

Google Inc.
Form DEF 14A
March 31, 2006
Table of Contents

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

GOOGLE INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(3) Filing Party:

(4) Date Filed:

Table of Contents

GOOGLE INC.

1600 AMPHITHEATRE PARKWAY

MOUNTAIN VIEW, CA 94043

(650) 253-0000

Dear Stockholders:

We are pleased to invite you to attend the annual meeting of stockholders of Google Inc. to be held on Thursday, May 11, 2006 at 2:00 p.m., local time, at our corporate headquarters at 1600 Amphitheatre Parkway, Mountain View, California 94043, and we look forward to your attendance either in person or by proxy. For your convenience, we are pleased to offer a live webcast of our annual meeting on the Investor Relations section of our web site at www.google.com.

Details regarding admission to the meeting and the business to be conducted are described in the accompanying Notice of Annual Meeting and Proxy Statement. Included with the Proxy Statement is a copy of our 2005 Annual Report. We encourage you to read our Annual Report. It includes our audited financial statements and information about our operations, markets and products.

Your vote is important. Whether or not you plan to attend the annual meeting, we hope you will vote as soon as possible. You may vote over the Internet, as well as by telephone or by mailing a proxy or voting instruction card. Voting over the Internet, by telephone or by written proxy will ensure your representation at the annual meeting regardless of whether you attend in person. Please review the instructions on the proxy or voting instruction card regarding each of these voting options.

Also, please let us know if you plan to attend our annual meeting by marking the appropriate box on the enclosed proxy card or, if you vote by telephone or Internet, indicating your plans when prompted.

Thank you for your ongoing support of Google. We look forward to seeing you at our annual meeting.

Sincerely,

/s/ Eric Schmidt /s/ Sergey Brin /s/ Larry Page

Table of Contents

2005 ANNUAL MEETING OF STOCKHOLDERS

NOTICE OF ANNUAL MEETING AND PROXY STATEMENT

TABLE OF CONTENTS

<u>NOTICE OF ANNUAL MEETING OF STOCKHOLDERS</u>	1
<u>QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING</u>	3
<u>Why am I receiving these materials?</u>	3
<u>What information is contained in this proxy statement?</u>	3
<u>How may I obtain a separate set of proxy materials or Annual Report for 2005?</u>	3
<u>What items of business will be voted on at the annual meeting?</u>	3
<u>How does the board of directors recommend that I vote?</u>	3
<u>What shares can I vote?</u>	4
<u>How many votes am I entitled per share?</u>	4
<u>What is the difference between holding shares as a stockholder of record and as a beneficial owner?</u>	4
<u>How can I attend the annual meeting?</u>	4
<u>How can I vote my shares in person at the annual meeting?</u>	5
<u>How can I vote my shares without attending the annual meeting?</u>	5
<u>Can I change my vote?</u>	5
<u>Is my vote confidential?</u>	6
<u>How many shares must be present or represented to conduct business at the annual meeting?</u>	6
<u>How are votes counted?</u>	6
<u>What is the voting requirement to approve each of the proposals?</u>	6
<u>Is cumulative voting permitted for the election of directors?</u>	6
<u>What happens if additional matters are presented at the annual meeting?</u>	6
<u>Who will serve as inspector of elections?</u>	6
<u>What should I do if I receive more than one set of voting materials?</u>	7
<u>Who will bear the cost of soliciting votes for the annual meeting?</u>	7
<u>Where can I find the voting results of the annual meeting?</u>	7
<u>What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors?</u>	7
<u>CORPORATE GOVERNANCE AND BOARD OF DIRECTORS MATTERS</u>	9
<u>Board of Directors Independence</u>	9
<u>Board of Directors Structure and Committee Composition</u>	9
<u>Audit Committee</u>	10
<u>Nominating and Corporate Governance Committee</u>	10
<u>Leadership Development and Compensation Committee</u>	11
<u>Executive Committee</u>	12
<u>Chairman of the Board of Directors</u>	12
<u>Consideration of Director Nominees</u>	13
<u>Stockholder Recommendations and Nominees</u>	13
<u>Director Qualifications</u>	13
<u>Identification and Evaluation of Nominees for Directors</u>	13
<u>Executive Sessions</u>	14
<u>Communications with the Board of Directors</u>	14
<u>Common Stock and Dividends</u>	14
<u>Headquarters Information</u>	14
<u>DIRECTOR COMPENSATION</u>	15

