Google Inc. Form SC 13G February 10, 2005

2

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

		Schedule 13d (Rule 13d-102			
INFORMATI		INCLUDED IN STATEMENTS FILE AND AMENDMENTS THERETO FILE (Amendment No	D PURSUANT TO 13d-)
		GOOGLE, INC.			
		(Name of Issue			_
		CLASS A COMMON S			
		(Title of Class of Se			=
		38259P508			
		(CUSIP Number			_
		12/31/04			
		of Event Which Requires Fil			_
Check the is filed:	appropria	ate box to designate the rul	e pursuant to whic	h this Schedule	
	[]	Rule 13d-1(b)			
	[]	Rule 13d-1(c)			
	[X]	Rule 13d-1(d)			
		(Continued on followi	ng pages)		
CUSIP NO.	38259D5	 18		13 G	Page 2
				13 0	
1	SEQU	DF REPORTING PERSON DIA CAPITAL VIII, A DELAWARE . IDENTIFICATION NO. OF ABOV 94956			

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

[]

(a)

3	SEC USE ONLY			
4	CITIZENSHIP OR PLAC	CE OF ORGAN	IZATION	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	5	SOLE VOTING POWER	
	REPORTING PERSON WITH	6	15,158,467 (1)	
		7	SOLE DISPOSITIVE POWER 0	
		8	SHARED DISPOSITIVE POWER 15,158,467 (1)	
9	AGGREGATE AMOUNT BI			
10	CHECK BOX IF THE AGENCE CERTAIN SI		OUNT IN ROW (9)	
11	PERCENT OF CLASS RI	EPRESENTED	BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING PN	PERSON		
CUSIP N	io. 38259P508		13 G	Page 3 o
1		NAL TECHNOL	OGY PARTNERS VIII, A DELAWARE LIMI	ITED PARTNERSHIP ("SI
2	CHECK THE APPROPRIS	ATE BOX IF	A MEMBER OF A GROUP	(a) []

3	SEC USE ONLY			
4	CITIZENSHIP OR PL DELAWARE	ACE OF ORGANI	IZATION	
	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER	
	OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 192,349 (1)	
			SOLE DISPOSITIVE POWER 0	
		8	SHARED DISPOSITIVE POWER 192,349 (1)	
9	AGGREGATE AMOUNT REPORTING PERSON		OWNED BY EACH	
10	CHECK BOX IF THE .		DUNT IN ROW (9)	
11	PERCENT OF CLASS 10.2% (2)	REPRESENTED F	BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING PN	PERSON		
CUSIP NO.	 38259P508		13 G	 Page 4 o
1		ONAL TECHNOLO	OGY PARTNERS VIII (Q), A DELAWARE ABOVE PERSONS (ENTITIES ONLY)	LIMITED PARTNERSHIP
2	CHECK THE APPROPR	IATE BOX IF A	A MEMBER OF A GROUP	(a) []

3	SEC USE ONLY					
4	CITIZENSHIP OR PLA DELAWARE	ACE OF ORGANI	IZATION			
	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER			
	OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 1,003,537 (1)			
		7	SOLE DISPOSITIVE POWER 0			
		8	SHARED DISPOSITIVE POWER 1,003,537 (1)			
9	AGGREGATE AMOUNT B		OWNED BY EACH			
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS R	REPRESENTED F	3Y AMOUNT IN ROW 9			
12	TYPE OF REPORTING PN	PERSON				
CUSIP NO.	. 38259P508		13 G		Page 5 of	
1	NAME OF REPORTING SC VIII MANAGEMENT I.R.S. IDENTIFICAT 94-3294955	T, LLC ("SC V	VIII LLC") ABOVE PERSONS (ENTITIES ONLY)			
2	CHECK THE APPROPRI	(ATE BOX IF A	A MEMBER OF A GROUP	(a)	[]	
3	SEC USE ONLY					

