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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.

Regards,
GrubHub, Inc.

Adam DeWitt, CFO

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FEB 26 2014

BY *CM 218331*

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