Table of Contents

<u>PROPOSALS TO BE VOTED ON</u>	16
<u>PROPOSAL NO. 1 Election of Directors</u>	16
<u>PROPOSAL NO. 2 Ratification of Appointment of Independent Registered Public Accounting Firm</u>	19
<u>PROPOSAL NO. 3 Approval of an Amendment to Google's 2004 Stock Plan</u>	20
<u>COMMON STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	26
<u>Beneficial Ownership Table</u>	26
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	29
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	30
<u>EXECUTIVE COMPENSATION</u>	31
<u>Summary Compensation Table</u>	31
<u>Stock Option Grants in Last Fiscal Year</u>	32
<u>Option Exercises in Last Fiscal Year and Fiscal Year-End Option Values</u>	33
<u>Equity Compensation Plan Information</u>	34
<u>REPORT OF THE LEADERSHIP DEVELOPMENT AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS ON EXECUTIVE COMPENSATION</u>	35
<u>PRINCIPAL ACCOUNTANT FEES AND SERVICES</u>	37
<u>STOCK PERFORMANCE GRAPH</u>	38
<u>REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS</u>	39
<u>APPENDIX A: GOOGLE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER</u>	A-1
<u>APPENDIX B: GOOGLE LEADERSHIP DEVELOPMENT AND COMPENSATION COMMITTEE CHARTER</u>	B-1
<u>APPENDIX C: GOOGLE 2004 STOCK PLAN</u>	C-1

Table of Contents

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Time and Date	2:00 p.m., local time, on Thursday, May 11, 2006.
Place	Corporate Headquarters, 1600 Amphitheatre Parkway, Mountain View, California 94043. For your convenience, we are pleased to offer a live webcast of our annual meeting on the Investor Relations section of our web site at www.google.com .
Items of Business	<p>(1) To elect eleven members of the board of directors to hold office until the next annual meeting of stockholders or until their respective successors have been elected and qualified.</p> <p>(2) To ratify the appointment of Ernst & Young LLP as Google's independent registered public accounting firm for the fiscal year ending December 31, 2006.</p> <p>(3) To approve an amendment to Google's 2004 Stock Plan to increase the number of authorized shares of Class A common stock issuable under the 2004 Stock Plan from 13,431,660 to 17,931,660.</p> <p>(4) To consider such other business as may properly come before the meeting.</p>
Adjournments and Postponements	Any action on the items of business described above may be considered at the annual meeting at the time and on the date specified above or at any time and date to which the annual meeting may be properly adjourned or postponed.
Record Date	You are entitled to vote only if you were a Google stockholder as of the close of business on March 17, 2006.
Meeting Admission	You are entitled to attend the annual meeting only if you were a Google stockholder as of the close of business on March 17, 2006 or hold a valid proxy for the annual meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. You should be prepared to present photo identification for admittance. If you are not a stockholder of record but hold shares through a broker, trustee or nominee (i.e., in street name), you should provide proof of beneficial ownership as of the record date, such as your most recent account statement prior to March 17, 2006, a copy of the voting instruction card provided by your broker, trustee or nominee, or similar evidence of ownership.

If you do not provide photo identification or comply with the other procedures outlined above, you will not be admitted to the annual meeting. For security reasons, you will be subject to search prior to your admittance to the meeting.

Please let us know if you plan to attend the meeting by marking the appropriate box on the enclosed proxy card or, if you vote by telephone or Internet, indicating your plans when prompted.

Table of Contents

The annual meeting will begin promptly at 2:00 p.m., local time. Check-in will begin at 12:00 p.m., local time, and you should allow ample time for the check-in procedures.

Voting

Your vote is very important. Whether or not you plan to attend the annual meeting, we encourage you to read this proxy statement and submit your proxy or voting instructions as soon as possible. You may submit your proxy or voting instructions for the annual meeting by completing, signing, dating and returning your proxy or voting instruction card in the pre-addressed envelope provided, or by using the telephone or the Internet. For specific instructions on how to vote your shares, please refer to the section entitled Questions and Answers beginning on page 3 of this proxy statement and the instructions on the proxy or voting instruction card.

By order of the Board of Directors,

Eric Schmidt
*Chairman of the Executive Committee,
Chief Executive Officer and Director*

This notice of annual meeting and proxy statement and form of proxy are being distributed on or about April 10, 2006.

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

Q: Why am I receiving these materials?