4	CITIZENSHIP OR PLA	ACE OF ORGAN	IZATION	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	5	SOLE VOTING POWER 0	
	REPORTING PERSON WITH	6	SHARED VOTING POWER 16,354,353 shares of which 15,158,467 shares are VIII, 192,349 shares are directly held by SITP vishares are directly held by SITP VIII Q. SC VIII Partner of SC VIII, SITP VIII and SITP VIII Q.	/III
		7	SOLE DISPOSITIVE POWER 0	
		8	SHARED DISPOSITIVE POWER 16,354,353 shares of which 15,158,467 shares are VIII, 192,349 shares are directly held by SITP visions of the shares are directly held by SITP VIII Q. SC VIII Partner of SC VIII, SITP VIII and SITP VIII Q.	/III
9	AGGREGATE AMOUNT I		OWNED BY EACH	
10	CHECK BOX IF THE A		DUNT IN ROW (9)	
11	PERCENT OF CLASS 1	REPRESENTED I	BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING	PERSON		
 CUSIP NO	. 38259P508		13 G Page	 of
1	NAME OF REPORTING	PERSON		

2	CHECK THE APPROPRIA	TE BOX IF	A MEMBER OF A GROUP (a) []
3	SEC USE ONLY		
4	CITIZENSHIP OR PLAC USA	E OF ORGAN	IZATION
	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 393,573
	OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 16,354,353 shares of which 15,158,467 shares are divided by SITP VIII shares are directly held by SITP VIII shares are directly held by SITP VIII Q. Mr. Morit Member of SC VIII LLC. Mr. Moritz disclaims beneficiall such shares except to the extent of his individed interest therein. (1)
		7	SOLE DISPOSITIVE POWER 393,573
		8	SHARED DISPOSITIVE POWER 16,354,353 shares of which 15,158,467 shares are divided by SITP VIII, 192,349 shares are directly held by SITP VIII shares are directly held by SITP VIII Q. Mr. Morit Member of SC VIII LLC. Mr. Moritz disclaims benefit all such shares except to the extent of his individent interest therein. (1)
9	AGGREGATE AMOUNT BE REPORTING PERSON	NEFICIALLY 16,747,926	
10	CHECK BOX IF THE AG		OUNT IN ROW (9)
11	PERCENT OF CLASS RE	PRESENTED	BY AMOUNT IN ROW 9

CUSIP NO. 38259P508

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1	NAME OF REPORTING P DOUGLAS LEONE I.R.S. IDENTIFICATI		ABOVE PERSONS (ENTITIES ONLY)
2	CHECK THE APPROPRIA	ATE BOX IF A	A MEMBER OF A GROUP
3	SEC USE ONLY		
4	CITIZENSHIP OR PLAC	E OF ORGANI	IZATION
	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 259,746
	OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 16,354,353 shares of which 15,158,467 shares are di VIII, 192,349 shares are directly held by SITP VIII shares are directly held by SITP VIII Q. Mr. Leone Member of SC VIII LLC. Mr. Leone disclaims benefic all such shares except to the extent of his individ interest therein. (1)
		7	SOLE DISPOSITIVE POWER 259,746
		8	SHARED DISPOSITIVE POWER 16,354,353 shares of which 15,158,467 shares are di VIII, 192,349 shares are directly held by SITP VIII shares are directly held by SITP VIII Q. Mr. Leone Member of SC VIII LLC. Mr. Leone disclaims benefic all such shares except to the extent of his individ- interest therein. (1)
9	AGGREGATE AMOUNT BE REPORTING PERSON		OWNED BY EACH
10	CHECK BOX IF THE AG	HARES	OUNT IN ROW (9)
11	PERCENT OF CLASS RE	EPRESENTED B	
12	TYPE OF REPORTING P		

