

GrubHub Inc.

Form SC 13G

April 29, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13D - 102)

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

(Amendment No. )\*

Grubhub Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

400110102

(CUSIP Number)

April 19, 2016

(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 (the "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).

1. NAMES OF REPORTING PERSONS

Robert S. Pitts, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

4,310,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

4,310,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,310,000

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12. TYPE OF REPORTING PERSON

IN



1. NAMES OF REPORTING PERSONS

Steadfast Capital Management LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

4,140,786

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

4,140,786

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,140,786

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9%

12. TYPE OF REPORTING PERSON

PN



1. NAMES OF REPORTING PERSONS

Steadfast Advisors LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

169,214

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

169,214

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

169,214

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 1%

12. TYPE OF REPORTING PERSON

PN



1. NAMES OF REPORTING PERSONS

Steadfast Capital, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

169,214

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

169,214

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

169,214

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 1%

12. TYPE OF REPORTING PERSON

PN





1. NAMES OF REPORTING PERSONS

American Steadfast, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,532,642

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,532,642

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,532,642

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.8%

12. TYPE OF REPORTING PERSON

PN



1. NAMES OF REPORTING PERSONS

Steadfast International Master Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

2,608,144

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,608,144

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,608,144

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.1%

12. TYPE OF REPORTING PERSON

CO



This statement is filed with respect to the Common Shares (as defined below) of the Issuer (as defined below) beneficially owned by the Reporting Persons (as defined below) as of April 19, 2016.

Item 1(a). Name of Issuer:

Grubhub Inc. ("Issuer")

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:

The names of the persons filing this statement on Schedule 13G (collectively, the "Reporting Persons") are:

- Robert S. Pitts, Jr., a United States Citizen ("Mr. Pitts").
- Steadfast Capital Management LP, a Delaware limited partnership (the "Investment Manager").
- Steadfast Advisors LP, a Delaware limited partnership (the "Managing General Partner").
- Steadfast Capital, L.P., a Delaware limited partnership ("Steadfast Capital").
- American Steadfast, L.P., a Delaware limited partnership ("American Steadfast").
- Steadfast International Master Fund Ltd., a Cayman Islands exempted company (the "Offshore Fund").

Mr. Pitts is the controlling principal of the Investment Manager and the Managing General Partner. The Managing General Partner has the power to vote and dispose of the securities held by Steadfast Capital. The Investment Manager has the power to vote and dispose of the securities held by American Steadfast and the Offshore Fund.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The business address of each of Mr. Pitts, the Investment Manager, the Managing General Partner, Steadfast Capital and American Steadfast is 450 Park Avenue, 20th Floor, New York, New York 10022.

The business address of the Offshore Fund is c/o Appleby Trust (Cayman) Ltd., Clifton House, 75 Fort Street, P.O. Box 1350, George Town, Grand Cayman KY1-1108.

Item 2(c). Citizenship:

Mr. Pitts is a citizen of the United States.

Each of the Investment Manager, the Managing General Partner, Steadfast Capital and American Steadfast is a limited partnership formed under the laws of the State of Delaware.

The Offshore Fund is an exempted company formed under the laws of the Cayman Islands.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.0001 par value per share (the "Common Shares")

Page 8 of 14

---

Item 2(e). CUSIP Number:

400110102

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j)  Non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).
- (k)

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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.

(a) Amount beneficially owned:

- (i) Mr. Pitts beneficially owns 4,310,000 Common Shares.
- (ii) The Investment Manager beneficially owns 4,140,786 Common Shares.
- (iii) The Managing General Partner beneficially owns 169,214 Common Shares.
- (iv) Steadfast Capital owns 169,214 Common Shares.
- (v) American Steadfast owns 1,532,642 Common Shares.
- (vi) The Offshore Fund owns 2,608,144 Common Shares.
- (vii) Collectively, the Reporting Persons beneficially own 4,310,000 Common Shares.

Page 9 of 14

---

(b) Percent of class:

(i) Mr. Pitts' beneficial ownership of 4,310,000 Common Shares represents 5.1% of the outstanding Common Shares.

(ii) The Investment Manager's beneficial ownership of 4,140,786 Common Shares represents 4.9% of the outstanding Common Shares.

(iii) The Managing General Partner's beneficial ownership of 169,214 Common Shares represents less than 1% of the outstanding Common Shares.

(iv) Steadfast Capital's beneficial ownership of 169,214 Common Shares represents less than 1% of the outstanding Common Shares.

(v) American Steadfast's beneficial ownership of 1,532,642 Common Shares represents 1.8% of the outstanding Common Shares.