A: Our board of directors is providing these proxy materials to you in connection with Google's annual meeting of stockholders, which will take place on Thursday, May 11, 2006 at 2:00 p.m. local time at our corporate headquarters located at 1600 Amphitheatre Parkway, Mountain View, California 94043. For your convenience, we are pleased to offer a live webcast of our annual meeting on the Investor Relations section of our web site at www.google.com. As a stockholder, you are invited to attend the annual meeting and are requested to vote on the items of business described in this proxy statement.

Q: What information is contained in this proxy statement?

A: The information in this proxy statement relates to the proposals to be voted on at the annual meeting, the voting process, the compensation of our directors and most highly paid executive officers in 2005, and certain other required information.

Q: How may I obtain a separate set of proxy materials or Annual Report for 2005?

A: If you share an address with another stockholder, each stockholder may not receive a separate copy of our Annual Report and proxy materials. Stockholders who do not receive a separate copy of our Annual Report and proxy materials, and want to receive a separate copy, may request to receive a separate copy of, or stockholders may request additional copies of our Annual Report and proxy materials by sending an e-mail to investors@google.com, calling 1-866-INV-GOOG (866-468-4664) or writing to:

Investor Relations

Google Inc.

1600 Amphitheatre Parkway

Mountain View, CA 94043

Stockholders who share an address and receive multiple copies of our Annual Report and proxy materials can also request to receive a single copy following the instructions above. Current and prospective investors can also access or order free copies of our Form 10-K, proxy statement and other financial information on our Investor Relations web site at:

<http://investor.google.com>

Q: What items of business will be voted on at the annual meeting?

A: The items of business scheduled to be voted on at the annual meeting are:

The election of eleven directors;

The ratification of Google's independent registered public accounting firm for the fiscal year ending December 31, 2006; and

The approval of an amendment to Google's 2004 Stock Plan to increase the number of authorized shares of Class A common stock issuable under the 2004 Stock Plan from 13,431,660 to 17,931,660.

We will also consider any other business that properly comes before the annual meeting.

Q: How does the board of directors recommend that I vote?

A: Our board of directors recommends that you vote your shares (1) FOR each of the nominees to the board of directors, (2) FOR the ratification of our independent registered public accounting firm for the 2006 fiscal year and (3) FOR the amendment to our 2004 Stock Plan to increase the number of authorized shares of Class A common stock issuable under the 2004 Stock Plan from 13,431,660 to 17,931,660.

Table of Contents

Q: What shares can I vote?

A: Each share of Google Class A common stock and Class B common stock issued and outstanding as of the close of business on March 17, 2006, which we refer to as the Record Date, is entitled to be voted on all items being voted on at the annual meeting. You may vote all shares owned by you as of the Record Date, including (1) shares held directly in your name as the *stockholder of record* and (2) shares held for you as the beneficial owner in street name through a broker, trustee or other nominee such as a bank. On the Record Date we had approximately 297,435,728 shares of common stock issued and outstanding consisting of 208,303,034 shares of Class A common stock and 89,132,694 shares of Class B common stock.

Q: How many votes am I entitled per share?

A: Each holder of shares of Class A common stock is entitled to one vote for each share of Class A common stock held as of the Record Date, and each holder of shares of Class B common stock is entitled to 10 votes for each share of Class B common stock held as of the Record Date. The Class A common stock and Class B common stock are voting as a single class on all matters described in these proxy materials for which your vote is being solicited.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: Most Google stockholders hold their shares through a broker or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record

If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are considered, with respect to those shares, the *stockholder of record*, and these proxy materials are being sent directly to you by Google. As the *stockholder of record*, you have the right to grant your voting proxy directly to Google or to vote in person at the annual meeting. Google has enclosed or sent a proxy card for you to use.

Beneficial Owner

If your shares are held in a brokerage account or by another nominee, you are considered the *beneficial owner* of shares held *in street name*, and these proxy materials are being forwarded to you together with a voting instruction card by your broker, trustee or nominee, as the case may be. As the beneficial owner, you have the right to direct your broker, trustee or nominee how to vote, and you are also invited to attend the annual meeting.

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Since a beneficial owner is not the *stockholder of record*, you may not vote your shares in person at the annual meeting unless you obtain a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares at the meeting. Your broker, trustee or nominee has enclosed or provided voting instructions for you to use in directing the broker, trustee or other nominee how to vote your shares.

Q: How can I attend the annual meeting?