CUSIP NO.	38259P508			13 G	Page 8 of
1	NAME OF REPORTING PI MARK STEVENS I.R.S. IDENTIFICATIO		ABOVE PERSONS (ENTITI	IES ONLY)	
2	CHECK THE APPROPRIA		A MEMBER OF A GROUP		(a) []
3	SEC USE ONLY	- -			
4	CITIZENSHIP OR PLACI USA	E OF ORGANI			
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6	SHARED VOTING POW 16,354,353 shares VIII, 192,349 sha shares are direct Member of SC VIII all such shares e interest therein.	WER s of which 15, ares are directly held by SI I LLC. Mr. St except to the . (1)	158,467 shares are distly held by SITP VIII Q. Mr. Steves disclaims benefication of his individ
		8	383,573 SHARED DISPOSITIV 16,354,353 shares VIII, 192,349 sha shares are direct Member of SC VIII	VE POWER s of which 15, ares are direc tly held by SI I LLC. Mr. St except to the	158,467 shares are detily held by SITP VIII Q. Mr. Steve tevens disclaims beneficiated to the control of his individual co
9	AGGREGATE AMOUNT BEI				
10	CHECK BOX IF THE AG	GREGATE AMO			

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS RE	PRESENTED E	3Y AMOUNT IN ROW 9	
TYPE OF REPORTING P	ERSON		
	··	· 	
38259P508		13 G	Page 9 of
MICHAEL GOGUEN		ABOVE PERSONS (ENTITIES ONLY)	
CHECK THE APPROPRIA	.TE BOX IF #) []
SEC USE ONLY			
CITIZENSHIP OR PLAC	E OF ORGANI	ZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY FACH	5	SOLE VOTING POWER	
REPORTING PERSON WITH	6	SHARED VOTING POWER 16,354,353 shares of which 15,158,467 VIII, 192,349 shares are directly held shares are directly held by SITP VIII. Member of SC VIII LLC. Mr. Goguen deall such shares except to the extent interest therein. (1)	ld by SITP VIII I Q. Mr. Gogue isclaims benefi of his individ
	7	SOLE DISPOSITIVE POWER 15,333	
	8	SHARED DISPOSITIVE POWER 16,354,353 shares of which 15,158,467 VIII, 192,349 shares are directly hel shares are directly held by SITP VIII Member of SC VIII LLC. Mr. Goguen de all such shares except to the extent interest therein. (1)	7 shares are di ld by SITP VIII I Q. Mr. Gogue isclaims benefi
	TYPE OF REPORTING PIN 38259P508 NAME OF REPORTING PMICHAEL GOGUEN I.R.S. IDENTIFICATI CHECK THE APPROPRIA SEC USE ONLY CITIZENSHIP OR PLACE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	TYPE OF REPORTING PERSON IN 38259P508 NAME OF REPORTING PERSON MICHAEL GOGUEN I.R.S. IDENTIFICATION NO. OF A CHECK THE APPROPRIATE BOX IF A SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANI NUMBER OF SHARES 5 BENEFICIALLY OWNED BY EACH REPORTING PERSON 6 WITH 7	TYPE OF REPORTING PERSON IN NAME OF REPORTING PERSON MICHAEL GOGUEN I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION USA NUMBER OF SHARES S SOLE VOTING POWER BENNETICIALLY 15,333 ONNED BY EACH REPORTING PERSON 6 SHARED VOTING POWER 16,354,353 shares of which 15,158,467 VIII, 192,349 shares are directly hed shares are directly hed shares are directed the extent interest therein. (1) 7 SOLE DISPOSITIVE POWER 16,354,353 shares of which 15,158,467 VIII, 192,349 shares are directly hed by SITP VIII. Member of SC VIII LLC. Mr. Goguen di all such shares except to the extent shares are directly held by SITP VIII. 8 SHARED DISPOSITIVE POWER 16,354,353 shares of which 15,158,467 VIII, 192,349 shares are directly held by SITP VIII. Member of SC VIII LLC. Mr. Goguen di all such shares except to the extent there are directly held by SITP VIII. Member of SC VIII LLC. Mr. Goguen di all such shares except to the extent there are directly held by SITP VIII. Member of SC VIII LLC. Mr. Goguen di all such shares except to the extent there are directly held by SITP VIII.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,369,686						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 14.7% (2)						
11							
12	TYPE OF REPORTING PERSON						
CUSIP NO.							
ITEM 1.							
	(a) Name of Issuer: Google, Inc.						
	(b) Address of Issuer's Principal Executive Offices: 1600 Amphitheatre Parkway Mountain View, CA 94043						
ITEM 2.	Mountain view, CA 94045						
	(a) Name of Persons Filing: Sequoia Capital VIII, a Delaware Limited Partnership Sequoia International Technology Partners VIII, a Delaware Limited Partnership Sequoia International Technology Partners VIII (Q), a Delaware Limited Partnership SC VIII Management, LLC Michael Moritz ("MM") Douglas Leone ("DL") Mark Stevens ("MS") Michael Goguen ("MG")						
	SCVIII LLC is the General Partner of SC VIII, SITP VIII and SITP VIII Q. MM, DL, MS, and MG are Managing Members of SC VIII LLC.						
	(b) Address of Principal Business Office or, if none, Residence: 3000 Sand Hill Road, 4-180 Menlo Park, CA 94025						
	(c) Citizenship: MM, DL, MS, MG: USA SC VIII LLC, SC VIII, SITP VIII, SITP VIII Q: Delaware						
	(d) Title of Class of Securities: Class A Common						
	(e) CUSIP Number: 38259P508						
ITEM 3.	If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:						

