

Google Inc.
Form 8-K
November 10, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

November 9, 2009

GOOGLE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

0-50726
(Commission File Number)

77-0493581
(IRS Employer)

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of incorporation)

Identification No.)

1600 Amphitheatre Parkway

Mountain View, CA 94043

(Address of principal executive offices, including zip code)

(650) 253-0000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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))

Item 8.01 Other Events.

On November 9, 2009, Google announced that it had signed a definitive agreement to acquire AdMob, Inc. In connection with the acquisition, the attached letter was sent to the 32 holders of AdMob preferred and common stock that we do not yet have a reasonable belief are accredited investors for purposes of the private placement of shares of Google's Class A common stock in the acquisition of Admob in accordance with Regulation D. To the extent these holders do not certify that they are accredited investors, they will receive only cash consideration unless the issuance of Google stock to them would comply with Rule 506, including the use by these holders of a purchaser representative in accordance with Regulation D. In accordance with Rule 135c(d) of the Securities Act of 1933, a copy of the notice is filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Rule 135c Notice Distributed November 9, 2009 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GOOGLE INC.

Date: November 10, 2009

/s/ **KENT WALKER**
Kent Walker

Vice President and General Counsel