by and between GrubHub Inc., a Delaware corporation (the “Company”), and the Participant specified in the Grant Notice, pursuant to the GrubHub Inc. 2015 Long-Term Incentive Plan, as in effect and as amended from time to time (the “Plan”); and

WHEREAS, the Committee has determined that it would be in the best interests of the Company to grant the Restricted Stock Units (“RSUs”) provided herein to the Participant, subject to the vesting schedule set forth in the Grant Notice and all other terms and conditions set forth under the Plan and this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and promises hereinafter set forth and for other good and valuable consideration, the parties hereto hereby mutually covenant and agree as follows:

1. **Incorporation By Reference; Plan Document Receipt**. This Agreement is subject in all respects to the terms and provisions of the Plan (including, without limitation, any amendments thereto adopted at any time and from time to time unless such amendments are expressly intended not to apply to the Award provided hereunder), all of which terms and provisions are made a part of and incorporated into this Agreement as if they were each expressly set forth herein. Any capitalized term not defined in this Agreement shall have the same meaning as is ascribed thereto in the Plan. The Participant hereby acknowledges receipt of a true copy of the Plan and also acknowledges that the Participant has read the Plan carefully and fully understands its content. In the event of any conflict between the terms of this Agreement and the terms of the Plan, the terms of the Plan shall control.

2. **Grant of Restricted Stock Unit Award**. The Company hereby grants to the Participant, as of the Grant Date specified in the Grant Notice, the number of RSUs specified in the Grant Notice. Except as otherwise provided by the Plan, the Participant agrees and understands that nothing contained in this Agreement provides, or is intended to provide, the Participant with any protection against potential future dilution of the Participant’s interest in the Company for any reason, and no adjustments shall be made for dividends in cash or other property, distributions or other rights in respect of the shares of Common Stock underlying the RSUs, except as otherwise specifically provided for in the Plan or this Agreement.

3. **Vesting**.

(a) Subject to the provisions of Sections 3(b) and 3(c) hereof, the RSUs subject to this Award shall become vested as set forth in the Grant Notice, provided that the Participant has not incurred a Termination prior to each such vesting date. There shall be no

proportionate or partial vesting in the periods prior to each vesting date and all vesting shall occur only on the appropriate vesting date, subject to the Participant's continued service with the Company or any of its Subsidiaries on each applicable vesting date.

(b) Committee Discretion to Accelerate Vesting. Notwithstanding the foregoing, the Committee may, in its sole discretion, provide for accelerated vesting of the RSUs at any time and for any reason.

(c) Change in Control. In the event of a Change in Control, any unvested RSUs shall be treated as set forth in Article XII of the Plan.

(d) Forfeiture. Subject to the Committee's discretion to accelerate vesting hereunder, all unvested RSUs shall be immediately forfeited upon the Participant's Termination for any reason.

4. Delivery of Shares

(a) General. Subject to the provisions of Section 4(b) hereof or as required to comply with applicable law, rule or regulation, the Company shall deliver to the Participant the number of shares of Common Stock that correspond to the number of RSUs that have become vested on the applicable vesting date or as soon as reasonably practicable thereafter, but in no event later than sixty (60) days following the vesting of the RSUs.

(b) Deferrals. If permitted by the Company, the Participant may elect, subject to the terms and conditions of the Plan and any other applicable written plan or procedure adopted by the Company from time to time for purposes of such election, to defer the distribution of all or any portion of the shares of Common Stock that would otherwise be distributed to the Participant hereunder (the "Deferred Shares"), consistent with the requirements of Section 409A of the Code. Upon the vesting of RSUs that have been so deferred, the applicable number of Deferred Shares shall be credited to a bookkeeping account established on the Participant's behalf (the "Account"). Subject to Section 5 hereof, the number of shares of Common Stock equal to the number of Deferred Shares credited to the Participant's Account shall be distributed to the Participant in accordance with the terms and conditions of the Plan and the other applicable written plans or procedures of the Company, consistent with the requirements of Section 409A of the Code.

5. **Dividends; Rights as Stockholder**. The Participant shall have no rights as a stockholder, and shall not receive payment of, or credit for, dividends or dividend equivalents, with respect to any shares of Common Stock covered by any RSU unless and until the Participant has become the holder of record of such shares.