NOT APPLICABLE

ITEM 4.	Ownership		
	SEE RC	WS 5 THROUGH 11 OF COVER	PAGES
	38259P508	13 G	Page 11 of 13 Pages
ITEM 5.	OWNERSHIP OF FI	VE PERCENT OR LESS OF A C	LASS
	that as of be the ben	the date hereof the repo	filed to report the fact rting person has ceased to n five percent of the class
ITEM 6.	OWNERSHIP OF MC	ORE THAN FIVE PERCENT ON B	EHALF OF ANOTHER PERSON
		NOT APPLICABLE	
ITEM 7.		AND CLASSIFICATION OF THE ING REPORTED ON BY THE PA	SUBSIDIARY WHICH ACQUIRED RENT HOLDING COMPANY OR
		NOT APPLICABLE	
ITEM 8.	IDENTIFICATION	AND CLASSIFICATION OF MEM	BERS OF THE GROUP
		NOT APPLICABLE	
ITEM 9.	NOTICE OF DISSC	DLUTION OF GROUP	
		NOT APPLICABLE	
ITEM 10.	CERTIFICATION		
		NOT APPLICABLE	
CUSIP NO.	38259P508	13 G	Page 12 of 13 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2005						
Sequoia Capital VIII, a Delaware Limite	d Partnership					
Sequoia International Technology Partne a Delaware Limited Partnership	rs VIII,					
Sequoia International Technology Partne a Delaware Limited Partnership	rs VIII (Q),					
By: SC VIII Management, LLC, their General Partner						
By: /s/ Michael Moritz						
Michael Moritz, Managing Member						
/s/ Douglas Leone						
Douglas Leone						
/s/ Michael Moritz						
Michael Moritz						
/s/ Michael Goguen						
Michael Goguen						
/s/ Mark Stevens						
Mark Stevens						
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EXHIBIT 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that the Schedule 13G relating to shares of Google, Inc. to which this Agreement as to Joint Filing of Schedule 13G is attached as an exhibit is filed on behalf of each of them.

Date: February 8, 2005
Sequoia Capital VIII, a Delaware Limited Partnership
Sequoia International Technology Partners VIII, a Delaware Limited Partnership
Sequoia International Technology Partners VIII (Q), a Delaware Limited Partnership
By: SC VIII Management, LLC, their General Partner
By: /s/ Michael Moritz
Michael Moritz, Managing Member
/s/ Douglas Leone
Douglas Leone
/s/ Michael Moritz
Michael Moritz
/s/ Michael Goguen
Michael Goguen
/s/ Mark Stevens

Mark Stevens