

GrubHub Inc.
Form SC 13G/A
February 16, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

GrubHub Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

400110102
(CUSIP Number)

December 31, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 20 Pages

Exhibit Index Contained on Page 19

CUSIP NO. 400110102 13 G Page 2 of 20

1 NAME OF REPORTING PERSON Benchmark Capital Partners VI, L.P. ("BCP VI")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF SOLE VOTING POWER

5

SHARES 0 shares.

SHARED VOTING POWER

BENEFICIALLY 6

0 shares.

OWNED BY EACH SOLE DISPOSITIVE POWER

7

REPORTING 0 shares.

SHARED DISPOSITIVE POWER

PERSON

8

WITH 0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON PN

CUSIP NO. 400110102 13 G Page 3 of 20

1 NAME OF REPORTING PERSON Benchmark Founders' Fund VI, L.P. ("BFF VI")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

NUMBER OF	SOLE VOTING POWER
	5
SHARES	0 shares.
	SHARED VOTING POWER
BENEFICIALLY	6
	0 shares.
OWNED BY EACH	SOLE DISPOSITIVE POWER
	7
REPORTING	0 shares.
	SHARED DISPOSITIVE POWER
PERSON	8
	0 shares.
WITH	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12	TYPE OF REPORTING PERSON	PN

CUSIP NO. 400110102 13 G Page 4 of 20

1 NAME OF REPORTING PERSON Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

NUMBER OF	SOLE VOTING POWER
	5
SHARES	0 shares.
	SHARED VOTING POWER
BENEFICIALLY	6
	0 shares.
OWNED BY EACH	SOLE DISPOSITIVE POWER
	7
REPORTING	0 shares.
	SHARED DISPOSITIVE POWER
PERSON	8
	0 shares.
WITH	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12	TYPE OF REPORTING PERSON	PN

CUSIP NO. 400110102 13 G Page 5 of 20

1 NAME OF REPORTING PERSON Benchmark Capital Management Co. VI, L.L.C.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

NUMBER OF	SOLE VOTING POWER
	5
SHARES	0 shares.
	SHARED VOTING POWER
BENEFICIALLY	6
	0 shares.
OWNED BY EACH	SOLE DISPOSITIVE POWER
	7
REPORTING	0 shares.
	SHARED DISPOSITIVE POWER
PERSON	8
	0 shares.
WITH	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12	TYPE OF REPORTING PERSON	OO

CUSIP NO. 400110102 13 G Page 6 of 20

1 NAME OF REPORTING PERSON Alexandre Balkanski
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

NUMBER OF	SOLE VOTING POWER
	5
SHARES	0 shares.
	SHARED VOTING POWER
BENEFICIALLY	6
	0 shares.
OWNED BY EACH	SOLE DISPOSITIVE POWER
	7
REPORTING	0 shares.
	SHARED DISPOSITIVE POWER
PERSON	8
	0 shares.
WITH	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 400110102 13 G Page 7 of 20

1 NAME OF REPORTING PERSON Matthew R. Cohler
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

NUMBER OF	SOLE VOTING POWER
	5
SHARES	0 shares.
	SHARED VOTING POWER
BENEFICIALLY	6
	0 shares.
OWNED BY EACH	SOLE DISPOSITIVE POWER
	7
REPORTING	0 shares.
	SHARED DISPOSITIVE POWER
PERSON	8
	0 shares.
WITH	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12 TYPE OF REPORTING PERSON	IN

CUSIP NO. 400110102 13 G Page 8 of 20

1 NAME OF REPORTING PERSON Bruce W. Dunlevie
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

NUMBER OF	SOLE VOTING POWER
	5
SHARES	0 shares.
	SHARED VOTING POWER
BENEFICIALLY	6
	0 shares.
OWNED BY EACH	SOLE DISPOSITIVE POWER
	7
REPORTING	0 shares.
	SHARED DISPOSITIVE POWER
PERSON	8
	0 shares.
WITH	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 400110102 13 G Page 9 of 20

1 NAME OF REPORTING PERSON Peter Fenton
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

NUMBER OF	SOLE VOTING POWER
	5
SHARES	19,580 shares.
	SHARED VOTING POWER
BENEFICIALLY	6
	0 shares.
OWNED BY EACH	SOLE DISPOSITIVE POWER
	7
REPORTING	19,580 shares.
	SHARED DISPOSITIVE POWER
PERSON	8
	0 shares.
WITH	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	19,580
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 400110102 13 G Page 10 of 20

1 NAME OF REPORTING PERSON J. William Gurley
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

NUMBER OF	SOLE VOTING POWER
	5
SHARES	26,468 shares.
	SHARED VOTING POWER
BENEFICIALLY	6
	0 shares.
OWNED BY EACH	SOLE DISPOSITIVE POWER
	7
REPORTING	26,468 shares.
	SHARED DISPOSITIVE POWER
PERSON	8
	0 shares.
WITH	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	26,468
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12 TYPE OF REPORTING PERSON	IN

