

DeWitt Adam  
Form 4  
April 03, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DeWitt Adam

(Last) (First) (Middle)

C/O GRUBHUB INC., 111 W. WASHINGTON STREET, SUITE 2100

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GrubHub Inc. [GRUB]

3. Date of Earliest Transaction (Month/Day/Year)  
04/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, CFO and Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	04/01/2018		M		3,070	A	\$ 18,536	D
Common Stock	04/01/2018		F <sup>(2)</sup>		1,361	D	\$ 101.47	D
Common Stock	04/01/2018		M		954	A	\$ 18,129	D
Common Stock	04/01/2018		F <sup>(2)</sup>		423	D	\$ 101.47	D
Common Stock	04/02/2018		M <sup>(3)</sup>		1,250	A	\$ 13.7	D

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Common Stock      04/02/2018      S<sup>(3)</sup>      2,500      D      \$ 100.99      16,456      D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	(4)	04/01/2018		M	3,070	(5)      (5)	Common Stock	3,070
Restricted Stock Units	(4)	04/01/2018		M	954	(6)      (6)	Common Stock	954
Stock Option (Right to Buy)	\$ 13.7	04/02/2018		M <sup>(3)</sup>	1,250	(7)      01/28/2024	Common Stock	1,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeWitt Adam C/O GRUBHUB INC. 111 W. WASHINGTON STREET, SUITE 2100 CHICAGO, IL 60602			President, CFO and Treasurer	

# Signatures

/s/ Adam  
DeWitt

04/03/2018

\_\_Signature of  
Reporting Person

Date

# Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) One share of common stock was issued upon the vesting of each Restricted Stock Unit ("RSU").
- (2) Represents shares of common stock withheld to cover tax obligations upon the vesting of RSUs.
- (3) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (4) Each RSU represents a contingent right to receive a share of common stock, or at the option of the Compensation Committee, cash of equivalent value.  
On December 31, 2015, the Reporting Person was granted 147,360 RSUs, 25% of which vested on January 1, 2017 and the remainder of
- (5) which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to his continued status as a service provider.  
On February 9, 2017, the Reporting Person was granted 45,812 RSUs, 25% of which vested on February 1, 2018 and the remainder of
- (6) which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to his continued status as a service provider.  
On January 28, 2014, the Reporting Person was granted 100,000 options, 25% of which vested on February 1, 2016 and the remainder of
- (7) which vested or will vest in equal amounts on the first calendar day of the month for the 36 consecutive months thereafter, subject to his continued status as a service provider.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. style="background-color: #cceeef;border-bottom: 1px solid #ffffff;">

\*

## Institutional Benchmark Series

(MasterFeeder)<sup>(35)</sup> 1,500,000

\*

14,661.15

\*

International Truck & Engine Corporation Non-Contributory Retirement Plan Trust<sup>(7)</sup> 750,000

\*

7,330.58

\*

International Truck & Engine Corporation Non-Contributory Retirement Plan Trust<sup>(45)</sup> 420,000

\*

4,105.12

\*

International Truck & Engine Corporation Retiree Health Benefit Trust<sup>(45)</sup> 250,000

\*

2,443.53

\*

International Truck & Engine Corp. Retirement Plan for Salaried Employee's Trust<sup>(7)</sup> 530,000

