

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Google Inc.		2 Issuer's employer identification number (EIN) 77-0493581	
3 Name of contact for additional information Jennifer Kirk	4 Telephone No. of contact 650-214-5674	5 Email address of contact jenkirk@google.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 1600 Amphitheatre Parkway		7 City, town, or post office, state, and Zip code of contact Mountain View, CA 94043	
8 Date of action May 4, 2015		9 Classification and description Stock distribution and cash in lieu of fractional shares	
10 CUSIP number 38259P706	11 Serial number(s)	12 Ticker symbol GOOG	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Distribution of .0027455 of a share of newly issued Class C stock (the "New Class C Share") with respect to each outstanding share of Class C stock (the "Original Class C Share"), with a record date of April 2, 2015 and a payment date on or around May 4, 2015. The distribution was made to each holder of Original Class C Shares in whole shares of Class C stock plus cash in lieu of a fractional share, based upon a value of \$ 556.71 per Class C Share.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The distribution of the New Class C Shares was non-taxable, and each shareholder's basis in the Original Class C Shares is allocated between the shareholder's Original Class C Shares, New Class C Shares, and any fractional share component. See box 16 below for examples illustrating the calculation or adjusted tax basis per share.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Example 1: Shareholder A owned 500 Original C Shares with a basis of \$ 7 per share before the distribution (for an aggregate basis of \$ 3,500). Pursuant to the distribution, Shareholder A is entitled to 1.37275 New Class C Shares (500*.0027455). Immediately following the distribution, Shareholder A would hold 501 Class C Shares (500 Original Class C Shares + 1 New Class C Share) plus cash in the amount of \$ 207.51 in lieu of the .37275 fractional Class C Share to which Shareholder A would otherwise be entitled. The \$ 3,500 basis is allocated between Shareholder A's whole Class C Shares and the fractional share component as follows: the portion of the basis allocated to the whole shares is ((501/501.37275)*\$ 3,500) for an aggregate basis of \$ 3,497.40 (or approximately \$ 6.98 per share). The tax basis allocable to the fractional share is \$ 2.60 ((.37275/501.37275)*\$ 3,500). See Attachment to Form 8937 for Example 2.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections 305(a) and 307(a)
of the Internal Revenue Code of 1986, as amended.

18 Can any resulting loss be recognized? ▶ Loss may be recognized upon the receipt of cash in lieu of fractional share if the basis allocated to the fractional share (as illustrated in box 16 above) exceeds the amount of cash received in lieu of the fractional share.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ For shareholders who file their returns on the basis of a calendar year, the reportable tax year is 2015.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶

Date ▶

5/4/15

Print your name ▶

Tom Hutchinson

Title ▶

VP, TAX

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

Attachment to Form 8937

Google Inc. EIN 77-0493581

16.

Example 2: Shareholder B owned 100 Original Class C Shares with a basis of \$5 per share before the distribution (for an aggregate basis of \$500). Pursuant to the distribution, Shareholder B is entitled to .27455 of a New Class C Share ($100 \times .0027455$). Immediately following the distribution, Shareholder B would continue to hold 100 Class C Shares plus cash in the amount of \$152.84 in lieu of the .27455 fractional Class C Share to which Shareholder B would otherwise be entitled. The \$500 basis is allocated between Shareholder B's whole Class C Shares and the fractional share component as follows: the portion of the basis allocated to the shares is $((100/100.27455) \times \$500)$ for an aggregate basis of \$498.63 (or approximately \$4.98 per share). The tax basis allocable to the fractional share is \$1.37 $((.27455/100.27455) \times 500)$.

There should be no change to the tax basis results outlined in Examples 1 and 2 even if a shareholder owns other classes of Google stock in addition to Class C.

Google does not provide tax advice; the examples provided herein are based on generally applicable tax law. Shareholders are encouraged to contact their personal tax advisors for consideration of their unique facts.