

Google Inc.  
Form SC TO-I/A  
February 20, 2009

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

**Washington, D.C. 20549**

**AMENDMENT NO. 2 to**  
**SCHEDULE TO**  
**(Rule 13e-4)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**GOOGLE INC.**

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

**Options to Purchase Class A Common Stock, \$0.001 par value**

(Title of Class of Securities)

**38259P508**

(CUSIP Number of Class A Common Stock Underlying Class of Securities)

**Donald S. Harrison, Esq.**

**Katherine Stephens, Esq.**

**Google Inc.**

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1600 Amphitheatre Parkway

Mountain View, CA 94043

(650) 253-0000

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

*Copies to:*

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**CALCULATION OF FILING FEE**

Transaction Valuation\*  
\$1,149,242,694.48

Amount of Filing Fee\*  
\$45,165.24

\* Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the transaction valuation assumes that all options to purchase the Issuer's Class A common stock that are outstanding under the 2004 Stock Plan as of January 26, 2009 will be eligible for exchange and will be tendered pursuant to the offer. These options have an aggregate value of \$1,149,242,694.48 calculated based on a Black-Scholes-Merton option pricing model based on a price per share of Class A common stock of \$323.87, the closing price of the Issuer's Class A common stock as reported on The Nasdaq Global Select Market as of January 26, 2009.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$45,165.24  
Form or Registration No.: 005-80032  
Filing party: Google Inc.  
Date filed: February 3, 2009

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

.. third party tender offer subject to Rule 14d-1.

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- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 2 (this Amendment No. 2) amends and supplements the Tender Offer Statement on Schedule TO (Schedule TO) filed with the Securities and Exchange Commission on February 3, 2009, as amended and supplemented by Amendment No. 1, relating to an offer by Google Inc. (the Company) to its employees to exchange certain outstanding options to purchase shares of the Company's Class A common stock granted under the Company's 2004 Stock Plan.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 2 amends and restates only the items and exhibits to the Schedule TO that are being amended and restated, and unaffected items and exhibits are not included herein.

**Item 2. Subject Company Information.**

(a) *Name and Address.*

Google Inc., a Delaware corporation, is the issuer. The Company's principal executive offices are located at 1600 Amphitheatre Parkway, Mountain View, California 94043, and the telephone number at that address is (650) 253-0000.

(b) *Securities.*

This Tender Offer Statement on Schedule TO relates to an offer by the Company to its employees (including eligible officers) to exchange outstanding options to purchase shares of the Company's Class A common stock granted under the Company's 2004 Stock Plan prior to February 3, 2009, that have an exercise price per share greater than the last reported sale price per share of the Company's Class A common stock on The Nasdaq Global Select Market on March 6, 2009 (Eligible Options) on a one-for-one basis for the grant of a new option to purchase shares of Class A common stock (the New Options). Each New Option will be granted under the Company's 2004 Stock Plan. The actual number of shares of Class A common stock subject to options to be exchanged in the Offer to Exchange will depend on the number of shares of Class A common stock subject to Eligible Options tendered by eligible employees and accepted for exchange. The Company is making the offer upon the terms and subject to the conditions set forth in the Offer to Exchange and in the related accompanying Election Form, attached hereto as Exhibit (a)(1)(C).

The information set forth in the Offer to Exchange under Summary Term Sheet Questions and Answers, Risk Factors, This Exchange Offer Eligible Options; Eligible Optionholders; Expiration Date of This Exchange Offer, This Exchange Offer Acceptance of Eligible Options for Exchange; Issuance of New Options, and This Exchange Offer Source and Amount of Consideration; Terms of New Options is incorporated herein by reference.

(c) *Trading Market and Price.*

The information set forth in the Offer to Exchange under This Exchange Offer Price Range of Class A Common Stock is incorporated herein by reference.

**Item 4. Terms of the Transaction.**

(a) *Material Terms.*

The information set forth in the Offer to Exchange under Summary Term Sheet Questions and Answers and the sections under This Exchange Offer titled Eligible Options; Eligible Optionholders; Expiration Date of This Exchange Offer, Procedures for Tendering Eligible Options, Withdrawal Rights, Acceptance of Eligible Options for Exchange; Issuance of New Options, Conditions of this Exchange Offer, Price Range of Our Class A Common Stock, Source and Amount of Consideration; Terms of New Options, Information Concerning Us; Financial Information, Acceptance of Eligible Options for Exchange; Issuance of New Options, Status of Eligible Options Acquired by Us in This Exchange Offer; Accounting Consequences of This Exchange Offer, Legal Matters; Regulatory

Approvals, Material United States Tax Consequences, and Extension of Exchange Offer; Termination; Amendment is incorporated herein by reference.

