

Google Inc.  
Form S-8 POS  
December 13, 2013

As filed with the Securities and Exchange Commission on December 13, 2013

Registration No. 333-138848

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

POST-EFFECTIVE AMENDMENT NO. 1 TO  
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)

77-0493581  
(I.R.S. Employer Identification Number)  
1600 Amphitheatre Parkway

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**Mountain View, CA 94043**

**(650) 253-0000**

**(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)**

**Options and Restricted Stock Units granted under the  
YouTube, Inc. 2005 Stock Plan and assumed by the Registrant**

**(Full Title of the Plan)**

**Larry Page**

**Chief Executive Officer**

**Google Inc.**

**1600 Amphitheatre Parkway**

**Mountain View, CA 94043**

**(650) 253-0000**

**(Name, Address, and Telephone Number, including Area Code, of Agent for Service)**

*Copies to:*

**Michael J. Albano, Esq.**

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**New York, NY 10006**

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**Christine E. Flores, Esq.**

**Kenneth H. Yi, Esq.**

**Google Inc.**

**1600 Amphitheatre Parkway**

**Mountain View, CA 94043**

**(650) 253-0000**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller Reporting Company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (this Post-Effective Amendment ) relates to the Registration Statement on Form S-8 (Registration No. 333-138848) filed by Google Inc. (the Registrant ) with the U.S. Securities and Exchange Commission on November 20, 2006 (the Registration Statement ) registering 426,306 shares of the Registrant's Class A common stock (the Shares ), par value \$0.001 per share, to be issued pursuant to options (the Assumed Options ) and restricted stock units (the Assumed RSUs ) granted under the YouTube, Inc. 2005 Stock Plan and assumed by the Registrant. As of the date of this Post-Effective Amendment, no Assumed Options or Assumed RSUs remain outstanding.

In accordance with the Registrant's undertaking in Part II, Item 9(A)(3) of the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all of the Shares that remain unsold or otherwise unissued, if any, and to terminate the effectiveness of the Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on December 13, 2013.

GOOGLE INC.

By: /s/ Larry Page  
 Larry Page  
*Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Larry Page Larry Page	Chief Executive Officer, Co-Founder and Director <i>(Principal Executive Officer)</i>	December 13, 2013
/s/ Patrick Pichette Patrick Pichette	Senior Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	December 13, 2013
/s/ Eric E. Schmidt Eric E. Schmidt	Executive Chairman of the Board of Directors	December 13, 2013
/s/ Sergey Brin Sergey Brin	Co-Founder and Director	December 13, 2013
/s/ L. John Doerr L. John Doerr	Director	December 13, 2013
/s/ Diane B. Greene Diane B. Greene	Director	December 13, 2013
/s/ John L. Hennessy John L. Hennessy	Director	December 13, 2013
/s/ Ann Mather	Director	

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Ann Mather		December 13, 2013
/s/ Paul S. Otellini	Director	December 13, 2013
Paul S. Otellini		
/s/ K. Ram Shriram	Director	December 13, 2013
K. Ram Shriram		
/s/ Shirley M. Tilghman	Director	December 13, 2013
Shirley M. Tilghman		