

GrubHub Inc.
Form 8-K
February 05, 2015

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): January 30, 2015

GRUBHUB INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

111 W. Washington Street, Suite 2100,

Chicago, Illinois
(Address of Principal Executive Offices)

001-36389
(Commission File Number)

46-2908664
(IRS Employer
Identification No.)

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))

Item 2.02. Results of Operations and Financial Condition

On February 5, 2015, GrubHub Inc. (the “Company”) issued a press release reporting the Company’s results for the fourth quarter and year ended December 31, 2014. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Information in this report, including the exhibit hereto, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any filing of the Company with the Securities and Exchange Commission, whether made before or after the date hereof, regardless of any general incorporation by reference language in such filings except as otherwise expressly stated in such a filing.

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

(e)Compensatory Arrangements of Certain Officers

On January 30, 2015, the Compensation Committee of the Board of Directors of the Company approved cash bonuses for fiscal 2014 under the Company’s Management Incentive Bonus program for the Company’s named executive officers in the amounts set forth below.

Named Executive Officer 2014 Bonus

| | |
|------------------|-----------|
| Matthew Maloney | \$220,000 |
| Jonathan Zabusky | \$183,150 |
| Adam DeWitt | \$168,000 |

80% of each award was based on the Company’s performance for fiscal 2014, with the remaining 20% of each award based on individual performance in fiscal 2014.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibit is furnished with this report:

| Exhibit Number | Description |
|-------------------|---|
| 99.1 | Press Release issued by GrubHub Inc. on February 5, 2015. |

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.

GRUBHUB INC.

Date: February 5, 2015 By: /s/ Adam DeWitt
Adam DeWitt
Chief Financial Officer and Treasurer

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EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|---|
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