

Edgar Filing: Google Inc. - Form SC 13G

Google Inc.  
Form SC 13G  
February 04, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. \_\_\_ )\*

Google Inc.  
-----

(Name of Issuer)

Class A Common Stock, par value \$0.001 per share  
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(Title of Class of Securities)

38259P508  
-----

(CUSIP Number)

August 18, 2004  
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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13G

=====  
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1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
(ENTITIES ONLY)

Time Warner Inc.  
13-4099534

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP a|\_|  
b|\_|  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  
=====

5 SOLE VOTING POWER 0  
NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY 6 SHARED VOTING POWER 5,081,893 (1)  
EACH  
REPORTING  
PERSON  
WITH 7 SOLE DISPOSITIVE POWER 0  
8 SHARED DISPOSITIVE POWER 5,081,893 (1)  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,081,893 (1)  
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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |\_|  
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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.1% (1)

12 TYPE OF REPORTING PERSON HC

(1) Calculated pursuant to Rule 13d-3(d). The percentage is based on the number of shares of Class A Common Stock of Google Inc. ("Google") outstanding at October 31, 2004 as reported in Google's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004. The Reporting Persons are deemed to beneficially own 5,081,893 shares of Google Class A Common Stock based on ownership of 5,081,893 shares of Google Class B Common Stock. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at any time at the option of the Reporting Persons.

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

America Online, Inc.  
54-1322110

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP a|\_|  
b|\_|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

|   |   |                        |               |
|---|---|------------------------|---------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER      | 0             |
|   | 6 | SHARED VOTING POWER    | 5,081,893 (1) |
|   | 7 | SOLE DISPOSITIVE POWER | 0             |

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8 SHARED DISPOSITIVE POWER 5,081,893 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,081,893 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.1% (1)

12 TYPE OF REPORTING PERSON CO

(1) Calculated pursuant to Rule 13d-3(d). The percentage is based on the number of shares of Class A Common Stock of Google Inc. ("Google") outstanding at October 31, 2004 as reported in Google's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004. The Reporting Persons are deemed to beneficially own 5,081,893 shares of Google Class A Common Stock based on ownership of 5,081,893 shares of Google Class B Common Stock. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at any time at the option of the Reporting Persons.

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Item 1(a) Name of Issuer

Google Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

1600 Amphitheatre Parkway, Mountain View, CA 94043

Item 2(a) Name of Person Filing:

Time Warner Inc.

Item 2(b) Address of Principal Business Office or, if none, Residence:

One Time Warner Center, New York, NY 10019

Item 2(c) Citizenship:

Delaware

Item 2(d) Title of Class of Securities:

Class A Common Stock, par value \$0.001 per share

Item 2(e) CUSIP Number:

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- Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
- (a)  Broker or dealer registered under Section 15 of the Act.
  - (b)  Bank as defined in Section 3(a)(6) of the Act.
  - (c)  Insurance company as defined in Section 3(a)(19) of the Act.
  - (d)  Investment company registered under Section 8 of the Investment Company Act of 1940.
  - (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
  - (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
  - (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
5,081,893 (1)
- (b) Percent of Class:  
8.1%(1)
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote 0
  - (ii) Shared power to vote or to direct the vote 5,081,893 (1)
  - (iii) Sole power to dispose or to direct the disposition 0
  - (iv) Shared power to dispose or to direct the disposition of 5,081,893 (1)

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(1) Calculated pursuant to Rule 13d-3(d). The percentage is based on the number of shares of Class A Common Stock of Google Inc. ("Google") outstanding at October 31, 2004 as reported in Google's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004. The Reporting Persons are deemed to beneficially own 5,081,893 shares of Google Class A Common Stock based on ownership of 5,081,893 shares of Google Class B Common Stock. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at any time at the option of the Reporting Persons.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Except as otherwise disclosed in periodic public filings with the Securities and Exchange Commission, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

America Online, Inc. - CO

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

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Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 3, 2005

Time Warner Inc.

/s/ Wayne H. Pace

-----  
(Signature)

Wayne H. Pace  
Executive Vice President and  
Chief Financial Officer

-----  
(Name/Title)

America Online, Inc.

/s/ Thomas R. Colan

-----  
(Signature)

Thomas R. Colan  
Senior Vice President, Controller  
and Treasurer

-----  
(Name/Title)

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EXHIBIT NO. 1

JOINT FILING AGREEMENT

Time Warner Inc., a Delaware corporation, and America Online, Inc., a Delaware corporation, each hereby agrees, in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, that the Schedule 13G filed herewith, and any amendments thereto, relating to the shares of Class A common stock, par value \$0.001, of Google Inc. is, and will be, jointly filed on behalf of each such person and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned hereby execute this Agreement as of the date set forth below.

Dated: February 3, 2005

TIME WARNER INC.

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By: /s/ Wayne H. Pace

-----  
Name: Wayne H. Pace  
Title: Executive Vice President  
and Chief Financial Officer

AMERICA ONLINE, INC.

By: /s/ Thomas R. Colan

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Name: Thomas R. Colan  
Title: Senior Vice President, Controller  
and Treasurer