\*

8,601.21

\*

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Name	Principal Amount of CODES Beneficially Owned	Percentage of Outstanding CODES Owned <sup>(1)</sup>	Shares of Common Stock Issuable upon Conversion of the CODES <sup>(2)</sup>	Percentage of Shares of Common Stock Outstanding After Issuance <sup>(2)</sup>
International Truck & Engine Corporation Retirement Plan for Salaried Employees Trust <sup>(45)</sup>	230,000	*	2,248.04	*
International Union of Operating Engineers <sup>(33)</sup>	40,000	*	390.96	*
International Union of Operating Engineers (ENG) <sup>(34)</sup>	85,000	*	830.80	*
James Mellor Trust <sup>(15)(32)</sup>	42,000	*	410.51	*
Jefferies Umbrella Fund U.S. Convertible Bonds <sup>(9)</sup>	250,000	*	2,443.53	*
KBC Financial Products (Cayman Islands) Ltd. <sup>(24)</sup>	5,000,000	*	48,870.50	*
KBC Financial Products USA Inc. <sup>(55)</sup>	5,000,000	*	48,870.50	*
The Kellogg Company – Welfare Benefit Trust <sup>(31)</sup>	100,000	*	977.41	*
Kettering Medical Center Funded Depreciation Account <sup>(4)</sup>	340,000	*	3,323.19	*
KeySpan Foundation <sup>(7)</sup>	60,000	*	390.96	*
KeySpan Insurance Company <sup>(7)</sup>	100,000	*	586.45	*
Knoxville Utilities Board Retirement System <sup>(4)</sup>	290,000	*	2,834.49	*
LeeDavid Investments 2002 LP <sup>(15)(32)</sup>	40,000	*	390.96	*
Lord Abbett Investment Trust – LA Convertible Fund <sup>(7)</sup>	3,435,000	*	17,984.34	*
Lydian Overseas Partners Master Fund L.P. <sup>(13)</sup>	31,750,000	4.5%	310,327.68	*
Lyxor/AM Investment Fund Ltd. <sup>(28)</sup>	358,000	*	3,499.13	*
Lyxor/Inflective Convertible Opportunity Fund <sup>(5)</sup>	1,250,000	*	12,217.63	*
Lyxor/Quest Fund Ltd. <sup>(18)</sup>	1,250,000	*	12,217.63	*
Mackay Shields LLC as investment advisor to Afra Health Fund <sup>(19)</sup>	285,000	*	2,785.62	*
Mackay Shields LLC as investment advisor to Bay County Employees Retirement System <sup>(19)</sup>	185,000	*	1,808.21	*
	6,455,000	*	63,091.82	*

Explanation of Responses:

Mackay Shields LLC as investment advisor to Mainstay Convertible Fund <sup>(19)</sup>				
Mackay Shields LLC as investment advisor to Mainstay VP Convertible Fund <sup>(19)</sup>	4,360,000	*	42,615.08	*
Mackay Shields LLC as investment advisor to New York Life Insurance Co. (Post 82) <sup>(19)</sup>	4,680,000	*	45,742.79	*
Mackay Shields LLC as investment advisor to New York Life Insurance Co. (Pre 82) <sup>(19)</sup>	2,080,000	*	20,330.13	*

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Name	Principal Amount of CODES Beneficially Owned	Percentage of Outstanding CODES Owned <sup>(1)</sup>	Shares of Common Stock Issuable upon Conversion of the CODES <sup>(2)</sup>	Percentage of Shares of Common Stock Outstanding After Issuance <sup>(2)</sup>
Mackay Shields LLC as investment advisor to New York Life Separate A/C 7 <sup>(19)</sup>	80,000	*	781.93	*
Mackay Shields LLC as investment advisor to United Overseas Bank (USD) <sup>(19)</sup>	60,000	*	586.45	*
Mackay Shields LLC as investment advisor to United Overseas Bank (SGD) <sup>(19)</sup>	145,000	*	1,417.24	*
Managed Asset Trust <sup>(11)(46)</sup>	150,000	*	1,466.12	*
Marsh & McLennan Companies, Inc. U.S. Retirement Plan – High Yield <sup>(11)(47)</sup>	175,000	*	1,710.47	*
McMahan Securities Co. L.P. <sup>(15)(48)</sup>	70,000	*	684.19	*
Mellon Global High Yield Portfolio <sup>(33)</sup>	40,000	*	390.96	*
Microsoft Corporation <sup>(45)</sup>	175,000	*	1,710.47	*
Monsanto <sup>(33)</sup>	55,000	*	537.58	*
Morgan Stanley Fundamental Value Fund <sup>(15)(20)(21)</sup>	354,000	*	3,460.03	*
Municipal Employees <sup>(49)</sup>	333,000	*	3,254.78	*
National Fuel & Gas Company Retirement Plan <sup>(7)</sup>	680,000	*	3,029.97	*
	100,000	*	977.41	*

Explanation of Responses:

