

Google Inc.  
Form 8-K/A  
June 13, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

June 2, 2011

**GOOGLE INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-50726**  
(Commission

**77-0493581**  
(IRS Employer

File Number)  
**1600 Amphitheatre Parkway**

Identification No.)

**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))

**EXPLANATORY NOTE**

This Form 8-K/A is being filed as an amendment ( Amendment No. 1 ) to the Current Report on Form 8-K filed by Google Inc. with the U.S. Securities and Exchange Commission on June 7, 2011 ( Original Filing ). The sole purpose of this Amendment No. 1 is to disclose Google's decision as to how frequently it will conduct future stockholder advisory votes regarding compensation awarded to its named executive officers. No other changes have been made to the Original Filing.

**Item 5.07(d). Submission of Matters to a Vote of Security Holders.**

At Google's 2011 Annual Meeting of Stockholders held on June 2, 2011, Google's stockholders voted on, among other matters, a proposal on the frequency of future stockholder advisory votes regarding compensation awarded to named executive officers. As previously reported by Google, the frequency of once every three years received the highest number of votes cast, as well as a majority of the votes cast on the proposal. Based on these results, and consistent with Google's recommendation, Google's Board of Directors has determined that Google will conduct future stockholder advisory votes regarding compensation awarded to its named executive officers once every three years. The next required stockholder advisory vote on the frequency of future stockholder advisory votes regarding compensation awarded to named executive officers will be conducted at Google's 2017 Annual Meeting of Stockholders.

**SIGNATURE**

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.

Date: June 13, 2011

**GOOGLE INC.**

/s/ Kent Walker  
Kent Walker

*Senior Vice President and General Counsel*