CUSIP NO. 400110102 13 G Page 11 of 20

1 NAME OF REPORTING PERSON Kevin R. Harvey
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

NUMBER OF	SOLE VOTING POWER
	5
SHARES	0 shares.
	SHARED VOTING POWER
BENEFICIALLY	6
	0 shares.
OWNED BY EACH	SOLE DISPOSITIVE POWER
	7
REPORTING	0 shares.
	SHARED DISPOSITIVE POWER
PERSON	8
	0 shares.
WITH	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12 TYPE OF REPORTING PERSON	IN

CUSIP NO. 400110102 13 G Page 12 of 20

1 NAME OF REPORTING PERSON Robert C. Kagle
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

NUMBER OF	SOLE VOTING POWER
	5
SHARES	0 shares.
	SHARED VOTING POWER
BENEFICIALLY	6
	0 shares.
OWNED BY EACH	SOLE DISPOSITIVE POWER
	7
REPORTING	0 shares.
	SHARED DISPOSITIVE POWER
PERSON	8
	0 shares.
WITH	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 400110102 13 G Page 13 of 20

1 NAME OF REPORTING PERSON Mitchell H. Lasky
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

NUMBER OF	SOLE VOTING POWER
	5
SHARES	45,749 shares.
	SHARED VOTING POWER
BENEFICIALLY	6
	0 shares.
OWNED BY EACH	SOLE DISPOSITIVE POWER
	7
REPORTING	45,749 shares.
	SHARED DISPOSITIVE POWER
PERSON	8
	0 shares.
WITH	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	45,749
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.1%
12	TYPE OF REPORTING PERSON	IN

CUSIP NO. 400110102 13 G Page 14 of 20

1 NAME OF REPORTING PERSON Steven M. Spurlock
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

NUMBER OF SOLE VOTING POWER
 5

SHARES 6,632 shares.
 SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY EACH SOLE DISPOSITIVE POWER
 7

REPORTING 6,632 shares.

PERSON SHARED DISPOSITIVE POWER
 8

WITH 0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	6,632
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12 TYPE OF REPORTING PERSON	IN

CUSIP NO. 400110102 13 G Page 15 of 20

This Amendment No. 1 amends and restates in its entirety the Schedule 13G previously filed by Benchmark Capital Partners VI, L.P., a Delaware limited partnership (“BCP VI”), Benchmark Founders’ Fund VI, L.P., a Delaware limited partnership (“BFF VI”), Benchmark Founders’ Fund VI-B, L.P., a Delaware limited partnership (“BFF VI-B”), Benchmark Capital Management Co. VI, L.L.C., a Delaware limited liability company (“BCMC VI”), and Matthew R. Cohler (“Cohler”), Bruce W. Dunlevie (“Dunlevie”), Peter Fenton (“Fenton”), J. William Gurley (“Gurley”), Kevin R. Harvey (“Harvey”), Mitchell H. Lasky (“Lasky”) and Steven M. Spurlock (“Spurlock”) (together with all prior and current amendments thereto, this “Schedule 13G”).

ITEM 1(A). NAME OF ISSUER

GrubHub Inc.

ITEM 1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

111 W. Washington Street, Suite 2100
Chicago, Illinois 60602

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by BCP VI, BFF VI, BFF VI-B, BCMC VI, Alexandre Balkanski (“Balkanski”), Cohler, Dunlevie, Fenton, Gurley, Harvey, Robert C. Kagle (“Kagle”), Lasky and Spurlock. The foregoing entities and individuals are collectively referred to as the “Reporting Persons.”

BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP VI, BFF VI and BFF VI-B. Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are members of BCMC VI and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP VI, BFF VI and BFF VI-B.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each reporting person is:

Benchmark Capital

2965 Woodside Road

Woodside, California 94062

ITEM 2(C). CITIZENSHIP

BCP VI, BFF VI and BFF VI-B are Delaware limited partnerships. BCMC VI is a Delaware limited liability company. Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are United States Citizens.

ITEM 2(D) and (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock
CUSIP # 400110102

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

CUSIP NO. 400110102 13 G Page 16 of 20

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2015 (based on 84,925,708 shares of Common Stock of the issuer outstanding as of November 6, 2015 as reported by the issuer on Form 10-Q for the period ended September 30, 2015 and filed with the Securities and Exchange Commission on November 12, 2015).

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

- (iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x Yes

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of BCP VI, BFF VI and BFF VI-B, and the limited liability company agreement of BCMC VI, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

CUSIP NO. 400110102 13 G Page 17 of 20

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

CUSIP NO. 400110102 13 G Page 18 of 20

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2016

BENCHMARK CAPITAL
PARTNERS VI, L.P., a
Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND VI,
L.P., a Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND VI-B,
L.P., a Delaware Limited
Partnership

BENCHMARK CAPITAL
MANAGEMENT CO. VI,
L.L.C., a Delaware
Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

ALEXANDRE
BALKANSKI
MATTHEW R. COHLER
BRUCE W. DUNLEVIE
PETER FENTON
J. WILLIAM GURLEY
KEVIN R. HARVEY

ROBERT C. KAGLE
MITCHELL H. LASKY
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact

CUSIP NO. 400110102 13 G Page 19 of 20

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	19

CUSIP NO. 400110102 13 G Page 20 of 20

exhibit A

Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of GrubHub Inc. shall be filed on behalf of each Reporting Person. Note that copies of the applicable Agreement of Joint Filings are already on file with the appropriate agencies.