

Edgar Filing: Google Inc. - Form SC 13G/A

Google Inc.
Form SC 13G/A
February 03, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)
(Amendment No. 1)

GOOGLE, INC.

(Name of Issuer)

CLASS A COMMON STOCK

(Title of Class of Securities)

38259P508

(CUSIP Number)

12/31/05

(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)

(Continued on following pages)

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1	NAME OF REPORTING PERSON SEQUOIA CAPITAL VIII, A DELAWARE LIMITED PARTNERSHIP ("SC VIII") I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 94-3294956
---	--

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) (b) X

3	SEC USE ONLY
---	--------------

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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 442,167 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 442,167 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
442,167

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.2%

12 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON
SEQUOIA INTERNATIONAL TECHNOLOGY PARTNERS VIII, A DELAWARE LIMITED PARTNERSHIP ("SITP VIII") I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 94-3294958

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER

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OWNED BY EACH REPORTING PERSON WITH	0	-----	-----
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	0

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		0

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		[]

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		0.0%

12	TYPE OF REPORTING PERSON		PN

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1	NAME OF REPORTING PERSON SEQUOIA INTERNATIONAL TECHNOLOGY PARTNERS VIII (Q), A DELAWARE LIMITED PARTNERSHIP ("SITP VIII Q") I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 94-3294957		

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a)	(b)	X

3	SEC USE ONLY		

4	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE		

	5	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	0
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	0

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		0

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0%

12 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON
SC VIII MANAGEMENT, LLC ("SC VIII LLC")
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
94-3294955

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

5 SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
442,167 shares of which 442,167
shares are directly held by SC
VIII, 0 shares are directly held
by SITP VIII and 0 shares are
directly held by SITP VIII Q. SC
VIII LLC is the General Partner
of SC VIII, SITP VIII and SITP
VIII Q. (1)

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
442,167 shares of which 442,167
shares are directly held by SC
VIII, 0 shares are directly held
by SITP VIII and 0 shares are
directly held by SITP VIII Q. SC
VIII LLC is the General Partner
of SC VIII, SITP VIII and SITP

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VIII Q. (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
442,167

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.2%

12 TYPE OF REPORTING PERSON
OO

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1 NAME OF REPORTING PERSON
MICHAEL MORITZ
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

5 SOLE VOTING POWER
1,420,705 (2)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
442,167 shares of which 442,167
shares are directly held by SC
VIII, 0 shares are directly held
by SITP VIII and 0 shares are
directly held by SITP VIII Q. Mr.
Moritz is a Managing Member of SC
VIII LLC. Mr. Moritz disclaims
beneficial ownership of all such
shares except to the extent of his
individual pecuniary interest
therein. (1)

7 SOLE DISPOSITIVE POWER
1,420,705 (2)

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8 SHARED DISPOSITIVE POWER
 442,167 shares of which 442,167
 shares are directly held by SC
 VIII, 0 shares are directly held
 by SITP VIII and 0 shares are
 directly held by SITP VIII Q. Mr.
 Moritz is a Managing Member of SC
 VIII LLC. Mr. Moritz disclaims
 beneficial ownership of all such
 shares except to the extent of his
 individual pecuniary interest
 therein. (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,862,872

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES
 []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 0.9%

12 TYPE OF REPORTING PERSON
 IN

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1 NAME OF REPORTING PERSON
 DOUGLAS LEONE
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 USA

5 SOLE VOTING POWER
 983,716

6 SHARED VOTING POWER
 442,167 shares of which 442,167
 shares are directly held by SC
 VIII, 0 shares are directly held
 by SITP VIII and 0 shares are

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH

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REPORTING
PERSON
WITH

directly held by SITP VIII Q. Mr. Leone is a Managing Member of SC VIII LLC. Mr. Leone disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein. (1)

7 SOLE DISPOSITIVE POWER
983,716

8 SHARED DISPOSITIVE POWER
442,167 shares of which 442,167 shares are directly held by SC VIII, 0 shares are directly held by SITP VIII and 0 shares are directly held by SITP VIII Q. Mr. Leone is a Managing Member of SC VIII LLC. Mr. Leone disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein. (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,425,883

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.7%

12 TYPE OF REPORTING PERSON
IN

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1 NAME OF REPORTING PERSON
MARK STEVENS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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USA

	5	SOLE VOTING POWER 1,133,253
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 442,167 shares of which 442,167 shares are directly held by SC VIII, 0 shares are directly held by SITP VIII and 0 shares are directly held by SITP VIII Q. Mr. Stevens is a Managing Member of SC VIII LLC. Mr. Stevens disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein. (1)
	7	SOLE DISPOSITIVE POWER 1,133,253
	8	SHARED DISPOSITIVE POWER 442,167 shares of which 442,167 shares are directly held by SC VIII, 0 shares are directly held by SITP VIII and 0 shares are directly held by SITP VIII Q. Mr. Stevens is a Managing Member of SC VIII LLC. Mr. Stevens disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein. (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		1,575,420
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
		[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
		0.8%
12	TYPE OF REPORTING PERSON	
		IN
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1 NAME OF REPORTING PERSON