(b) *Purchases.*

The Company's officers will be eligible to participate in the Offer to Exchange on the same terms and conditions as the Company's employees. The information set forth in the Offer to Exchange under This Exchange Offer Procedures for Tendering Eligible Options and This Exchange Offer Interests of Directors and Executive Officers; Transactions and Arrangements Concerning Our Options is incorporated herein by reference.

**Item 7. Source and Amount of Funds or Other Consideration.**

(a) *Source of Funds.*

The information set forth in the Offer to Exchange under This Exchange Offer Source and Amount of Consideration; Terms of New Options and This Exchange Offer Fees and Expenses is incorporated herein by reference.

(b) *Conditions.*

The information set forth in the Offer to Exchange under This Exchange Offer Conditions of This Exchange Offer is incorporated herein by reference.

(d) *Borrowed Funds.*

Not applicable.

**Item 10. Financial Statements.**

(a) ***Financial Information.***

The financial information set forth in the Offer to Exchange under This Exchange Offer Information Concerning Us; Financial Information and referenced in This Exchange Offer Additional Information is incorporated herein by reference. The Company's Annual Report on Form 10-K can also be accessed electronically on the Securities and Exchange Commission's website at <http://www.sec.gov>.

(b) ***Pro Forma Information.***

Not applicable.

**Item 12. Exhibits.**

The Exhibit Index attached to this Schedule TO is incorporated herein by reference.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, complete and correct.

**GOOGLE INC.**

/s/ DONALD S. HARRISON

Donald S. Harrison

Associate General Counsel and Assistant Secretary

Date: February 20, 2009

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(A)	Offer to Exchange Certain Outstanding Options for New Stock Options, dated February 3, 2009, as amended February 20, 2009
(a)(1)(B)*	Form of Email Communication to Employees
(a)(1)(C)	Election Form
(a)(1)(D)	Notice of Withdrawal
(a)(1)(E)*	Form of Communication to Eligible Optionholders Participating in the Exchange Offer Confirming Receipt of Election Form
(a)(1)(F)*	Form of Communication to Eligible Optionholders Confirming Receipt of Notice of Withdrawal
(a)(1)(G)*	Transcript of Video Presentation to Employees
(a)(1)(H)	Employee Presentation Materials
(a)(1)(I)*	Australian Offer Document and Cover Letter to Australian Employees
(a)(1)(J)*	Form of Reminder Email to Employees
(a)(1)(K)	Form of Final Week Reminder Email to Employees
(a)(1)(L)	Form of Close of Market Price Notification Email to Employees
(a)(1)(M)	Form of Countdown Reminder Email to Employees
(a)(1)(N)	Form of Email to Employees Regarding Office Hours Announcement about Exchange Offer
(b)	Not applicable
(d)(1)	2004 Stock Plan, as amended ( <i>incorporated herein by reference to Exhibit 10.08 to the Registrant's Quarterly Report on Form 10-Q, filed on August 7, 2008, Commission File No. 000-50726</i> )
(d)(2)	2004 Stock Plan Form of U.S. stock option agreement ( <i>incorporated herein by reference to Exhibit 10.08.01 to the Registrant's Annual Report on Form 10-K, filed on March 30, 2005, Commission File No. 000-50726</i> )
(d)(3)	2004 Stock Plan Amendment to stock option agreements ( <i>incorporated herein by reference to Exhibit 99.01.03 to the Registrant's Registration Statement on Form S-3, filed on April 20, 2007, Commission File No. 333-142243</i> )
(d)(4)	2004 Stock Plan Form of stock option agreement (TSO Program) ( <i>incorporated herein by reference to Exhibit 99.01.04 to the Registrant's Registration Statement on Form S-3, filed on April 20, 2007, Commission File No. 333-142243</i> )
(d)(5)*	2004 Stock Plan Form of international stock option agreement and country-specific appendices
(g)	Not applicable
(h)	Not applicable

\* Previously filed.