

Google Inc.  
Form 8-K  
February 25, 2014

**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) February 20, 2014**

**GOOGLE INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**0-50726**  
**(Commission**

**File Number)**  
**1600 Amphitheatre Parkway**

**77-0493581**  
**(IRS Employer**

**Identification No.)**

**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.**

On February 20, 2014, Google Inc. ( Google ) entered into a terms agreement, which incorporated by reference an underwriting agreement attached as Exhibit 1 thereto (together, the Underwriting Agreement ), with Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein, with respect to the offer and sale by Google of \$1,000,000,000 aggregate principal amount of its 3.375% Notes due 2024 (the Notes ). The Notes sold pursuant to the Underwriting Agreement were registered under Google's registration statement on Form S-3 (File No. 333-174228). The Notes have been issued pursuant to an Indenture (the Indenture ), dated as of May 19, 2011, between Google and The Bank of New York Mellon Trust Company, N.A., as trustee.

The foregoing description of the Underwriting Agreement and the Indenture are qualified in their entirety by the terms of such agreements, which are filed hereto as Exhibit 1.01 and Exhibit 4.01, respectively, and incorporated herein by reference. The foregoing description of the Notes is qualified in its entirety by reference to the full text of the form of 3.375% Note due 2024 filed hereto as Exhibit 4.02 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
1.01	Terms Agreement, dated February 20, 2014, among Google Inc. and Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein, incorporating by reference the Underwriting Agreement attached as Exhibit 1 thereto
4.01	Indenture, dated as of May 19, 2011 between Google Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference from Exhibit 4.01 to the Company's Current Report on Form 8-K (File No. 000-50726), filed May 19, 2011)
4.02	Form of 3.375% Note due 2024
5.01	Opinion of Cleary Gottlieb Steen & Hamilton LLP
23.01	Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.01)

**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: February 25, 2014

/s/ PATRICK PICHETTE  
**Patrick Pichette**

**Senior Vice President and Chief Financial Officer**

## INDEX TO EXHIBITS

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ts.com/sasr to view the materials. Step 2: Click on Cast Your Vote or Request Materials. Step 3: Follow the instructions on the screen to log in. Step 4: Make your selection as instructed on each screen to select delivery preferences and vote. When you go online, you can also help the environment by consenting to receive electronic delivery of future materials. Obtaining a Copy of the Proxy Materials – If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 10, 2018 to facilitate timely delivery. 2 N O T C O Y + 02SFDB .

Shareholder Meeting Notice Sandy Spring Bancorp, Inc.'s Annual Meeting of Shareholders will be held on April 25, 2018 at Company headquarters, 17801 Georgia Avenue, Olney, MD, 20832 at 10:00 a.m. Eastern Time. Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations. The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposal 2, Proposal 3, and Proposal 4. 1. Election of Directors. 2. A non-binding resolution to approve the compensation for the named executive officers. 3. An amendment to the articles of incorporation to increase authorized capital stock from 50,000,000 shares to 100,000,000 shares. 4. Ratification of appointment of Ernst & Young LLP as the independent registered public accounting firm for 2018. PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. Additional information about attending the Sandy Spring Bancorp, Inc. 2018 annual meeting is available in the proxy statement, which can be viewed at [www.envisionreports.com/sasr](http://www.envisionreports.com/sasr). Here's how to order a copy of the proxy materials and select a future delivery preference: Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below. Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials. PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials. g Internet – Go to [www.envisionreports.com/sasr](http://www.envisionreports.com/sasr). Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials. g Telephone – Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings. g Email – Send email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Sandy Spring Bancorp, Inc." in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings. To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 10, 2018. 02SFDB