NFS-SCI Funeral and Merchandise Fixed Common Trust <sup>(7)</sup>				
Nicholas Applegate Capital Management U.S. Convertible Mutual Fund <sup>(6)</sup>	1,065,000	*	10,409.42	*
NORCAL Mutual Insurance Company <sup>(4)</sup>	1,070,000	*	10,458.29	*
Norwich Union Life and Pension <sup>(12)</sup>	2,300,000	*	22,480.43	*
OCLC Online Computer Library Center Inc. <sup>(3)</sup>	50,000	*	488.71	*
OCM Convertible Trust <sup>(45)</sup>	1,005,000	*	9,822.97	*
OCM Global Convertible Securities Fund <sup>(45)</sup>	270,000	*	2,639.01	*
Ohio Bureau of Workers Compensation <sup>(49)</sup>	213,000	*	2,081.88	*
Pacific Select Fund – High Yield Bond Portfolio <sup>(53)</sup>	500,000	*	4,887.05	*
Pacific Retirement Services <sup>(33)</sup>	10,000	*	97.74	*
Partner Reinsurance Company Ltd. <sup>(45)</sup>	960,000	*	9,383.14	*
Pension, Hospitalization Benefit Plan of the Electrical Inc. Plan <sup>(7)</sup>	600,000	*	3,665.29	*
Pensionkasse Der Antalis AG <sup>(9)</sup>	70,000	*	684.19	*
Pensionkasse Der GMS-Dottikon AG <sup>(9)</sup>	130,000	*	1,270.63	*
Pensionkasse Der GMS-Gruppe AG <sup>(9)</sup>	90,000	*	879.67	*

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Name	Principal Amount of CODES Beneficially Owned	Percentage of Outstanding CODES Owned <sup>(1)</sup>	Shares of Common Stock Issuable upon Conversion of the CODES <sup>(2)</sup>	Percentage of Shares of Common Stock Outstanding After Issuance <sup>(2)</sup>
Pensionkasse Der Lonza AG <sup>(9)</sup>	180,000	*	1,759.34	*
Pensionkasse Der Rockwell Automation AG <sup>(9)</sup>	160,000	*	1,563.86	*
Pensionkasse Huntsman (Switzerland) <sup>(9)</sup>	140,000	*	1,368.37	*
Personalfursorgestiftung Der Gebaudeversicherung Des Kantons Bern <sup>(9)</sup>	250,000	*	2,443.53	*
Personalvorsorge der PV Promea <sup>(9)</sup>	340,000	*	3,323.19	*

Explanation of Responses:

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Privilege Portfolio Sicav <sup>(12)</sup>	5,050,000	*	49,359.21	*
Pro-Mutual <sup>(49)</sup>	707,000	*	6,910.29	*
Public Service Enterprise Group Inc. <sup>(33)</sup>	195,000	*	1,905.95	*
Putnam High Yield Fixed Income Fund, LLC <sup>(11)(47)</sup>	13,000	*	127.06	*
Putnam High Yield Trust <sup>(11)(47)</sup>	4,990,000	*	48,772.76	*
Putnam Managed High Yield Trust <sup>(11)(47)</sup>	125,000	*	1,221.76	*
Putnam Variable Trust – Putnam VT High Yield Fund <sup>(11)(47)</sup>	1,155,000	*	11,289.09	*
Quest Global Convertible Master Fund Ltd <sup>(18)</sup>	1,250,000	*	12,217.63	*
Qwest Occupational Health Trust <sup>(45)</sup>	295,000	*	2,883.36	*
Qwest Pension Trust <sup>(45)</sup>	1,030,000	*	10,067.32	*
Rampart Enhanced Convertible Investors, LLC <sup>(30)</sup>	655,000	*	6,402.04	*
Richard Mueller <sup>(15)(32)</sup>	53,000	*	518.03	*
RWDSU Local 338 High Yield Fund <sup>(34)</sup>	100,000	*	977.41	*
The Salvation Army Central Board <sup>(33)</sup>	50,000	*	488.71	*
Salvation Army Central-Kroc Cons. <sup>(33)</sup>	10,000	*	97.74	*
Salvation Army Central-Kroc Endo <sup>(33)</sup>	5,000	*	48.87	*
Salvation Army Central Territory <sup>(33)</sup>	15,000	*	146.61	*
The St. Paul Travelers Companies, Inc. – Commercial Lines <sup>(45)</sup>	1,520,000	*	14,856.63	*
The Salvation Army – Eastern Territory <sup>(31)</sup>	250,000	*	2,443.53	*
San Diego City Retirement <sup>(6)</sup>	745,000	*	7,281.70	*
San Diego County Convertible <sup>(6)</sup>	1,225,000	*	11,973.27	*
Senior Floating Rate Trust (EFR) <sup>(34)</sup>	310,000	*	3,029.97	*
Senior Income Trust (SIT) <sup>(34)</sup>	170,000	*	1,661.60	*
SEPTA High Yield Fund <sup>(34)</sup>	100,000	*	977.41	*
Silverback Master, Ltd. <sup>(23)</sup>	10,000,000	1.4%	97,741.00	*
Smith Barney Convertible Fund <sup>(11)(46)</sup>	1,100,000	*	10,751.51	*