A: You are entitled to attend the annual meeting only if you were a Google stockholder or joint holder as of the Record Date, the close of business on March 17, 2006, or you hold a valid proxy for the annual meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. You should be prepared to present photo identification for admittance. If you are not a stockholder of record but hold shares through a broker or nominee (i.e., in street name), you should provide proof of beneficial ownership as of the Record Date, such as your most recent account statement prior to March 17, 2006, a copy of the voting instruction card provided by your broker, trustee or nominee, or other similar evidence of ownership.

Table of Contents

If you do not provide photo identification or comply with the other procedures outlined above, you will not be admitted to the annual meeting. For security reasons, you will be subject to search prior to your admittance to the meeting.

Please let us know if you plan to attend the meeting by marking the appropriate box on the enclosed proxy card or, if you vote by telephone or Internet, indicating your plans when prompted.

The meeting will begin promptly at 2:00 p.m., local time. Check-in will begin at 12:00 p.m. local time, and you should allow ample time for the check-in procedures.

Q: How can I vote my shares in person at the annual meeting?

A: Shares held in your name as the stockholder of record may be voted by you in person at the annual meeting. Shares held beneficially in street name may be voted by you in person at the annual meeting only if you obtain a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares. *Even if you plan to attend the annual meeting, we recommend that you also submit your proxy or voting instructions as described below so that your vote will be counted if you later decide not to attend the meeting.*

Q: How can I vote my shares without attending the annual meeting?

A: Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the annual meeting. If you are a stockholder of record, you may vote by submitting a proxy. If you hold shares beneficially in street name, you may vote by submitting voting instructions to your broker, trustee or nominee. For directions on how to vote, please refer to the instructions below and those included on your proxy card or, for shares held beneficially in street name, the voting instruction card provided by your broker, trustee or nominee.

By Internet Stockholders of record of Google common stock with Internet access may submit proxies by following the **Vote by Internet** instructions on their proxy cards until 1:00 a.m., Central Time, on May 11, 2006. Most Google stockholders who hold shares beneficially in street name may vote by accessing the web site specified on the voting instruction cards provided by their brokers, trustees or nominees. Please check the voting instruction card for Internet voting availability.

By Telephone Stockholders of record of Google common stock who live in the United States or Canada may submit proxies by following the **Vote by Phone** instructions on their proxy cards until 1:00 a.m., Central Time, on May 11, 2006. Most Google stockholders who hold shares beneficially in street name and live in the United States or Canada may vote by phone by calling the number specified on the voting instruction cards provided by their brokers, trustees or nominees. Please check the voting instruction card for telephone voting availability.

By Mail Stockholders of record of Google common stock may submit proxies by completing, signing and dating their proxy cards and mailing them in the accompanying pre-addressed envelopes. Proxy cards submitted by mail must be received by the time of the meeting in order for your shares to be voted. Google stockholders who hold shares beneficially in street name may vote by mail by completing, signing and dating the

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voting instruction cards provided by their brokers, trustees or nominees and mailing them in the accompanying pre-addressed envelopes.

Q: Can I change my vote?

A: You may change your vote at any time prior to the vote at the annual meeting. If you are the stockholder of record, you may change your vote by granting a new proxy bearing a later date (which automatically revokes the earlier proxy) using any of the methods described above (and until the applicable deadline for each method), by providing a written notice of revocation to Google's Corporate Secretary at Google Inc., 1600 Amphitheatre Parkway, Mountain View, CA 94043 prior to your shares being voted, or by attending the annual meeting and voting in person. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request. For shares you hold beneficially in street name, you may change your vote by submitting new voting instructions to your broker, trustee or nominee following the instruction they provided, or, if you have obtained a legal proxy from your broker or nominee giving you the right to vote your shares, by attending the meeting and voting in person.

Table of Contents

Q: Is my vote confidential?

A: Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within Google or to third parties, except: (1) as necessary to meet applicable legal requirements, (2) to allow for the tabulation of votes and certification of the vote and (3) to facilitate a successful proxy solicitation. Occasionally, stockholders provide on their proxy card written comments, which are then forwarded to Google management.

Q: How many shares must be present or represented to conduct business at the annual meeting?

A: The quorum requirement for holding the annual meeting and transacting business is that holders of a majority of the voting power of the issued and outstanding Class A and Class B common stock of Google must be present in person or represented by proxy. Both abstentions and broker non-votes (described below) are counted for the purpose of determining the presence of a quorum.

