

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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): May 21, 2019**

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**GRUBHUB INC.**

(Exact name of Registrant as Specified in Its Charter)

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**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)

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	GRUB	New York Stock Exchange

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.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the 2019 Annual Meeting of Stockholders (the “*Annual Meeting*”) of Grubhub Inc. (the “*Company*”) held on May 21, 2019, the Company’s stockholders, upon recommendation of the Board of Directors of the Company (the “*Board*”), approved an Amendment (the “*Amendment*”) to the Grubhub Inc. 2015 Long-Term Incentive Plan (the “*2015 Long-Term Incentive Plan*”). For a description of the Amendment and the 2015 Long-Term Incentive Plan, see “*Material Terms of the 2015 Long-Term Incentive Plan, as Amended by the Amendment*” under Proposal 4 “Approval of an Amendment to the Company’s 2015 Long-Term Incentive Plan” on pages 20 – 29 of the Company’s Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission on April 11, 2019. A copy of the Amendment is attached hereto as Exhibit 10.1.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

(a) The Company held its Annual Meeting on May 21, 2019.

(b) Stockholders voted on the matters set forth below.

1. Each of the Class II director nominees to the Board was elected to hold office until the Company’s 2022 Annual Meeting of Stockholders and until his or her successor has been duly elected and qualified. The voting results were as follows:

<u>Director Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
David Fisher	32,711,938	32,217,150	5,147,744
David Habiger	46,030,996	18,898,092	5,147,744
Linda Johnson Rice	50,577,571	14,351,517	5,147,744

2. Stockholders ratified the selection of Crowe LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019. The voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
69,844,463	213,999	18,370

3. Stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers. The voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
63,277,892	1,638,728	12,468	5,147,744

4. Stockholders approved the Amendment to the 2015 Long-Term Incentive plan. The voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
63,321,956	1,595,378	11,754	5,147,744

(c) Not applicable.

(d) Not applicable.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1	<a href="#">First Amendment to Grubhub Inc. 2015 Long-Term Incentive Plan.</a>

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
10.1	<a href="#">First Amendment to Grubhub Inc. 2015 Long-Term Incentive Plan.</a>

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**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: May 21, 2019

GRUBHUB INC.

By: /s/ ADAM DEWITT

Adam DeWitt

President and Chief Financial Officer

**GRUBHUB INC.****FIRST AMENDMENT TO  
2015 LONG-TERM INCENTIVE PLAN**

THIS AMENDMENT (this “Amendment”) to the Grubhub Inc. 2015 Long-Term Incentive Plan, is made and adopted by the Board of Directors (the “Board”) of Grubhub Inc., a Delaware corporation (the “Company”), effective as of the Effective Date (as defined below). All capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Plan (as defined below).

**RECITALS**

WHEREAS, the Company has previously adopted, and the Company’s stockholders have previously approved, the Grubhub Inc. 2015 Long-Term Incentive Plan (as amended from time to time, the “Plan”);

WHEREAS, pursuant to Section 13.1 of the Plan, the Board may at any time, and from time to time, amend, in whole or in part, any or all of the provisions of the Plan, with any amendment to the Share Reserve subject to the approval of the holders of the Company’s Common Stock entitled to vote in accordance with applicable law ;

WHEREAS, the Board believes it is in the best interests of the Company and its stockholders to amend the Plan to increase the Share Reserve under the Plan and make such other changes as set forth herein; and

WHEREAS, this Amendment shall become effective upon the approval of this Amendment by the Company’s stockholders (the date of such approval, the “Effective Date”).

NOW, THEREFORE, BE IT RESOLVED, that the Plan is hereby amended as follows, effective as of the Effective Date:

**AMENDMENT**

1. The first sentence of Section 4.1(a) of the Plan is hereby deleted and replaced in its entirety with the following:

“Subject to any increase or decrease pursuant to Section 4.2, the aggregate number of shares of Common Stock that may be issued or used for reference purposes, or with respect to which Awards may be granted, will not exceed the sum of (i) 15.4 million shares and (ii) any shares currently outstanding under the 2013 Omnibus Incentive Plan (the “Prior Plan”) which, following the Effective Date, expire, are terminated or are cash-settled or canceled for any reason without having been exercised in full (subject to the limitations set forth in Section 4.1(c)) (such aggregate number, the “Share Reserve”).”

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2. Section 6.3(g) of the Plan is hereby amended by adding the following sentence to the end of such provision:

“In no event shall dividends or dividend equivalents be paid with respect to Options.”

3. This Amendment shall be and is hereby incorporated into and forms a part of the Plan.

4. Except as expressly provided herein, all terms and conditions of the Plan shall continue in full force and effect.

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