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Name	Principal Amount of CODES Beneficially Owned	Percentage of Outstanding CODES Owned <sup>(1)</sup>	Shares of Common Stock Issuable upon Conversion	Percentage of Shares of Common Stock Outstanding
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Explanation of Responses:

			of the CODES <sup>(2)</sup>	After Issuance <sup>(2)</sup>
Standish High Yield Portfolio <sup>(33)</sup>	20,000	*	195.48	*
Standish Mellon Opp High Yield <sup>(33)</sup>	25,000	*	244.35	*
State Employees' Retirement Fund of the State of Delaware <sup>(45)</sup>	1,375,000	*	13,439.39	*
State of Oregon Equity <sup>(3)</sup>	2,605,000	*	25,461.53	*
Sterling Investment Co. <sup>(3)</sup>	900,000	*	8,796.69	*
Thrivent Financial for Lutherans <sup>(11)(37)(38)</sup>	5,000,000	*	48,870.50	*
Thrivent High Yield Fund <sup>(11)(37)(39)</sup>	420,000	*	4,105.12	*
Thrivent Partner High Yield Fund <sup>(11)(37)(39)</sup>	205,000	*	2,003.69	*
Thrivent Partner High Yield Portfolio <sup>(11)(37)(39)</sup>	145,000	*	1,417.24	*
Thrivent Series Fund, Inc. - High Yield Portfolio <sup>(11)(37)(39)</sup>	1,235,000	*	12,071.01	*
Total Fina Elf Finance-SA, Inc. <sup>(4)</sup>	300,000	*	1,661.60	*
Travelers Series Trust Convertible Bond Portfolio <sup>(11)(46)</sup>	1,500,000	*	14,661.15	*
TXU Retirement Plan <sup>(33)</sup>	200,000	*	1,954.82	*
UBS (Lux.) Bond Sicav – Convert Global (USD) B <sup>(25)</sup>	600,000	*	5,864.46	*
UBS O'Connor LLC f/b/o O'Connor Global Convertible Bond Master Limited <sup>(25)</sup>	350,000	*	3,420.94	*
UBS Securities LLC <sup>(15)</sup>	4,605,000	*	45,009.73	*
UIF Equity Income Fund <sup>(15)(16)(17)</sup>	1,212,000	*	11,846.21	*
University of Southern California <sup>(31)</sup>	150,000	*	1,466.12	*
UnumProvident Corporation <sup>(45)</sup>	535,000	*	5,229.14	*
US Allianz Equity Income Fund <sup>(15)(16)(17)</sup>	510,000	*	4,984.79	*
Vermont Mutual Insurance Company <sup>(7)</sup>	175,000	*	977.41	*
Vicis Capital Master Fund <sup>(26)</sup>	7,250,000	1.0%	70,862.23	*
Victory Capital Management as Agent for the Charitable Convertible Securities Fund <sup>(8)</sup>	395,000	*	3,860.77	*
Victory Capital Management as Agent for the EB Convertible Securities Fund <sup>(8)</sup>	935,000	*	9,138.78	*
Victory Capital Management as Agent for the Key Trust Convertible Securities Fund <sup>(8)</sup>	210,000	*	2,052.56	*
Victory Capital Management as agent for the Victory Convertible Securities Fund <sup>(8)</sup>	635,000	*	6,206.55	*
Victory Capital Management as Investment Manager for Potlatch <sup>(8)</sup>	680,000	*	6,646.39	*
Virginia Retirement System <sup>(45)</sup>	3,020,000	*	29,517.78	*