6. **Non-Transferability**. The RSUs granted under this Agreement and the Plan, and any rights and interests with respect thereto, shall not be sold, exchanged, transferred, assigned or otherwise disposed of in any way by the Participant (or any beneficiary of the Participant), other than by testamentary disposition by the Participant or the laws of descent and distribution. Notwithstanding the foregoing, the Committee may, in its sole discretion, permit the RSUs to be Transferred to a Family Member for no value, provided that such Transfer shall only be valid upon execution of a written instrument in form and substance acceptable to the

Committee in its sole discretion evidencing such Transfer and the transferee's acceptance thereof, signed by the Participant and the transferee, and provided further that the RSUs may not be subsequently Transferred other than by will or by the laws of descent and distribution or to another Family Member (as permitted by the Committee in its sole discretion) in accordance with the terms of the Plan and this Agreement, and shall in any event at all times remain subject to the terms of the Plan and this Agreement. Any attempt to sell, exchange, transfer, assign, pledge, encumber or otherwise dispose of or hypothecate in any way the RSUs, or the levy of any execution, attachment or similar legal process upon the RSUs, contrary to the terms and provisions of this Agreement and/or the Plan shall be null and void and without legal force or effect.

7. **Governing Law**. All questions concerning the construction, validity and interpretation of this Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, without regard to the choice of law principles thereof.

8. **Withholding of Tax**. The Company shall have the power and the right to deduct or withhold, or require the Participant to remit to the Company, an amount sufficient to satisfy any federal, state, local and foreign taxes of any kind (including, but not limited to, the Participant's FICA and SDI obligations) which the Company, in its sole discretion, deems necessary to be withheld or remitted to comply with the Code and/or any other applicable law, rule or regulation with respect to the RSUs and, if the Participant fails to do so, the Company may otherwise refuse to issue or transfer any shares of Common Stock otherwise required to be issued pursuant to this Agreement. Any minimum statutorily required withholding obligation with regard to the Participant may be satisfied by reducing the amount of cash or shares of Common Stock otherwise deliverable to the Participant hereunder (which, with respect to RSUs that vest during a "blackout period," shall be satisfied by reducing the amount of shares of Common Stock otherwise deliverable to the Participant hereunder).

9. **Securities Representations**. This Agreement is being entered into by the Company in reliance upon the following express representations and warranties of the Participant. The Participant hereby acknowledges, represents and warrants that:

(a) The Participant has been advised that the Participant may be an "affiliate" within the meaning of Rule 144 under the Securities Act, and in this connection, the Company is relying in part on the Participant's representations set forth in this Section 9.

(b) If the Participant is deemed an affiliate within the meaning of Rule 144 of the Securities Act, the shares of Common Stock issuable hereunder must be held indefinitely unless an exemption from any applicable resale restrictions is available or the Company files an additional registration statement (or a "re-offer prospectus") with regard to such shares of Common Stock. For clarity, the Company is under no obligation to register such shares of Common Stock (or to file a "re-offer prospectus").

(c) If the Participant is deemed an affiliate within the meaning of Rule 144 of the Securities Act, the Participant understands that: (i) the exemption from registration under Rule 144 will not be available unless (A) a public trading market then exists for the Common Stock of the Company, (B) adequate information concerning the Company is then available to

the public, and (C) other terms and conditions of Rule 144 or any exemption therefrom are complied with; and (ii) any sale of the shares of Common Stock issuable hereunder may be made only in limited amounts in accordance with the terms and conditions of Rule 144 or any exemption therefrom.

10. **Entire Agreement; Amendment**. This Agreement, together with the Plan, contains the entire agreement between the parties hereto with respect to the subject matter contained herein, and supersedes all prior agreements or prior understandings, whether written or oral, between the parties relating to such subject matter. The Committee shall have the right, in its sole discretion, to modify or amend this Agreement from time to time in accordance with and as provided in the Plan. This Agreement may also be modified or amended by a writing signed by both the Company and the Participant. The Company shall give written notice to the Participant of any such modification or amendment of this Agreement as soon as practicable after the adoption thereof.

11. **Notices**. Any notice hereunder by the Participant shall be given to the Company in writing or electronically and such notice shall be deemed duly given only upon receipt thereof by the General Counsel of the Company. Any notice hereunder by the Company shall be given to the Participant in writing or electronically and such notice shall be deemed duly given only upon receipt thereof at such address/email address as the Participant may have on file with the Company.

12. **No Right to Employment**. Any questions as to whether and when there has been a Termination and the cause of such Termination shall be determined in the sole discretion of the Committee. Nothing in this Agreement shall interfere with or limit in any way the right of the Company, its Subsidiaries or its Affiliates to terminate the Participant's employment or service at any time, for any reason and with or without Cause.

13. **Transfer of Personal Data**. The Participant authorizes, agrees and unambiguously consents to the transmission by the Company (or any Subsidiary) of any personal data information related to the RSUs awarded under this Agreement for legitimate business purposes (including, without limitation, the administration of the Plan). This authorization and consent is freely given by the Participant.

