

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 13, 2018

GRUBHUB INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36389
(Commission File Number)

46-2908664
(IRS Employer
Identification No.)

111 W. Washington Street, Suite 2100,
Chicago, Illinois
(Address of Principal Executive Offices)

60602
(Zip Code)

Registrant's Telephone Number, Including Area Code: (877) 585-7878

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01. Completion of Acquisition or Disposition of Assets

On September 13, 2018, pursuant to the Agreement and Plan of Merger, dated as of July 24, 2018 (the “*Merger Agreement*”), by and among Grubhub Inc. (the “*Company*”), Grubhub Holdings Inc. (“*Grubhub Holdings*”), Lobster Merger Sub Inc., SCVNGR, Inc. d/b/a LevelUp (“*LevelUp*”), and Shareholder Representative Services LLC (solely in its capacity as Securityholders’ Representative), Grubhub Holdings completed its previously announced acquisition of LevelUp (the “*Acquisition*”). The aggregate consideration was approximately \$390 million, subject to customary adjustments, and consisted of approximately \$374 million in cash and assumption by the Company of unvested incentive stock options held by LevelUp employees.

Item 7.01. Regulation FD Disclosure

On September 13, 2018, the Company issued a press release announcing that it has completed the Acquisition. The Company also announced the signing of a definitive agreement to acquire certain assets of 11 franchisee-owned OrderUp food delivery markets across California, Colorado, Indiana, Missouri, Oregon, Oklahoma, and Virginia. A copy of the press release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

The information furnished herewith pursuant to Item 7.01 of this Current Report, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any filing of the Company under the Exchange Act or the Securities Act of 1933, as amended, whether made before or after the date of this Current Report, regardless of any general incorporation by reference language in such filing except as otherwise expressly stated in such a filing.

Item 9.01. Financial Statements and Exhibits

(a) *Financial Statements of Businesses Acquired.*

The Company intends to file the financial statements of LevelUp required by this Item 9.01(a) as part of an amendment to this Current Report on Form 8-K or otherwise not later than seventy-one (71) calendar days after the date that this Current Report on Form 8-K is required to be filed.

(b) *Pro Forma Financial Information.*

The Company intends to file the financial information required by this Item 9.01(b) as part of an amendment to this Current Report on Form 8-K or otherwise not later than seventy-one (71) calendar days after the date that this Current Report on Form 8-K is required to be filed.

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by Grubhub Inc. on September 13, 2018.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by Grubhub Inc. on September 13, 2018.

SIGNATURES

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

Date: September 13, 2018

GRUBHUB INC.

By: /s/ ADAM DEWITT
Adam DeWitt
Chief Financial Officer

Grubhub Completes Acquisition of LevelUp

Acquires additional OrderUp food delivery markets

CHICAGO, Sept. 13, 2018 -- Grubhub (NYSE: GRUB), the nation's leading online and mobile food-ordering and delivery marketplace, today closed its previously announced acquisition of LevelUp, the leader in mobile diner engagement and payment solutions for national and regional restaurant brands. Under terms of the agreement, Grubhub paid \$390 million in cash for LevelUp, funded through cash on hand and Grubhub's existing credit facility.

With LevelUp, Grubhub provides restaurants with the industry's most comprehensive solution for driving online delivery and pickup orders, powering the full ordering experience from demand generation to fulfillment. Additionally, LevelUp accelerates Grubhub's existing point-of-sale integration capabilities and provides restaurant partners with powerful CRM and analytical tools to drive increased sales.

Grubhub expects the LevelUp transaction to contribute revenue of approximately \$2 million to third quarter results and negatively impact EBITDA by less than \$1 million. The company will update full year guidance on its third quarter earnings call.

OrderUp

Separately, Grubhub announced it has entered into an agreement to acquire certain assets of 11 franchisee-owned OrderUp food delivery markets across California, Colorado, Indiana, Missouri, Oregon, Oklahoma, and Virginia. Grubhub previously acquired certain assets of 27 other OrderUp markets in 2017. The acquisition is expected to be completed in the fourth quarter of 2018, subject to standard closing conditions.

About Grubhub

Grubhub (NYSE: GRUB) is the nation's leading online and mobile takeout food-ordering marketplace with the largest and most comprehensive network of restaurant partners, as well as the largest diner base. Dedicated to connecting diners with the food they love from their favorite local restaurants, Grubhub strives to elevate food ordering through innovative restaurant technology, easy-to-use platforms and an improved delivery experience. Grubhub is proud to work with more than 85,000 restaurant partners in over 1,600 U.S. cities and London. The Grubhub portfolio of brands includes Grubhub, Seamless, LevelUp, Eat24, AllMenus and MenuPages.