Explanation of Responses:



Volkswagen High Yield Bond Fund <sup>(34)</sup>	50,000	*	488.71	*
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Name	Principal Amount of CODES Beneficially Owned	Percentage of Outstanding CODES Owned <sup>(1)</sup>	Shares of Common Stock Issuable upon Conversion of the CODES <sup>(2)</sup>	Percentage of Shares of Common Stock Outstanding After Issuance <sup>(2)</sup>
Wachovia Bank, N.A., as Trustee for the SCI Cemetary Merchandise Common Trust <sup>(7)</sup>	60,000	*	586.45	*
Wachovia Bank, N.A., as Trustee for the SCI Pre-Need Common Trust Fund <sup>(7)</sup>	20,000	*	195.48	*
Wachovia Capital Markets LLC <sup>(11)(27)</sup>	3,675,000	*	35,919.82	*
Wyoming State Treasurer <sup>(6)</sup>	685,000	*	6,695.26	*
Zazove Convertible Arbitrage Fund, L.P. <sup>(35)</sup>	6,000,000	*	58,644.60	*
Zazove Hedged Convertible Fund, L.P. <sup>(35)</sup>	2,400,000	*	23,457.84	*
Subtotal	\$384,116,000	54.9%	3,754,388.27	3.0%
All other holders of CODES or future transferees, pledgees, donees, assignees or successors of any such holders <sup>(57)(58)</sup>	\$315,884,000	45.1%	3,087,495.73	2.7%
Total	\$700,000,000	100.00%	6,841,884	5.7%

\*Less than one percent.

(1)The percentages are based on \$700,000,000 principal amount of CODES outstanding.

(2)Calculated based on Rule 13d-3(d)(1)(i) of the Exchange Act, using 124,571,695 shares of common stock outstanding as of February 15, 2007. In calculating this amount for each holder, the number of shares of common stock issuable upon conversion of all of that holder's CODES are treated as outstanding, but no other holder's CODES are assumed to have been converted.

(3)Ann Houlihan CCO, on behalf of Frolely, Revy Investment Co., Inc., has voting and investment power over the securities identified above as beneficially owned by Alabama Children's Hospital Foundation, Aloha Airlines Non-Pilots Pension Trust, Arkansas PERS, AstraZeneca Holdings Pension, Attorney's Title Insurance Fund, Boilermakers Blacksmith Pension Trust, C&H Sugar Company Inc., Delta Airlines Master Trust, Duke Endowment, FPL Group Employees Pension Plan, Frolely Revy Convertible Arbitrage Offshore, ICI American Holdings Trust, OCLC Online Computer Library Center Inc., State of Oregon Equity and Sterling Investment Co. and Syngenta AG.

