

Edgar Filing: Google Inc. - Form SC 13G

Google Inc.  
Form SC 13G  
February 10, 2005

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.)

GOOGLE, INC.

-----  
(Name of Issuer)

CLASS A COMMON STOCK

-----  
(Title of Class of Securities)

38259P508

-----  
(CUSIP Number)

12/31/04

-----  
(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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CUSIP NO. 38259P508

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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)

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3 SEC USE ONLY

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 15,158,467 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 15,158,467 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 15,158,467

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
13.7% (2)

12 TYPE OF REPORTING PERSON  
PN

CUSIP NO. 38259P508

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

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3 SEC USE ONLY

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 192,349 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 192,349 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 192,349

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% (2)

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 ( )  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
94-3294957

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

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3 SEC USE ONLY

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 1,003,537 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,003,537 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 1,003,537

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
1.0% (2)

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) [ ]

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 16,354,353 shares of which 15,158,467 shares are di VIII, 192,349 shares are directly held by SITP VIII shares are directly held by SITP VIII Q. SC VIII LL Partner of SC VIII, SITP VIII and SITP VIII Q. (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 16,354,353 shares of which 15,158,467 shares are di VIII, 192,349 shares are directly held by SITP VIII shares are directly held by SITP VIII Q. SC VIII LL Partner of SC VIII, SITP VIII and SITP VIII Q. (1)

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 16,354,353

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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  
14.6% (2)

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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)

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
393,573

6 SHARED VOTING POWER  
16,354,353 shares of which 15,158,467 shares are di  
VIII, 192,349 shares are directly held by SITP VIII  
shares are directly held by SITP VIII Q. Mr. Morit  
Member of SC VIII LLC. Mr. Moritz disclaims benefi  
all such shares except to the extent of his individ  
interest therein. (1)

7 SOLE DISPOSITIVE POWER  
393,573

8 SHARED DISPOSITIVE POWER  
16,354,353 shares of which 15,158,467 shares are di  
VIII, 192,349 shares are directly held by SITP VIII  
shares are directly held by SITP VIII Q. Mr. Morit  
Member of SC VIII LLC. Mr. Moritz disclaims benefi  
all such shares except to the extent of his individ  
interest therein. (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 16,747,926

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
15.0% (2)

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)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
259,746

6 SHARED VOTING POWER  
16,354,353 shares of which 15,158,467 shares are di  
VIII, 192,349 shares are directly held by SITP VIII  
shares are directly held by SITP VIII Q. Mr. Leone  
Member of SC VIII LLC. Mr. Leone disclaims benefi  
all such shares except to the extent of his individ  
interest therein. (1)

7 SOLE DISPOSITIVE POWER  
259,746

8 SHARED DISPOSITIVE POWER  
16,354,353 shares of which 15,158,467 shares are di  
VIII, 192,349 shares are directly held by SITP VIII  
shares are directly held by SITP VIII Q. Mr. Leone  
Member of SC VIII LLC. Mr. Leone disclaims benefi  
all such shares except to the extent of his individ  
interest therein. (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 16,614,099

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
14.9% (2)

12 TYPE OF REPORTING PERSON  
IN

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 CUSIP NO. 38259P508  
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 1 NAME OF REPORTING PERSON  
 MARK STEVENS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
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 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

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 3 SEC USE ONLY  
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 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 USA  
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NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY EACH  
 REPORTING  
 PERSON  
 WITH

5 SOLE VOTING POWER  
 383,573  
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6 SHARED VOTING POWER  
 16,354,353 shares of which 15,158,467 shares are di  
 VIII, 192,349 shares are directly held by SITP VIII  
 shares are directly held by SITP VIII Q. Mr. Steve  
 Member of SC VIII LLC. Mr. Stevens disclaims benef  
 all such shares except to the extent of his individ  
 interest therein. (1)  
 -----

7 SOLE DISPOSITIVE POWER  
 383,573  
 -----

8 SHARED DISPOSITIVE POWER  
 16,354,353 shares of which 15,158,467 shares are di  
 VIII, 192,349 shares are directly held by SITP VIII  
 shares are directly held by SITP VIII Q. Mr. Steve  
 Member of SC VIII LLC. Mr. Stevens disclaims benef  
 all such shares except to the extent of his individ  
 interest therein. (1)  
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 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON 16,737,926  
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 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES  
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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
15.0% (2)

12 TYPE OF REPORTING PERSON  
IN

CUSIP NO. 38259P508

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

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION USA

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
15,333

6 SHARED VOTING POWER  
16,354,353 shares of which 15,158,467 shares are di  
VIII, 192,349 shares are directly held by SITP VIII  
shares are directly held by SITP VIII Q. Mr. Gogue  
Member of SC VIII LLC. Mr. Goguen disclaims benefi  
all such shares except to the extent of his individ  
interest therein. (1)

7 SOLE DISPOSITIVE POWER  
15,333

8 SHARED DISPOSITIVE POWER  
16,354,353 shares of which 15,158,467 shares are di  
VIII, 192,349 shares are directly held by SITP VIII  
shares are directly held by SITP VIII Q. Mr. Gogue  
Member of SC VIII LLC. Mr. Goguen disclaims benefi  
all such shares except to the extent of his individ  
interest therein. (1)

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 16,369,686

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
14.7% (2)

12 TYPE OF REPORTING PERSON

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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

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:

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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. [ ]

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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CUSIP NO. 38259P508  
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SIGNATURE

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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 8, 2005

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

-----  
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EXHIBIT 1  
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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.

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Date: February 8, 2005

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