

Google Inc.  
Form 8-K  
November 10, 2010

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

November 5, 2010

**GOOGLE INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission

(IRS Employer

File Number)

Identification No.)

1600 Amphitheatre Parkway

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))

**Item 8.01. Other Events.**

In November 2010, Google Ventures invested approximately \$3.2 million in the Series C preferred stock financing of 23andMe, Inc., a privately-held personal genetics company dedicated to helping individuals understand their own genetic information through DNA analysis technologies and web-based interactive tools. Google Inc. is the sole limited partner of Google Ventures, and previously invested approximately \$3.9 million in the Series A preferred stock financing of 23andMe in May 2007 and approximately \$2.6 million in the Series B preferred stock financing of 23andMe in June 2009. In November 2007, Google purchased additional shares of Series A preferred stock of 23andMe held by an investor in 23andMe's Series A preferred stock financing for approximately \$500,000. Google Ventures made its investment in the Series C preferred stock financing of 23andMe pursuant to Google's existing right to purchase its pro rata share of new securities issued by 23andMe. Google continues to hold a minority interest in 23andMe as a result of the Series C investment. In June 2009, Google also entered into a lease agreement with 23andMe. The terms and conditions of the lease with 23andMe were reviewed by an independent real estate appraiser.

23andMe's Series C financing involved a number of additional investors, including a new lead investor. Anne Wojcicki, who is a co-founder of 23andMe, and who is also a stockholder and member of its board of directors, is married to Sergey Brin, Google's President, Technology and its co-founder. As of September 30, 2010, Sergey held approximately 39% of Google's Class B common stock. Sergey is also an investor in 23andMe and invested approximately \$3.4 million in 23andMe's Series C preferred stock financing.

Google's Audit Committee reviewed and approved Google Ventures' investment in the Series C preferred stock financing of 23andMe as part of Google's procedures for entering into transactions with related parties. The valuation of the Series C investment was determined by negotiations between the new lead investor and 23andMe in which neither Google nor Google Ventures played any role.

**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.

**GOOGLE INC.**

Date: November 10, 2010

/s/ **KENT WALKER**  
**Kent Walker**

**Vice President and General Counsel**