

Google Inc.  
Form S-8 POS  
April 20, 2007

As filed with the Securities and Exchange Commission on April 20, 2007

Registration No. 333-127451

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*The Securities Act of 1933*

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**GOOGLE INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**77-0493581**  
(I.R.S. Employer  
Identification No.)

**1600 Amphitheatre Parkway**  
**Mountain View, CA 94043**

(Address of Principal Executive Offices, including Zip Code)

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**2004 STOCK PLAN**

(Full title of the plan)

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**Eric E. Schmidt**

**Chief Executive Officer**

**Google Inc.**

**1600 Amphitheatre Parkway**

**Mountain View, CA 94043**

**(650) 253-0000**

(Name, address, and telephone number, including area code, of agent for service)

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*Copies to:*

**Larry W. Sonsini**

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**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**650 Page Mill Road**

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**(650) 493-9300**

**David C. Drummond**

**David Sobota**

**Donald Harrison**

**Google Inc.**

**1600 Amphitheatre Parkway**

**Mountain View, CA 94043**

**(650) 253-0000**

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**EXPLANATORY NOTE**

On August 11, 2005, Google Inc. (the **Registrant**) filed a Registration Statement on Form S-8 (Registration No. 333-127451) (the **Registration Statement**), which registered shares of the Registrant's Class A common stock, par value \$0.001, reserved for issuance under the 2004 Stock Plan. The Registration Statement registered 7,000,000 shares of Class A common stock with respect to the 2004 Stock Plan.

In connection with the Registrant's Transferable Stock Option (**TSO**) program, all of the 7,000,000 shares of Class A common stock that were originally registered under the Registration Statement will be offered and sold pursuant to a Registration Statement on Form S-3 (the **TSO S-3**). Therefore, the Registrant is filing this post-effective amendment to deregister all of the 7,000,000 shares of its Class A common stock that were registered under the Registration Statement.

The TSO S-3 registers:

the offer and sale by the Registrant of Class A common stock upon exercise, other than by participating financial institutions, of (1) options currently outstanding and (2) options to be granted under the Registrant's 2004 Stock Plan to eligible employees, consultants, and directors the Registrant or of any parent or subsidiary of the Registrant;

the grant by the Registrant of nonstatutory stock options to eligible employees, consultants, and directors of the Registrant or of any parent or subsidiary of the Registrant under the Registrant's 2004 Stock Plan;

the offer and sale by the Registrant of Class A common stock in connection with the grant or exercise of incentive stock options, restricted stock, restricted stock units, stock appreciation rights, performance units, performance shares and other stock-based awards to eligible employees, consultants, and directors of the Registrant or of any parent or subsidiary of the Registrant under the Registrant's 2004 Stock Plan; and

the offer and sale by participating financial institutions in connection with short sales of the Registrant's Class A common stock to hedge options they purchase under the Registrant's TSO program.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on April 20, 2007.

GOOGLE INC.

By: /s/ George Reyes  
 George Reyes  
 Chief Financial Officer (*Principal Financial and Accounting Officer*)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Eric Schmidt	Chairman of the Executive Committee  and Chief Executive Officer ( <i>Principal Executive Officer</i> )	April 20, 2007
/s/ George Reyes George Reyes	Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )	April 20, 2007
* Sergey Brin	President of Technology, Assistant Secretary and Director	April 20, 2007
* Larry Page	President of Products, Assistant Secretary and Director	April 20, 2007
L. John Doerr	Director	
Michael Moritz	Director	
* K. Ram Shriram	Director	April 20, 2007
* John L. Hennessy	Director	April 20, 2007
* Arthur D. Levinson	Director	April 20, 2007

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\*  
Paul S. Otellini

Director

April 20, 2007

Shirley Tilghman

Director

Ann Mather

Director

\* By: /s/ George Reyes  
George Reyes  
Attorney-in-Fact