

GrubHub Inc.  
Form SC 13G/A  
February 13, 2019

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)

December 31, 2018  
(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 the 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).

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|                                                                   |                                                                                                                                                                                    |
|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                                                 | Name<br>of<br>Reporting<br>Person<br>I.R.S.<br>Identification<br>Nos.<br>of<br>Above<br>Persons<br>(Entities<br>Only)                                                              |
| 2                                                                 | Carmignac<br>Gestion<br>Che( <del>ck</del> ) <input type="checkbox"/><br>the (b) <input type="checkbox"/><br>Appropriate<br>Box<br>if a<br>Member<br>of a<br>Group<br>SEC Use Only |
| 3                                                                 | Citizenship or<br>Place of<br>Organization                                                                                                                                         |
| 4                                                                 | France                                                                                                                                                                             |
| Number of Shares Beneficially Owned by Each Reporting Person with | 5 Sole Voting<br>Power<br><br>2,485,816                                                                                                                                            |
|                                                                   | 6 Shared<br>Voting<br>Power<br><br>0                                                                                                                                               |
|                                                                   | 7 Sole<br>Dispositive<br>Power<br><br>2,485,816                                                                                                                                    |
|                                                                   | 8 Shared<br>Dispositive<br>Power                                                                                                                                                   |

|    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 9  | 0<br>Aggregate<br>Amount<br>Beneficially<br>Owned by Each<br>Reporting<br>Person                              |
| 10 | 2,485,816<br>Check ]<br>if<br>the<br>Aggregate<br>Amount<br>in<br>Row<br>(9)<br>Excludes<br>Certain<br>Shares |
| 11 | Percent of Class<br>Represented by<br>Amount in Row<br>9                                                      |
| 12 | 2.7%<br>Type of<br>Reporting<br>Person<br><br>FI                                                              |

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Item(a) Name of Issuer:

1.  
GrubHub Inc.

(b) Address of Issuer's Principal Executive Offices:

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

Item(a) Name of Persons Filing:

2.  
Carmignac Gestion

(b) Address of Principal Business Office or, if none, Residence :

24 Place Vendome  
Paris, France 75001

(c) Citizenship:

France

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

400110102.

ItemIf this

3. statement is  
filed pursuant  
to Sections  
240.13d-1(b)  
or  
240.13d-2(b)  
or (c), check  
whether the  
person filing  
is a:

(a)  Broker or dealer  
registered under  
Section 15 of the Act.

(b)

- Bank as defined in Section 3(a)(6) of the Act.
  - (c)  Insurance company as defined in Section 3(a)(19) of the Act.
  - (d)  Investment company registered under Section 8 of the Investment Company Act of 1940.
  - (e)  An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).
  - (f)  An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
  - (g)  A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act.
  - (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
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- (j)  A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- (k)  Group, in accordance with Section 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J), Carmignac please specify the type of institution: Gestion is an investment adviser organized under the laws of France.

ItemOwnership.

4.

- (a) Amount Beneficially Owned:  
  
2,485,816
- (b) Percent of Class:  
  
2.7%
- (c) Number of Shares as to which the person has:
  - (i) sole power to vote or to direct the vote:  
  
2,485,816
  - (ii) shared power to vote or direct the vote: 0

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

2,485,816

(iv) shared power to dispose or to direct the disposition of: 0

Item Ownership of Five Percent

5. 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:

Item Ownership of More than

6. Five Percent on Behalf of Another Person:

Not Applicable

Item 7. Identification and Classification of Subsidiaries Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

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

Not Applicable

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Item Notice of Dissolution of Group.

9.

Not Applicable

Item Certification:

10.

By signing below, I certify that, to the best of my 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.

#### SIGNATURE

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 13, 2019

CARMIGNAC GESTION

By: /s/ Cyril Billioud

Name: Cyril Billioud

Title: Head of Legal Department