

Edwin Mecabe  
Managing Director  
Corporate Actions & Market Watch



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Chief, Information Technology  
Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, NE MS 3040  
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies approval for listing and registration under the Exchange Act of 1933, GRUBHUB INC., Common Stock, \$0.0001 par value per share. The NYSE requests simultaneous acceleration of registration of the Securities Exchange Act of 1934, together with the 1933 Act. Adequate distribution assured. Form 8-A received on April 1, 2014. Tentative listing date – April 4, 2014.

Sincerely,