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By FEDEX

February 21, 2014

Rhode Island Secretary of State  
Division of Business Services  
148 W. River Street, Suite 1  
Providence, RI 02904

2014 FEB 26 AM 10:43  
SECRETARY OF STATE  
CORPORATIONS DIV

**Re: GrubHub, Inc.; Decrease of Authorized Shares; Corporate ID 000728888**

Dear Sir or Madam:

Please update the records of GrubHub, Inc. to indicate that the number of authorized shares has been decreased as follows:

Class of Stock	Par Value per Share	Total Authorized Shares
Common	.0001	200
Preferred	.0001	100

Also enclosed is the \$10 filing fee to reflect this decrease in authorized shares.

If you have any questions, please contact Ethel Spyratos at 312-873-2220 or [espyratos@grubhub.com](mailto:espyratos@grubhub.com).

Regards,  
GrubHub, Inc.

Adam DeWitt, CFO

**FILED**

FEB 26 2014

BY CM 218331

10:43