(vi) The Offshore Fund's beneficial ownership of 2,608,144 Common Shares represents 3.1% of the outstanding Common Shares.

(vii) Collectively, the Reporting Persons' beneficial ownership of 4,310,000 Common Shares represents 5.1% of the outstanding Common Shares.

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

(i) Sole power to vote or to direct the vote of Common Shares:

Not applicable.

(ii) Shared power to vote or to direct the vote of Common Shares:

Steadfast Capital has shared power with the Managing General Partner and Mr. Pitts to vote or direct the vote of the 169,214 Common Shares beneficially owned by Steadfast Capital.

American Steadfast has shared power with the Investment Manager and Mr. Pitts to vote or direct the vote of the 1,532,642 Common Shares beneficially owned by American Steadfast.

The Offshore Fund has shared power with the Investment Manager and Mr. Pitts to vote or direct the vote of the 2,608,144 Common Shares beneficially owned by the Offshore Fund.

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

Not applicable.

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

Steadfast Capital has shared power with the Managing General Partner and Mr. Pitts to dispose or direct the disposition of the 169,214 Common Shares beneficially owned by Steadfast Capital.

American Steadfast has shared power with the Investment Manager and Mr. Pitts to dispose or direct the disposition of the 1,532,642 Common Shares beneficially owned by American Steadfast.

The Offshore Fund has shared power with the Investment Manager and Mr. Pitts to dispose or direct the disposition of the 2,608,144 Common Shares beneficially owned by the Offshore Fund.

Page 10 of 14

---



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 Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [  ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the

7. Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit B.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below the undersigned certifies that, to the best of its or his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 11 of 14

---

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: April 29, 2016

STEADFAST  
CAPITAL  
MANAGEMENT LP

By:            /s/  
          Robert S.  
          Pitts, Jr.  
          Robert S.  
          Pitts, Jr.  
          President

STEADFAST  
ADVISORS LP

By:            /s/  
          Robert S.  
          Pitts, Jr.  
          Robert S.  
          Pitts, Jr.  
          President

STEADFAST  
CAPITAL, L.P.  
By: STEADFAST  
ADVISORS LP, as  
Managing General  
Partner

By:            /s/  
          Robert S.  
          Pitts, Jr.  
          Robert S.  
          Pitts, Jr.  
          President

AMERICAN  
STEADFAST, L.P.  
By: STEADFAST  
CAPITAL  
MANAGEMENT LP,  
Attorney-in-Fact

By:

/s/  
Robert S.  
Pitts, Jr.  
Robert S.  
Pitts, Jr.  
President

STEADFAST  
INTERNATIONAL  
MASTER FUND LTD.

By:            /s/  
                  Robert S.  
                  Pitts, Jr.  
                  Robert S.  
                  Pitts, Jr.  
                  Director

/s/ Robert S. Pitts, Jr.  
Robert S. Pitts, Jr.

EXHIBIT A  
JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Grubhub Inc. dated April 29, 2016 is, and any further amendments thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: April 29, 2016

STEADFAST  
CAPITAL  
MANAGEMENT LP

By:            /s/  
                Robert S.  
                Pitts, Jr.  
                Robert S.  
                Pitts, Jr.  
                President

STEADFAST  
ADVISORS LP

By:            /s/  
                Robert S.  
                Pitts, Jr.  
                Robert S.  
                Pitts, Jr.  
                President

STEADFAST  
CAPITAL, L.P.  
By: STEADFAST  
ADVISORS LP, as  
Managing General  
Partner

By:            /s/  
                Robert S.  
                Pitts, Jr.  
                Robert S.  
                Pitts, Jr.  
                President

AMERICAN  
STEADFAST, L.P.  
By: STEADFAST  
CAPITAL

MANAGEMENT LP,  
Attorney-in-Fact

By:            /s/  
                  Robert S.  
                  Pitts, Jr.  
                  Robert S.  
                  Pitts, Jr.  
                  President

STEADFAST  
INTERNATIONAL  
MASTER FUND LTD.

By:            /s/  
                  Robert S.  
                  Pitts, Jr.  
                  Robert S.  
                  Pitts, Jr.  
                  Director

/s/ Robert S. Pitts, Jr.  
Robert S. Pitts, Jr.

**EXHIBIT B**

Robert S. Pitts, Jr.

Steadfast Capital Management LP

Steadfast Advisors LP

Steadfast Capital, L.P.

American Steadfast, L.P.

Steadfast International Master Fund Ltd.

Page 14 of 14