

GOOGLE INC.
Form 8-K
September 11, 2015

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)
September 9, 2015

GOOGLE INC.
(Exact name of registrant as specified in its charter)

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| Delaware (State or other jurisdiction of incorporation) | 001-36380 (Commission File Number) | 77-0493581 (IRS Employer 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 9, 2015, Google Inc. (Google) and Omid Kordestani, Google's outgoing Senior Vice President and Chief Business Officer (CBO), agreed to the Google Restricted Stock Unit Amendment Agreement, which provided for (i) the cancellation of the unvested portion of the outstanding equity award granted to Omid in 2014 upon his return to Google's management team, and (ii) a cash payout of a pro-rated portion of the outstanding biennial equity award that was scheduled to cliff vest in April 2018, based on the time that Omid will have served as Google's CBO, in order to ensure a smooth transition in Google's global business organization, and the cancellation of the remainder of such grant.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GOOGLE INC.

Date: September 11, 2015

/s/ KENT WALKER

Kent Walker

Senior Vice President and General Counsel