Q: How are votes counted?

A: In the election of directors, you may vote **FOR** all or some of the nominees or your vote may be **WITHHELD** with respect to one or more of the nominees. You may not cumulate your votes for the election of directors.

For the other items of business, you may vote **FOR**, **AGAINST** or **ABSTAIN**. If you elect to **ABSTAIN**, the abstention has the same effect as a vote **AGAINST**. If you provide specific instructions with regard to certain items, your shares will be voted as you instruct on such items.

Q: What is the voting requirement to approve each of the proposals?

A: In the election of directors, the eleven persons receiving the highest number of **FOR** votes at the annual meeting will be elected. The proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm, requires the affirmative **FOR** vote of a majority of those shares present in person or represented by proxy and entitled to vote on those proposals at the annual meeting. The proposal to approve an amendment to our 2004 Stock Plan to increase the number of shares of Class A common stock issuable under the 2004 Stock Plan from 13,431,660 to 17,931,660 requires the affirmative **FOR** vote of a majority of those shares present in person or represented by proxy and entitled to vote on those proposals at the annual meeting and a majority of the total votes cast on that proposal. If you hold shares beneficially in street name and do not provide your broker with voting instructions, your shares may constitute broker non-votes. Generally, broker non-votes occur on a matter when a broker is not permitted to vote on that matter without instructions from the beneficial owner and instructions are not given. In tabulating the voting result for any particular proposal, shares that constitute broker non-votes are not considered entitled to vote or votes cast on that proposal. Thus, broker non-votes will not affect the outcome of any matter being voted on at the meeting, assuming that a quorum is obtained. Abstentions have the same effect as votes against the matter.

Q: Is cumulative voting permitted for the election of directors?

A: No. You may not cumulate your votes for the election of directors.

Q: What happens if additional matters are presented at the annual meeting?

A: Other than the three items of business described in this proxy statement, we are not aware of any other business to be acted upon at the annual meeting. If you grant a proxy, the persons named as proxy holders, Eric Schmidt, George Reyes and David Drummond, or any of them, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting. If for any reason any of our nominees is not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the board of directors.

Q: Who will serve as inspector of elections?

A: The inspector of elections will be a representative from Computershare Trust Company, N.A.

Table of Contents

Q: What should I do if I receive more than one set of voting materials?

A: You may receive more than one set of voting materials, including multiple copies of this proxy statement and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you may receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a stockholder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each Google proxy card and voting instruction card that you receive.

Q: Who will bear the cost of soliciting votes for the annual meeting?

A: Google is making this solicitation and will pay the entire cost of preparing, assembling, printing, mailing and distributing these proxy materials and soliciting votes. If you choose to access the proxy materials and/or vote over the Internet, you are responsible for Internet access charges you may incur. If you choose to vote by telephone, you are responsible for telephone charges you may incur. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone or by electronic communication by our directors, officers and employees, who will not receive any additional compensation for such solicitation activities. We also have hired Georgeson Shareholder Communications Inc. to assist us in the distribution of proxy materials and the solicitation of votes described above. We will pay Georgeson Shareholder Communications Inc. a fee of \$4,500 plus customary costs and expenses for these services. Google has agreed to indemnify Georgeson Shareholder Communications Inc. against certain liabilities arising out of or in connection with its agreement.

Q: Where can I find the voting results of the annual meeting?

A: We intend to announce preliminary voting results at the annual meeting and publish final results in our quarterly report on Form 10-Q for the second quarter ending June 30, 2006.

Q: What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors?

A: You may submit proposals, including director nominations, for consideration at future stockholder meetings.

Stockholder Proposals: For a stockholder proposal to be considered for inclusion in our proxy statement for the annual meeting next year, the Corporate Secretary of Google must receive the written proposal at our principal executive offices no later than December 11, 2006. Such proposals also must comply with Securities and Exchange Commission regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Google Inc.

Attn: Corporate Secretary

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1600 Amphitheatre Parkway

Mountain View, California 94043

Fax: (650) 618-1806

For a stockholder proposal that is not intended to be included in Google's proxy statement under Rule 14a-8, the stockholder must (1) deliver a proxy statement and form of proxy to holders of a sufficient number of shares of Google common stock to approve that proposal, (2) provide the information required by our bylaws and (3) give timely notice to the Corporate Secretary of Google in accordance with our bylaws, which, in general, require that the notice be received by the Corporate Secretary of Google:

not earlier than the close of business on January 11, 2007, and

not later than the close of business on February 10, 2007.

