

Google Inc.  
Form POSASR  
July 19, 2010

As filed with the Securities and Exchange Commission on July 16, 2010

Registration No. 333-167808

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

**POST-EFFECTIVE**  
**AMENDMENT NO. 1**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**GOOGLE INC.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State of Incorporation)

**7375**  
(Primary Standard Industrial  
Classification Code Number)  
**1600 Amphitheatre Parkway**

**77-0493581**  
(I.R.S. Employer

Identification Number)

**Mountain View, CA 94043**

**(650) 253-0000**

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

**Eric E. Schmidt**

**Chief Executive Officer**

**Google Inc.**

**1600 Amphitheatre Parkway**

**Mountain View, CA 94043**

**(650) 253-0000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**David C. Drummond, Esq.**

**Donald S. Harrison, Esq.**

**Katherine Stephens, Esq.**

**Google Inc.**

**1600 Amphitheatre Parkway**

**Mountain View, CA 94043**

**(650) 253-0000**

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**Cleary Gottlieb Steen & Hamilton LLP**

**One Liberty Plaza**

**New York, NY 10006**

**(212) 225-2000**

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Approximate date of commencement of proposed sale to the public: **From time to time after the effective date of this registration statement.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated Filer   
Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price per Unit(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A common stock, \$0.001 par value	1,076,123	\$491.17	\$528,559,333.91	\$37,686.28

- (1) Previously paid and estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based upon the average of the high and low prices of the registrant's Class A common stock on June 22, 2010, as reported on The Nasdaq Global Select Market. Payment of the registration fee for any additional securities as may be registered from time to time hereunder is deferred in accordance with Rules 456(b) and 457(r) under the Securities Act of 1933, as amended.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on July 16, 2010.

GOOGLE INC.

By: \*  
**Eric E. Schmidt**

**Chairman of the Board of Directors**  
**and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated:

Signature	Title	Date
* <b>Eric E. Schmidt</b>	Chairman of the Board of Directors and Chief Executive Officer ( <i>Principal Executive Officer</i> )	July 16, 2010
* <b>Patrick Pichette</b>	Senior Vice President and Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )	July 16, 2010
<b>Sergey Brin</b>	President of Technology and Director	
* <b>Larry Page</b>	President of Products and Director	July 16, 2010
* <b>L. John Doerr</b>	Director	July 16, 2010
* <b>John L. Hennessy</b>	Director	July 16, 2010
* <b>Ann Mather</b>	Director	July 16, 2010
* <b>Paul S. Otellini</b>	Director	July 16, 2010

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**K. Ram Shriram**

\*

Director

July 16, 2010

**Shirley M. Tilghman**

By: /s/ PATRICK PICHETTE  
Attorney-in-Fact