

Google Inc.
Form S-8
August 10, 2006

As filed with the Securities and Exchange Commission on August 10, 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

GOOGLE INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

7375
(Primary Standard Industrial
Classification Code Number)

77-0493581
(I.R.S. Employer
Identification Number)

1600 Amphitheatre Parkway

Mountain View, CA

(650) 253-4000
(Address of principal executive offices)

94043
(Zip code)

Google Inc. 2004 Stock Plan

(Full titles of the plan)

Eric Schmidt

Chief Executive Officer

Google Inc.

1600 Amphitheatre Parkway

Mountain View, CA 94043

(Name and address of agent for service)

(650) 253-4000

(Telephone number, including area code, of agent for service)

Copies to:

David Drummond, Esq.

David Sobota, Esq.

Don Harrison, Esq.

Google Inc.

1600 Amphitheatre Parkway

Mountain View, CA 94043

(650) 253-4000

Calculation of Registration Fee

Title of Securities to be Registered	Amount Registered ⁽¹⁾ to be	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share ⁽²⁾	Maximum Aggregate Offering Price	
Class A common stock, \$0.001 par value, to be issued under the 2004 Stock Plan, as amended	4,500,000 shares	\$ 375.44	\$ 1,689,480,000	\$ 180,774.36
TOTAL	4,500,000 shares	\$ 375.44	\$ 1,689,480,000	\$ 180,774.36

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's Class A common stock that became issuable under the applicable plan by reason of any stock dividend, stock split, recapitalization or other similar transaction affected without the receipt of consideration that increases the number of the Registrant's outstanding shares of Class A common stock.

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- (2) The Proposed Maximum Offering Price Per Share has been estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act of 1933, as amended, on the basis of \$375.44, the average of the high and low prices of the Registrant's Class A common stock on August 7, 2006, as reported on The Nasdaq National Market.
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REGISTRATION OF ADDITIONAL SECURITIES

PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement registers additional shares of Google's Class A common stock to be issued pursuant to Google's 2004 Stock Plan. Accordingly, the contents of the previous Registration Statements on Form S-8 (File No. 333-117715) and (File No. 333-127451) filed by us with the Securities and Exchange Commission (SEC) on July 28, 2004 and August 11, 2005, respectively (the Previous Forms S-8), are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. In addition, the following documents filed with the SEC are hereby incorporated by reference into this Registration Statement:

- (a) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2005 filed with the SEC on March 16, 2006.
- (b) Our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2006 filed with the SEC on May 10, 2006.
- (c) Our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2006 filed with the SEC on August 9, 2006.
- (d) Item 1.01 of our Current Report on Form 8-K filed with the SEC on January 17, 2006.
- (e) Our Current Report on Form 8-K filed with the SEC on January 23, 2006.
- (f) Our Current Report on Form 8-K filed with the SEC on March 7, 2006.
- (g) Our Amended Current Report on Form 8-K filed with the SEC on March 16, 2006.
- (h) Our Amended Current Report on Form 8-K filed with the SEC on March 29, 2006.
- (i) Our Current Report on Form 8-K filed with the SEC on April 3, 2006.
- (j) Our Current Report on Form 8-K filed with the SEC on June 14, 2006.

- (k) The description of our Class A common stock contained in our Registration Statement on Form 10 as filed with the SEC on July 7, 2004 pursuant to Section 12(g) of the Exchange Act and effective as of June 28, 2004.

All documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities registered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

PART II**INFORMATION REQUIRED IN REGISTRATION STATEMENT****Item 8. Exhibits.**

Exhibit Number	Description	Incorporated by reference herein Form	Date
4.04	2004 Stock Plan, as amended	Definitive Proxy Statement on Schedule 14A filed with the SEC on March 31, 2006 (File No. 000-50726) as Appendix C	March 31, 2006
4.04.1	2004 Stock Plan Stock Option Agreement	Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (File No. 000-50726) as Exhibit 10.08.01	March 30, 2005
4.04.2	2004 Stock Plan Restricted Stock Unit Agreement	Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (File No. 000-50726) as Exhibit 10.08.02	March 30, 2005
5.01	Opinion of counsel		
23.01	Consent of counsel (contained in Exhibit 5.01)		
23.02	Consent of Independent Registered Public Accounting Firm		
24.01	Power of Attorney (included as part of the signature page of this registration statement)		

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on this 10th day of August 2006.

GOOGLE INC.

By: /S/ Eric Schmidt
Eric Schmidt

Chairman of the Executive Committee and

Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Eric Schmidt and George Reyes, and each of them acting individually, as his attorney in fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 10th day of August 2006 by the following persons in the capacities indicated:

Signature	Title	Date
/S/ Eric Schmidt Eric Schmidt	Chairman of the Executive Committee and Chief Executive Officer (<i>Principal Executive Officer</i>)	August 10, 2006
/S/ George Reyes George Reyes	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	August 10, 2006
/S/ Sergey Brin Sergey Brin	President of Technology, Assistant Secretary and Director	August 10, 2006
/S/ Larry Page Larry Page	President of Products, Assistant Secretary and Director	August 10, 2006
/S/ L. John Doerr L. John Doerr	Director	August 10, 2006
Michael Moritz	Director	
/S/ K. Ram Shriram	Director	August 10, 2006

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K. Ram Shriram

/S/ John L. Hennessy

Director

August 10, 2006

John L. Hennessy

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Signature	Title	Date
/S/ Arthur D. Levinson	Director	August 10, 2006
Arthur D. Levinson		
	Director	
Paul S. Otellini		
/S/ Shirley Tilghman	Director	August 10, 2006
Shirley Tilghman		
/S/ Ann Mather	Director	August 10, 2006
Ann Mather		

GOOGLE INC.

REGISTRATION STATEMENT ON FORM S-8

INDEX TO EXHIBITS

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