

GOOGLE INC.
Form 15-12B
October 13, 2015

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: 001-36380

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

Approximate number of holders of record as of the certification or notice date: 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). On October 2, 2015, Google s Class C Capital Stock was delisted from The NASDAQ Global Select Market and was subsequently deregistered under Section 12(b) of 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: October 13, 2015

By: /s/ Christine Flores

Name: Christine Flores

Title: Assistant Secretary