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- (4) Nick Calamos has voting and investment power over the securities identified above as beneficially owned by Aventis Pension Master Trust, Boilermakers – Blacksmith Pension Trust, CALAMOS® Growth & Income Fund - CALAMOS® Investment Trust, CALAMOS® Growth & Income Portfolio - CALAMOS® Advisors Trust, Delta Pilots Disability and Survivorship Trust, The Fondren Foundation, INOVA Health Care Services, Kettering Medical Center Funded Depreciation Account, KeySpan Foundation, KeySpan Insurance Company, Knoxville Utilities Board Retirement System and NORCAL Mutual Insurance Company.
- (5) Thomas J. Roy, on behalf of Inflective Asset Management, LLC, has voting and investment power over the securities identified above as beneficially owned by American Investors Life Insurance Company, Inflective Convertible Opportunity Fund I, L.P., Inflective Convertible Opportunity Fund I, Limited and Lyxor/Inflective Convertible Opportunity Fund.
- (6) This selling holder has delegated full authority to Nicholas-Applegate Capital Management (“Nicholas-Applegate”) as investment advisor over these securities, including full voting and dispositive power. The chief investment officer of Nicholas-Applegate is Horacio Valeiras who, in such capacity, has oversight authority over all portfolio managers at Nicholas-Applegate. Nicholas-Applegate’s proxy committee sets policies on the voting of all of Nicholas-Applegate’s clients’ securities to be voted by Nicholas-Applegate for clients. These policies are available to clients of Nicholas-Applegate upon request.
- (7) Maren Lindstrom, on behalf of Lord Abbett & Co., has voting and investment power over the securities identified above as beneficially owned by B.C. McCabe Foundation of California No. 2145, Commissioners of the Land Office, International Truck & Engine Corp. Non-Contributory Retirement Plan Trust, International Truck & Engine Corp. Retirement Plan for Salaried Employee’s Trust, KeySpan Foundation, KeySpan Insurance Company, Lord Abbett Investment Trust – LA Convertible Fund, Met Investor Series Trust—  
Bond Debenture, National Fuel & Gas Company Retirement Plan, NFS-SCI Funeral and Merchandise Fixed Common Trust, Pension, Hospitalization Benefit Plan of the Electrical Inc. Plan, Total Fina Elf Finance-SA, Inc., Vermont Mutual Insurance Company, Wachovia Bank, N.A., as Trustee for the SCI Cemetary Merchandise Common Trust and Wachovia Bank, N.A., as Trustee for the SCI Pre-Need Common Trust Fund.
- (8) Richard A. Janus, senior managing director, has voting and investment power over these securities.
- (9) Andy Sager, on behalf of Jefferies (Switzerland) Ltd., has voting and investment power over the securities identified above as beneficially owned by Jefferies Asset Management Ltd.
- (10) AQR Capital Management, LLC has voting and investment power over these securities.
- (11) This selling holder has identified itself as an affiliate of a registered broker-dealer. See “Plan of Distribution” in the related prospectus, dated December 9, 2005, for additional information.
- (12) David Clott, portfolio manager of Morley Fund Management International, has voting and investment power over these securities.
- (13) David Friezo, principal, has voting and investment power over these securities.
- (14) Teresa Memery has voting and investment power over the securities identified above as beneficially owned by CMH Strategies and IIU Convertible Arbitrage Fund Limited.
- (15) This selling holder has identified itself as a registered broker-dealer. See “Plan of Distribution” in the related prospectus, dated December 9, 2005, for additional information.
- (16) Van Kampen Asset Management, as investment adviser, has voting and investment power over the securities identified above as beneficially owned by ING Equity Income Fund, UIF Equity Income Fund and US Allianz Equity Income Fund.
- (17) Van Kampen Asset Management is a subsidiary of Morgan Stanley & Co. Incorporated, a New York Stock Exchange-listed company and one of the purchasers under the Registration Rights Agreement with