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MICHAEL GOGUEN

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 USA

5 SOLE VOTING POWER
 284,724

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH
 REPORTING
 PERSON
 WITH

6 SHARED VOTING POWER
 442,167 shares of which 442,167
 shares are directly held by SC
 VIII, 0 shares are directly held
 by SITP VIII and 0 shares are
 directly held by SITP VIII Q. Mr.
 Goguen is a Managing Member of SC
 VIII LLC. Mr. Goguen disclaims
 beneficial ownership of all such
 shares except to the extent of his
 individual pecuniary interest
 therein. (1)

7 SOLE DISPOSITIVE POWER
 284,724

8 SHARED DISPOSITIVE POWER
 442,167 shares of which 442,167
 shares are directly held by SC
 VIII, 0 shares are directly held
 by SITP VIII and 0 shares are
 directly held by SITP VIII Q. Mr.
 Goguen is a Managing Member of SC
 VIII LLC. Mr. Goguen disclaims
 beneficial ownership of all such
 shares except to the extent of his
 individual pecuniary interest
 therein. (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 726,891

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES
 []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 0.4%

12 TYPE OF REPORTING PERSON

IN

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(1) The shares directly held by SC VIII are comprised of 413,704 shares of Class A common stock and 28,463 shares of Class B common stock. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to voting and conversion. Each share of Class A common stock is entitled to one vote per share. Each share of Class B common stock is entitled to ten votes per share and is convertible at any time into one share of Class A common stock.

(2) The shares directly held by Mr. Moritz are comprised of 393,573 shares of Class A common stock and 1,027,132 shares of Class B common stock. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to voting and conversion. Each share of Class A common stock is entitled to one vote per share. Each share of Class B common stock is entitled to ten votes per share and is convertible at any time into one share of Class A common stock.

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ITEM 1.

- (a) Name of Issuer: Google, Inc.
- (b) Address of Issuer's Principal Executive Offices:
1600 Amphitheatre Parkway
Mountain View, CA 94043

ITEM 2.

- (a) Name of Persons Filing:
Sequoia Capital VIII, a Delaware Limited Partnership
Sequoia International Technology Partners VIII,
a Delaware Limited Partnership
Sequoia International Technology Partners VIII (Q),
a Delaware Limited Partnership
SC VIII Management, LLC
Michael Moritz ("MM")
Douglas Leone ("DL")
Mark Stevens ("MS")
Michael Goguen ("MG")

SCVIII LLC is the General Partner of SC VIII, SITP VIII and SITP VIII Q. MM, DL, MS, and MG are Managing Members of SC VIII LLC.

- (b) Address of Principal Business Office or, if none, Residence:
3000 Sand Hill Road, 4-180
Menlo Park, CA 94025
- (c) Citizenship: MM, DL, MS, MG: USA
SC VIII LLC, SC VIII, SITP VIII,
SITP VIII Q: Delaware
- (d) Title of Class of Securities: Class A Common
- (e) CUSIP Number: 38259P508

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ITEM 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

NOT APPLICABLE

ITEM 4. Ownership

SEE ROWS 5 THROUGH 11 OF COVER PAGES

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ITEM 5. OWNERSHIP OF FIVE PERCENT 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. [X]

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 OR CONTROL PERSON

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

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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.

Dated: February 1, 2006

Sequoia Capital VIII, a Delaware Limited Partnership

Sequoia International Technology Partners VIII, a Delaware Limited Partnership

Sequoia International Technology Partners VIII (Q), a Delaware Limited Partnership

By: SC VIII Management, LLC,
their General Partner

By: /s/ Michael Moritz

Michael Moritz, Managing Member

/s/ Douglas Leone

Douglas Leone

/s/ Michael Moritz

Michael Moritz

/s/ Michael Goguen

Michael Goguen

/s/ Mark Stevens

Mark Stevens

CUSIP NO. 38259P508

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EXHIBIT 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that the Schedule 13G relating to shares of Google, Inc. to which this Agreement as to Joint Filing of Schedule 13G is attached as an exhibit is filed on behalf of each of them.

Date: February 1, 2006

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Sequoia Capital VIII, a Delaware Limited Partnership

Sequoia International Technology Partners VIII, a Delaware
Limited Partnership

Sequoia International Technology Partners VIII (Q), a
Delaware Limited Partnership

By: SC VIII Management, LLC,
their General Partner

By: /s/ Michael Moritz

Michael Moritz, Managing Member

/s/ Douglas Leone

Douglas Leone

/s/ Michael Moritz

Michael Moritz

/s/ Michael Goguen

Michael Goguen

/s/ Mark Stevens

Mark Stevens