

Google Inc.  
Form 8-K  
July 17, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported)  
July 17, 2014

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GOOGLE INC.  
(Exact name of registrant as specified in its charter)

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|----------------------------------------------------------------------------------------------------------------------|-----------------------------|--------------------------------------|
| Delaware                                                                                                             | 001-36380                   | 77-0493581                           |
| (State or other jurisdiction<br>of incorporation)                                                                    | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| 1600 Amphitheatre Parkway<br>Mountain View, CA 94043<br>(Address of principal executive offices, including zip code) |                             |                                      |
| (650) 253-0000<br>(Registrant's telephone number, including area code)                                               |                             |                                      |
| Not Applicable<br>(Former name or former address, if changed since last report)                                      |                             |                                      |

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

On July 17, 2014, Google Inc. (“Google”) is issuing a press release and holding a conference call regarding its financial results for the quarter ended June 30, 2014. 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 17, 2014, Google announced that Nikesh Arora, Google's Senior Vice President and Chief Business Officer, will be leaving Google to join SoftBank as Vice Chairman of SoftBank Corp. and CEO of SoftBank Internet and Media. Omid Kordestani, who led Google's sales teams for many years, will lead Google's business organization for now. The transition from Nikesh to Omid will be effective from August 1, 2014.

On July 17, 2014, the Leadership Development and Compensation Committee of the Board of Directors of Google approved a waiver of the tenure-based repayment requirement in the cash award made by Google to Nikesh in April 2012.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit<br>No. | Description                                      |
|----------------|--------------------------------------------------|
| 99.1           | Press release of Google Inc. dated July 17, 2014 |

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**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.

**GOOGLE INC.**

Date: July 17, 2014

**/s/ PATRICK PICHETTE**

**Patrick Pichette**

**Senior Vice President and Chief Financial  
Officer**