- respect to these securities. Van Kampen Asset Management has no actual knowledge of any other material relationship except as a selling holder but has made no affirmative inquiry with respect thereto.
- (18) Frank Campana and James Doolin have voting and investment power over the securities identified above as beneficially owned by Quest Investment Management.
- (19) Mackay Shields LLC has voting and investment power over the securities identified above as beneficially owned by Aftra Health Funds, Bay County Employees Retirement System, Mainstay Convertible Fund, Mainstay VP Convertible Fund, New York Life Insurance Co (Pre 82), New York Life Insurance Co (Post 82), New York Life Separate A/C 7, United Overseas Bank (USD) and United Overseas Bank (SGD). Mackay Shields LLC is a wholly-owned subsidiary of New York Life Investment Holdings, which is a wholly-owned subsidiary of New York Life Insurance Company.
- (20) Morgan Stanley Investment Management, as investment adviser, has voting and investment power over the securities identified above as beneficially owned by Morgan Stanley Fundamental Value Fund.
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- (21) Morgan Stanley Investment Management is a subsidiary of Morgan Stanley & Co. Incorporated, a New York Stock Exchange-listed company and one of the purchasers under the Registration Rights Agreement with respect to these securities. Morgan Stanley Investment Management has no actual knowledge of any other material relationship except as a selling holder but has made no affirmative inquiry with respect thereto.
- (22) Yanfang (Emma) Yan, on behalf of Banc of America Capital Management, has voting and investment power over the securities identified above as beneficially owned by Convertible Securities Fund and Nations Convertible Securities Fund.
- (23) Elliot Bossen has voting and investment power over the securities identified above as beneficially owned by Silverback Master Ltd.
- (24) KBC Financial Products (Cayman Islands) Ltd. is an indirect wholly-owned subsidiary of KBC Bank N.V., which in turn is a direct wholly-owned subsidiary of KBC Group N.V., a publicly traded entity.
- (25) This selling holder is a wholly-owned subsidiary of UBS AG, a Switzerland corporation, which is a publicly traded entity.
- (26) Sky Lucas, John Succo and Shad Stastney, as members, on behalf of Vicis Capital LLC, have voting and investment power over the securities identified above as beneficially owned by Vicis Capital Master Fund.
- (27) Wachovia Capital Markets LLC is a subsidiary of Wachovia Corporation.
- (28) AM Investment Partners LLC has the authority to vote over the company's securities as investment managers. Adam Stern and Mark Friedman are the partners.
- (29) FrontPoint Convertible Arbitrage Fund GP LLC is the general partner of FrontPoint Convertible Arbitrage Fund, L.P. FrontPoint Partners LLC is the managing member of FrontPoint Convertible Arbitrage Fund GP, LLC and as such has voting and dispositive power over the securities held by the fund. Philip Duff, W. Gillespie Caffray and Paul Ghaffari are members of the board of managers of FrontPoint Partners LLC and are the sole members of its management committee. Messrs. Duff, Caffray and Ghaffari and FrontPoint Partners LLC and FrontPoint Convertible Arbitrage Fund GP, LLC each disclaim beneficial ownership of the securities held by the fund except for their pecuniary interest therein.
- (30) Palisade Capital is the investment advisor for the securities identified above as beneficially owned by DaimlerChrysler Corp Emp. #1 Retirement Plan, dtd 4/1/89, Franklin and Marshall College, FPL Group Employee Pension Plan and Rampart Enhanced Convertible Investors, LLC. Jack Feiler has voting authority.

- (31)Shenkman Capital Management, Inc. acts as investment manager to the selling holder. Shenkman Capital Management, Inc. is the investment adviser and as such has power to direct the voting and disposition of securities held by the selling holder. Mark Shenkman is the chief investment officer of Shenkman Capital Management, Inc. and has oversight authority over all portfolio managers at Shenkman Capital Management, Inc.
- (32)Jeremiah P. O'Grady, managing partner and portfolio manager, on behalf of Gartmore Global Investments, has voting and investment power over these securities.
- (33)Jason Bilodeau, Michael Dunn, Michael Chevalier, Stephen Chambers, Diana Lambert, Diane Correir-Viera and Keith Traverse, on behalf of Standish Mellon Asset Management, have voting and investment power over these securities.
- (34)Michael Weilheimer, on behalf of Eaton Vance Management High Yield Group, has voting and investment power over these securities.
- (35)Gene T. Pretti has voting and investment power over the securities identified above as beneficially owned by Zazove Associates, LLC.
- (36)Anu Sahai, vice president and portfolio manager, has voting and investment power over these securities.
- (37)Thrivent Investment Management Inc., a registered broker-dealer, is an indirect, wholly-owned subsidiary of Thrivent Financial for Lutherans.
- (38)Thrivent Financial for Lutherans is a corporation organized as a fraternal benefits society and is owned by its members.
- (39)The portfolio is an open-ended mutual fund registered with the Securities and Exchange Commission under the Investment Company Act of 1940.
- (40)Franklin convertible Securities Fund and FTVIP Income Securities Fund are both registered investment companies. David P. Gross, vice president, has voting and investment power over these securities.
- (41)Gregory E. McGowan, director, has voting and investment power over these securities.

