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

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange
Act of 1934 (Amendment No. 1)*

GrubHub Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

400110102
(CUSIP Number)

May 1, 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): [x]

*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 the disclosures provided in a prior cover page.

The information required in 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).

1 NAMES OF REPORTING PERSONS
SEI VI Chow AIV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a):
(b): [x]

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
2,468,007

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
2,468,007

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,468,007

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
2.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

1 NAMES OF REPORTING PERSONS
Spectrum Equity Associates VI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a):
(b): [x]

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PN

1 NAMES OF REPORTING PERSONS
SEA VI Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a):
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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

1 NAMES OF REPORTING PERSONS

Spectrum VI Investment Managers' Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a):
(b): [x]

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PN

1 NAMES OF REPORTING PERSONS

Spectrum VI Co-Investment Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a):
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PN

1 NAMES OF REPORTING PERSONS
Brion B. Applegate

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a):
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United States of America

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IN

1 NAMES OF REPORTING PERSONS
William P. Collatos

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

1 NAMES OF REPORTING PERSONS
Randy J. Henderson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a):
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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

1 NAMES OF REPORTING PERSONS
Christopher T. Mitchell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
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(b): [x]

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

1 NAMES OF REPORTING PERSONS
Victor E. Parker, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a):
(b): [x]

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

1 NAMES OF REPORTING PERSONS
Benjamin C. Spero

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a):
(b): [x]

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2.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

Item 1(a). Name of Issuer: GrubHub Inc. (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices: 111 W Washington Street, Suite 2100, Chicago, Illinois 60602.

Item 2(a). Names of Persons Filing: This statement is being filed by SEI VI Chow AIV, L.P., ("SEI VI"); Spectrum Equity Associates VI, L.P. ("SEA VI"), which is the sole general partner of SEI VI; Spectrum VI Investment

Managers' Fund, L.P. ("IMF VI"); Spectrum VI Co-Investment Fund, L.P. ("CO-IF VI"); SEA VI Management, LLC ("SEA VI Management" and, together with SEI VI, SEA VI, IMF VI and CO-IF VI, the "Fund VI Entities"), which is the sole general partner of SEA VI, the sole general partner of IMF VI and the sole general partner of CO-IF VI; Brion B. Applegate ("Applegate"), William P. Collatos ("Collatos"), Randy J. Henderson ("Henderson"), Christopher T. Mitchell ("Mitchell"), Victor E. Parker, Jr. ("Parker") and Benjamin C. Spero ("Spero", together with Applegate, Collatos, Henderson, Mitchell and Parker, the "Managers"). The Managers are the individual managing directors of SEA VI Management. The persons and entities named in this paragraph are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

Item 2(b). Address of Principal Business Office or, if None, Residence: The address of the principal business office of Collatos and Mitchell is Spectrum Equity Investors, One International Place, 35th Floor, Boston, MA 02110. The address of the principal business office of SEI VI, SEA VI, IMF VI, CO-IF VI, SEA VI Management, Applegate, Henderson, Parker and Spero is Spectrum Equity Investors, 140 New Montgomery, 20th Floor, San Francisco, CA 94105.

Item 2(c). Citizenship: Each of SEI VI, IMF VI, CO-IF VI and SEA VI is a limited partnership organized under the laws of the State of Delaware. SEA VI Management is a limited liability company organized under the laws of the State of Delaware. Each of the Managers is a citizen of the United States of America.

Item 2(d). Title of Class of Securities: Common Stock, $ 0.0001 par value ("Common Stock").

Item 2(e). CUSIP Number: 400110102

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Not applicable.

Item 4. Ownership.

(a) SEI VI is the record owner of 2,461,097 shares of Common Stock as of December 31, 2015 (the "SEI VI Shares"). As the sole general partner of SEI VI, SEA VI may be deemed to own beneficially the SEI VI Shares. IMF VI is the record owner of 5,949 shares of Common Stock as of December 31, 2015 (the "IMF VI Shares"). CO-IF VI is the record owner of 2,131 shares of Common Stock as of December 31, 2015 (the "CO-IF VI Shares" and, together with the SEI VI Shares and IMF VI Shares, the "Fund VI Shares"). As the sole general partner of SEA VI, the sole general partner of IMF VI and the sole general partner of CO-IF VI, SEA VI Management may be deemed to own beneficially the Fund VI Shares. As the individual managing directors of SEA VI Management, each of the Managers may also be deemed to own beneficially the Fund VI Shares. By virtue of their relationship as affiliated entities, whose controlling entities have

overlapping individual controlling persons, each of the Fund VI Entities may be deemed to share the power to direct the disposition and vote of the Fund VI Shares for an aggregate of 2,468,007 shares.

(b) Percent of Class: See Line 11 of cover sheets. The percentages set forth on the cover sheets for each Reporting Person are calculated based on 84,925,708 shares of Common Stock reported by the Issuer to be outstanding as of November 6, 2015.

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

(i) sole power to vote or to direct the vote: See Line 5 of cover sheets.

(ii) shared power to vote or to direct the vote: See Line 6 of cover sheets.

(iii) sole power to dispose or to direct the disposition of: See Line 7 of cover sheets.

(iv) shared power to dispose or to direct the disposition of: See Line 8 of cover sheets.

Each Reporting Person disclaims beneficial ownership of such shares of Common Stock except for the shares, if any, such Reporting Person holds of record.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

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 Parent Holding Company.

Not applicable.

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

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

SIGNATURE

After reasonable inquiry and to the best of its knowledge and

belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 10th, 2016

SEI VI Chow AIV, L.P.

By: Spectrum Equity Associates VI, L.P.
its general partner

By: SEA VI Management, LLC
its general partner

By: *
Brion B. Applegate
Managing Director

Spectrum Equity Associates VI, L.P.

By: SEA VI Management, LLC
its general partner

By: *
Brion B. Applegate
Managing Director

SEA VI Management, LLC

By: *
Brion B. Applegate
Managing Director

Spectrum VI Investment Managers' Fund, L.P.

By: SEA VI Management, LLC
its general partner

By: *
Brion B. Applegate
Managing Director

*
Brion B. Applegate

*
William P. Collatos

*
Randy J. Henderson

*
Christopher T. Mitchell

*
Victor E. Parker, Jr.

/s/ Benjamin C. Spero
Benjamin C. Spero

*By: /s/ Brion B. Applegate
Brion B. Applegate

As attorney-in-fact

This Schedule 13G was executed by Brion B. Applegate on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 2.