

GOOGLE INC.  
Form 15-15D  
January 04, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION**  
**UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934.**

**Commission File Number: 333-195069**

**GOOGLE INC.**

**(Exact name of registrant as specified in its charter)**

**1600 Amphitheatre Parkway**

**Mountain View, CA 94043**

**(650) 253-0000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Class A Common Stock, \$0.001 par value**

**Class C Capital Stock, \$0.001 par value**

(Title of each class of securities covered by this Form)

**Deferred Compensation Obligations**

**2.125% Notes due 2016**

**3.625% Notes due 2021**

**3.375% Notes due 2024**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	..
Rule 12g-4(a)(2)	..
Rule 12h-3(b)(1)(i)	x
Rule 12h-3(b)(1)(ii)	..
Rule 15d-6	..

Approximate number of holders of record as of the certification or notice date:

Class A Common Stock, \$0.001 par value: 1\*

Class C Capital Stock, \$0.001 par value: 1\*

\* On October 2, 2015, Google Inc. ( Google ) implemented a holding company reorganization (the Alphabet Merger ) pursuant to the Agreement and Plan of Merger, dated as of October 2, 2015, among Google, Alphabet Inc., a Delaware corporation ( Alphabet ) and Maple Technologies Inc., a Delaware corporation ( Merger Sub ), which resulted in Alphabet owning all of the outstanding capital stock of Google. Pursuant to the Alphabet Merger, Merger Sub, a direct, wholly owned subsidiary of Alphabet and an indirect, wholly owned subsidiary of Google, merged with and into Google, with Google surviving as a direct, wholly owned subsidiary of Alphabet. The Alphabet Merger constitutes a succession for purposes of Rule 12g-3(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act ).



Pursuant to the requirements of the Securities Exchange Act of 1934, Google Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: January 4, 2016

By: /s/ Christine Flores

Name: Christine Flores

Title: Assistant Secretary