Table of Contents

If the date of the stockholder meeting in 2007 is moved more than 30 days before or after the anniversary of the 2006 annual meeting, then notice of a stockholder proposal that is not intended to be included in Google's proxy statement must be received not later than the close of business on the earlier of the following two dates:

the 10th day following the day on which notice of the meeting date is mailed, or

the 10th day following the day on which public disclosure of the meeting is made.

Nomination of Director Candidates: You may propose director candidates for consideration by the board of directors. Nominating and Corporate Governance Committee. Any such recommendations should include the nominee's name and qualifications for board of directors membership and should be directed to the Corporate Secretary of Google at the address of our principal executive offices set forth above. For additional information regarding stockholder recommendations for director candidates, see "Consideration of Director Nominees - Stockholder Recommendations and Nominees" on page 13.

In addition, our bylaws permit stockholders to nominate directors for election at an annual stockholder meeting. To nominate a director, the stockholder must provide the information required by our bylaws. In addition, the stockholder must give timely notice to our Corporate Secretary in accordance with our bylaws, which, in general, require that the notice be received by our Corporate Secretary within the time period described above under "Stockholder Proposals" for stockholder proposals that are not intended to be included in our proxy statement.

Copy of Bylaw Provisions: You may contact our Corporate Secretary at our principal executive offices for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

* * * * *

Table of Contents

CORPORATE GOVERNANCE AND BOARD OF DIRECTORS MATTERS

We are committed to maintaining the highest standards of business conduct and corporate governance, which we believe are essential to running our business efficiently, serving our stockholders well and maintaining our integrity in the marketplace. We have adopted a code of business conduct and ethics for directors, officers (including our principal executive officer and principal financial officer) and employees, known as the Google Code of Conduct. We have also adopted Corporate Governance Guidelines, which, in conjunction with our certificate of incorporation, bylaws and board of directors committee charters form the framework for the corporate governance of Google. The Google Code of Conduct and our Corporate Governance Guidelines are available at: <http://investor.google.com>. Google will post on this web site any amendments to the Google Code of Conduct or waivers of the Google Code of Conduct for directors and executive officers.

Stockholders may request free printed copies of the Google Code of Conduct and the Corporate Governance Guidelines from:

Investor Relations

Google Inc.

1600 Amphitheatre Parkway

Mountain View, CA 94043

investors@google.com

Board of Directors Independence

The board of directors has determined that each of the director nominees standing for election, except Eric Schmidt, Sergey Brin and Larry Page, has no relationship which, in the opinion of the board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and is an independent director as defined in the marketplace rules of The Nasdaq Stock Market.

Board of Directors Structure and Committee Composition

As of the date of this proxy statement, our board of directors has 11 directors and the following four committees: (1) an Audit Committee, (2) a Nominating and Corporate Governance Committee, (3) a Leadership Development and Compensation Committee and (4) an Executive Committee. The committee membership and meetings during 2005 and the function of each of the committees are described below. Each of the committees operates under a written charter adopted by the board of directors. All of the committee charters, except the Executive Committee's charter, are available on our web site at <http://investor.google.com/committees.html>.

During 2005, the board of directors held six meetings and acted by written consent five times. Each director attended at least 75% of all board of directors and applicable committee meetings. We encourage our directors to attend our annual stockholders' meetings.

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<u>Board of Directors</u>	<u>Audit Committee</u>	<u>Nominating and Corporate Governance Committee</u>	<u>Leadership Development and Compensation Committee</u>	<u>Executive Committee</u>
Eric Schmidt				Chair
Sergey Brin				Member
Larry Page				Member
L. John Doerr			Member	
John L. Hennessy		Member		
Arthur D. Levinson			Member	
Ann Mather	Chair			
Michael Moritz	Member			
Paul S. Otellini			Member	
K. Ram Shriram	Member			
Shirley M. Tilghman		Member		

Table of Contents

Audit Committee

Our Audit Committee's main function is to oversee our accounting and financial reporting processes, internal systems of control, independent auditor relationships and the audits of our financial statements. This committee's responsibilities include:

Selecting and hiring our independent auditors.

Evaluating the qualifications, independence and performance of our independent auditors.

Approving the audit and non-audit services to be performed by our independent auditors.

Reviewing the design, implementation, adequacy and effectiveness of our internal controls and our critical accounting policies.

