

Google Inc.  
Form 8-K/A  
October 18, 2012

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

Washington, D.C. 20549

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

October 18, 2012

**GOOGLE INC.**

(Exact name of registrant as specified in its charter)

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

**0-50726**  
(Commission

**77-0493581**  
(IRS Employer  
Identification No.)

File Number)  
**1600 Amphitheatre Parkway**

**Mountain View, CA 94043**

(Address of principal executive offices, including zip code)

**(650) 253-0000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note: Google Inc.'s Form 8-K filed today at approximately 12:30 p.m. Eastern Time was erroneously released early (the Prior Form 8-K ). This Form 8-K/A corrects and supersedes the Prior Form 8-K filed earlier this morning. The financial results reported in the Prior Form 8-K have not changed.

**Item 2.02. Results of Operations and Financial Condition.**

On October 18, 2012, Google Inc. (Google ) is issuing a press release and holding a conference call regarding its financial results for the quarter ended September 30, 2012. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Google is making reference to non-GAAP financial information in both the press release and the conference call. A reconciliation of these non-GAAP financial measures to the comparable GAAP financial measures is contained in the attached press release.

**Item 8.01. Other Events.**

A copy of the consolidated balance sheets, consolidated statements of income, and consolidated statements of cash flows for the quarter ended September 30, 2012 and other financial tables are filed as Exhibit 99.2 to this Form 8-K and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press release of Google Inc. dated October 18, 2012
99.2	Financial tables for the quarter ended September 30, 2012

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 18, 2012

**GOOGLE INC.**

/s/ PATRICK PICHETTE  
Patrick Pichette

*Senior Vice President and Chief Financial Officer*