14. **Compliance with Laws**. The grant of RSUs (and the issuance of shares of Common Stock) pursuant to this Agreement shall be subject to, and shall comply with, any applicable requirements of any foreign and U.S. federal and state securities laws, rules and regulations (including, without limitation, the provisions of the Securities Act, the Exchange Act and in each case any respective rules and regulations promulgated thereunder) and any other law, rule or regulation or exchange requirement applicable thereto. The Company shall not be obligated to issue the RSUs or any shares of Common Stock pursuant to this Agreement if any such issuance would violate any such requirements. As a condition to the settlement of the RSUs, the Company may require the Participant to satisfy any qualifications that may be necessary or appropriate to evidence compliance with any applicable law or regulation.

15. **Section 409A**. Notwithstanding anything herein or in the Plan to the contrary, this Agreement is intended to comply with, or be exempt from, Section 409A of the

Code and shall be construed and interpreted in a manner that is consistent with the requirements for avoiding additional taxes or penalties under Section 409A of the Code. Notwithstanding the foregoing, the Company makes no representations that the payments and benefits provided under this Agreement comply with Section 409A of the Code and in no event shall the Company be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by the Participant on account of non-compliance with Section 409A of the Code.

16. **Binding Agreement; Assignment**. This Agreement shall inure to the benefit of, be binding upon, and be enforceable by the Company and its successors and assigns. The Participant shall not assign (except in accordance with Section 6 hereof) any part of this Agreement without the prior express written consent of the Company.

17. **Headings**. The titles and headings of the various sections of this Agreement have been inserted for convenience of reference only and shall not be deemed to be a part of this Agreement.

18. **Counterparts**. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same instrument.

19. **Further Assurances**. Each party hereto shall do and perform (or shall cause to be done and performed) all such further acts and shall execute and deliver all such other agreements, certificates, instruments and documents as either party reasonably may request in order to carry out the intent and accomplish the purposes of this Agreement and the Plan and the consummation of the transactions contemplated thereunder.

20. **Severability**. The invalidity or unenforceability of any provisions of this Agreement in any jurisdiction shall not affect the validity, legality or enforceability of the remainder of this Agreement in such jurisdiction or the validity, legality or enforceability of any provision of this Agreement in any other jurisdiction, it being intended that all rights and obligations of the parties hereunder shall be enforceable to the fullest extent permitted by law.

21. **No Right to Damages**. No Participant shall have the right to bring a claim or to receive damages if such Participant is required to forfeit the RSUs granted hereunder, or the shares of Common Stock issued upon the vesting of the RSUs granted hereunder, for any reason. The loss of existing potential profit in Awards will not constitute an element of damages in the event of Termination for any reason, even if such Termination is in violation of an obligation of the Company or its Affiliates to the Participant.

22. **Acquired Rights**. The Participant acknowledges and agrees that: (a) the Company may terminate or amend the Plan at any time; (b) the Award of RSUs made under this Agreement is completely independent of any other award or grant and is made at the sole discretion of the Company; (c) no past grants or awards (including, without limitation, the RSUs awarded hereunder) give the Participant any right to any grants or awards in the future whatsoever; and (d) any benefits granted under this Agreement are not part of the Participant's ordinary salary, and shall not be considered as part of such salary in the event of severance, redundancy or resignation.

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Matthew Maloney, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of GrubHub Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /S/ MATTHEW MALONEY
Matthew Maloney
 Chief Executive Officer and Director

Date: August 8, 2016

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Adam DeWitt, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of GrubHub Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /S/ ADAM DeWITT
Adam DeWitt
 Chief Financial Officer and Treasurer

Date: August 8, 2016

CERTIFICATION OF CHIEF EXECUTIVE OFFICER**PURSUANT TO 18 U.S.C. 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of GrubHub Inc. (the "Company") on Form 10-Q for the fiscal quarter ended June 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Matthew Maloney, Chief Executive Officer and Director of the Company, certify, as of the date hereof and solely for purposes of and pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

By: /S/ MATTHEW MALONEY
Matthew Maloney
Chief Executive Officer and Director

Date: August 8, 2016

CERTIFICATION OF CHIEF FINANCIAL OFFICER**PURSUANT TO 18 U.S.C. 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of GrubHub Inc. (the "Company") on Form 10-Q for the fiscal quarter ended June 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Adam DeWitt, Chief Financial Officer and Treasurer of the Company, certify, as of the date hereof and solely for purposes of and pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that , to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

By: /S/ ADAM DEWITT
Adam DeWitt
Chief Financial Officer and Treasurer

Date: August 8, 2016