Overseeing and monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to financial statements or accounting matters.

Reviewing with management any earnings announcements and other public announcements regarding our results of operations.

Reviewing regulatory filings with management and our auditors.

Preparing any report the Securities and Exchange Commission requires for inclusion in our annual proxy statement.

During 2005, the Audit Committee held four meetings. In 2005, our Audit Committee was comprised of directors Michael Moritz, Paul S. Otellini and K. Ram Shriram. Ram served as chairman in 2005 until November, when he resigned as chairman and Ann Mather was appointed to serve as chairman. In January 2006, Paul Otellini resigned from the Audit Committee. Our Audit Committee is currently comprised of Ann Mather, Michael Moritz and K. Ram Shriram, each of whom is a non-employee member of our board of directors. Our board of directors has determined that each of the directors serving on our audit committee is independent within the meaning of the rules of the Securities and Exchange Commission and the marketplace rules of The Nasdaq Stock Market.

The board of directors has determined that Ann is an audit committee financial expert as defined under the rules of the Securities and Exchange Commission. Ann's relevant experience includes her service as Executive Vice President and Chief Financial Officer for Pixar. Prior to Pixar she was Executive Vice President and Chief Financial Officer at Village Roadshow Pictures. She also held various executive positions at The Walt Disney Company, including Senior Vice President of Finance and Administration for its Buena Vista International Theatrical Division. Ann also serves as a director of Central European Media Enterprises Group and on their Audit and Compensation Committees. She served as a director of Shopping.com until it was acquired by Ebay and was Chair of the Audit Committee and a member of the Corporate Governance and Nominating Committee. Ann holds a Master's degree from Cambridge University.

The charter of the Audit Committee is available at http://investor.google.com/committee_audit.html. A free printed copy is available to any stockholder who requests it from the address on page 3.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee's purpose is to assist our board of directors in identifying individuals qualified to become members of our board of directors consistent with criteria set by our board of directors and to develop our corporate governance principles. This committee's responsibilities include:

Evaluating the composition, size, organization and governance of our board of directors and its committees, and making recommendations regarding future planning, the appointment of directors to our committees and selection of chairs of these committees.

Table of Contents

Establishing a policy for considering stockholder nominees for election to our board of directors.

Recommending ways to enhance communications and relations with our stockholders.

Evaluating and recommending candidates for election to our board of directors.

Overseeing our board of directors' performance and self-evaluation process and developing continuing education programs for our directors.

Evaluating and recommending to the board of directors corporate governance principles applicable to Google.

Making regular written reports to the board of directors.

Reviewing and reexamining the committee's charter and making recommendations to the board of directors regarding any proposed changes.

Reviewing annually the committee's own performance against responsibilities outlined in its charter and as otherwise established by the board of directors.

During 2005, the Nominating and Corporate Governance Committee held four meetings. Our Nominating and Corporate Governance Committee consists of John L. Hennessy and Shirley M. Tilghman, each of whom is a non-employee member of our board of directors. Our Nominating and Corporate Governance Committee does not have a chairman. Our board of directors has determined that each of the directors serving on our Nominating and Corporate Governance Committee is independent as defined in the marketplace rules of The Nasdaq Stock Market.

The charter of the Nominating and Corporate Governance Committee is available at http://investor.google.com/committee_nominating.html and is also included herein as Appendix A. In February 2006, we made certain amendments to this charter and these amendments are reflected in the charter included with this proxy. A free printed copy is available to any stockholder who requests it from the address on page 3.

Leadership Development and Compensation Committee

Our Leadership Development and Compensation Committee's purpose is to review employee compensation policies and programs as well as the compensation of the chief executive officer and other executive officers of Google, and to recommend to the board of directors a compensation program for outside members of the board of directors. The committee's responsibilities include:

Reviewing plans for the development, retention and replacement of executive officers of Google.

Annually reviewing executive succession plans.

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Reviewing executive education and development programs.

Reviewing recruitment and retention performance and programs.

Reviewing annually with the board of directors the performance of Google's chief executive officer.

Reviewing and approving performance goals for Google's executive officers.

Evaluating the competitiveness of the compensation of the chief executive officer and the other executive officers, and of Google's overall compensation plan.

Reviewing and recommending to the board of directors the approval of all compensation and benefit plans for the chief executive officer and executive officers of Google. In advance of approval of incentive compensation awards or changes to base salary, the committee will review the executive officer's performance against Google's performance and individual goals.