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- (42)Tugar Capital Management, L.P. is the sub-adviser of Five Sticks, L.P. Tugar Holdings, LLC is the general partner of Tugar Capital Management, L.P. Kenneth L. Tananbaum is the manager and sole member of Tugar Holdings, LLC.
  - (43)Alexander Mueller, director, has voting and investment power over these securities.
  - (44)The Government of Singapore Investment Corporation Pte is a government institution and not a publicly-held entity.
  - (45)Oaktree Capital Management LLC (“Oaktree”) is the investment manager of the selling holder. It does not own any equity interest in the selling holder but has voting and dispositive power over the aggregate principal amount. Lawrence Keele is a principal of Oaktree and is the portfolio manager of the selling holder.
  - (46)Salomon Brothers Asset Management, Inc. (“SBAM”) acts as the discretionary investment advisor with respect to these selling holders. SBAM is a subsidiary of Citigroup, which is a publicly traded entity.
  - (47)The selling holder's account is managed by one of Putnam Investment Management, LLC (which is owned by Putnam, LLC), The Putnam Advisory Company, LLC (which is owned by Putnam Advisory Company, Limited Partnership, which is owned by Putnam, LLC), or Putnam Fiduciary Trust Company (which is owned by Putnam, LLC). Putnam, LLC is owned by Putnam Investments Trust, which is owned by Marsh & McLennan Companies, Inc., a publicly owned corporation. In addition, The Northern Trust Company serves as trustee for Abbott Laboratories Annuity Retirement Plan and Marsh & McLennan Companies, Inc. U.S. Retirement Plan – High Yield and in this capacity has shared voting and dispositive power over these securities. The Northern Trust Company is owned by Northern Trust

Corporation, a publicly traded corporation.

- (48)The executive committee, consisting of Jay Glassman, Ronald Fertig, Joseph Dwyer, D. Bruce McMahan, Scott Dilinger and Norman Ziegler, has voting and investment power over these securities.
- (49)Paul Iatronica has voting and investment power over these securities.
- (50)William J. Dwyer has voting and investment power over these securities.
- (51)K. Deblandey, portfolio manager, has voting and investment power over these securities.
- (52)Michael Hintze has voting and investment power over these securities.
- (53)Michael Long and Lori Johnstone, assistant vice presidents and in their capacity as investment advisers for Pacific Life Insurance Company, have voting and investment power over these securities.

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- (54)Park Avenue Life and Guardian Investor Services, LLC are broker-dealers which are indirect wholly-owned subsidiaries of the Guardian Life Insurance Co. of America. John Murphy, managing director of Guardian Life Insurance Co. of America, has voting and investment power over these securities.
  - (55)The securities are under the total control of KBC Financial Products USA Inc. KBC Financial Products USA Inc. is a direct wholly-owned subsidiary of KBC Financial Holdings, Inc., which in turn is a direct wholly-owned subsidiary of KBC Bank N.V., which in turn is a direct wholly-owned subsidiary of KBC Group N.V., a publicly traded entity.
  - (56)Palisade Capital Management LLC is the investment adviser for the selling securityholder. Mr. Jack Feiler has voting authority.
  - (57)Only selling holders identified above who beneficially own the CODES set forth opposite their names in the foregoing table on the effective date of the registration statement of which this prospectus is a part, or any amendment thereof or supplement thereto, may sell the CODES or shares of common stock issuable upon conversion of the CODES pursuant to the registration statement. Prior to any use of this prospectus in connection with the offering of CODES or common stock by any holder not identified above, this prospectus will be amended or supplemented as required to set forth the name and principal amount or number of securities to be offered.
  - (58)Assumes that any other holders of the CODES or any future pledgees, donees assignees, transferees or successors of or from any other such holders of the CODES do not beneficially own any shares of common stock other than the common stock issuable upon conversion of the CODES at the current conversion rate.

Selling holders that are also broker-dealers may be deemed to be “underwriters” within the meaning of that term under the Securities Act. We have been advised that none of the selling holders identified herein are broker-dealers except for Van Kampen Asset Management, Morgan Stanley Investment Management, Thrivent Investment Management, Inc., Gartmore Global Investments, Credit Suisse First Boston LLC and Lehman Brothers, Inc. These holders did not purchase the CODES directly from us, and we are not aware of any underwriting plan or agreement, underwriters’ or dealers’ compensation, or passive market making or stabilizing transactions involving the purchase or distribution of these securities by these holders. None of these broker-dealers have the right to designate or nominate a member or members of our Board of Directors. We have also been advised that, with respect to any selling holders identified herein who are affiliates of broker-dealers, (1) the selling holder purchased the CODES in the ordinary course of business and (2) at the time of the purchase of the CODES to be resold, the selling holder had no agreements or understandings, directly or indirectly, with any person to distribute the CODES or the underlying common stock.

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