

Google Inc.
Form 424B3
November 04, 2009
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Registration No. 333-161858

PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT

Dear On2 Stockholder:

On August 5, 2009, On2 Technologies, Inc., referred to herein as On2, and Google Inc., referred to herein as Google, announced a business combination in which a direct, wholly owned subsidiary of Google will merge with and into On2, with On2 continuing as the surviving entity. If the merger is completed, each outstanding share of On2 Common Stock that you hold immediately prior to the merger will be converted into \$0.60 worth of Google Class A Common Stock, referred to herein as the stock consideration, in addition to cash payable in lieu of any fractional shares, which together with the stock consideration, we refer to as the merger consideration. The merger consideration represents a 58% premium above the closing price of \$0.38 per share of On2 Common Stock on August 4, 2009, the last trading day immediately prior to the announcement of the merger.

As described below, the fraction of a share of Google Class A Common Stock to be issued for each share of On2 Common Stock will be equal to the exchange ratio which will be calculated by dividing \$0.60 by the trading price, which is the volume weighted average trading price of a share of Google Class A Common Stock based on the sales price of every share of Google Class A Common Stock traded during the 20 trading days immediately up to and including the second trading day prior to the date of the special meeting at which the On2 stockholders will be able to vote on the merger proposal. However, no fractional shares of Google Class A Common Stock will be issued in connection with the merger. Instead, each On2 stockholder otherwise entitled to a fraction of a share of Google Class A Common Stock (after aggregating all fractional shares of Google Class A Common Stock issuable to such stockholder) will be entitled to receive an amount in cash (rounded to the nearest whole cent), without interest, determined by multiplying such fraction by the trading price. As a result, some On2 stockholders will not receive any shares of Google Class A Common Stock but only cash in connection with the merger. On2 and Google will promptly issue a joint press release disclosing the exchange ratio once it is calculated.

The market prices of both Google Class A Common Stock and On2 Common Stock will fluctuate before the stockholder meeting. You should obtain current stock price quotations for Google Class A Common Stock and On2 Common Stock. Google Class A Common Stock is quoted on The Nasdaq Global Select Market under the symbol GOOG. On2 Common Stock is quoted on the NYSE Amex under the symbol ONT. On November 2, 2009, the last trading day before the date of this proxy statement/prospectus, the closing price of Google Class A Common Stock was \$533.99 per share and the closing price of On2 Common Stock was \$0.59 per share.

We cannot complete the merger unless On2's stockholders adopt the merger agreement, referred to herein as the merger proposal. On2 will hold a special meeting of its stockholders to vote on the merger proposal at the Comfort Suites in Venetian Room I at 7 Northside Drive, Clifton Park, NY 12065, at 4:00 p.m., local time, on December 18, 2009. **Your vote is important. Regardless of whether you plan to attend the special meeting, please take the time to vote your shares in accordance with the instructions contained in this proxy statement/prospectus. Failing to vote will have the same effect as voting against the merger proposal. You will also have an opportunity to vote to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in favor of the approval of the merger proposal, referred to herein as the adjournment proposal.**

The On2 board of directors recommends that On2 stockholders vote FOR approval of the merger proposal and the adjournment proposal.

This proxy statement/prospectus describes the special meeting, the merger proposal, the adjournment proposal and other related matters. **Please carefully read this entire proxy statement/prospectus, including Risk Factors beginning on page 20, for a discussion of the risks relating to the merger proposal.** You also can obtain information about Google and On2 from documents that each of us has filed with the Securities and Exchange Commission.

Sincerely,

/s/ Matthew Frost

Matthew Frost

Interim Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Google securities to be issued in connection with the merger or determined if this proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

The date of this proxy statement/prospectus is November 3, 2009, and it is first being mailed or otherwise delivered to On2 stockholders on or about November 5, 2009.

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On2 Technologies, Inc.

3 Corporate Drive, Suite 100

Clifton Park, NY 12065

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON DECEMBER 18, 2009

To the Stockholders of On2 Technologies, Inc.:

On2 Technologies, Inc. (On2) will hold a special meeting of stockholders at the Comfort Suites in Venetian Room I at 7 Northside Drive, Clifton Park, NY 12065 at 4:00 p.m., local time, on December 18, 2009 to consider and vote upon the following proposals:

1. To adopt the Agreement and Plan of Merger, by and among Google Inc., Oxide Inc. and On2 Technologies, Inc., dated as of August 4, 2009 (the merger proposal); and

2. If submitted to a vote, to approve the adjournment of the special meeting, if necessary, to solicit additional proxies, in the event that there are not sufficient votes at the time of the special meeting to approve the merger proposal (the adjournment proposal).

The On2 board of directors has fixed the close of business on October 20, 2009 as the record date for determining which On2 stockholders are entitled to notice of the special meeting, referred to herein as the notice record date, and the close of business on December 3, 2009 as the record date for determining which On2 stockholders are entitled to vote at the special meeting in person or by proxy, referred to herein as the voting record date. Only On2 stockholders of record at the time of the notice record date are entitled to notice of the special meeting, and only stockholders of record at the time of the voting record date are entitled to vote at the special meeting or any adjournment of the special meeting. If the special meeting is adjourned, notice of such adjournment will be sent to the stockholders of record on the notice record date and the voting record date. The holders of at least a majority of the shares of On2 Common Stock outstanding and entitled to vote thereon must vote in favor of approval of the merger proposal in order to adopt the merger proposal. In the event that a quorum is not present in person or represented by proxy at the special meeting, or for any other proper purpose described in On2 s bylaws, the chairman of the meeting may adjourn the meeting to another place, date or time. If a quorum is present in person or represented by proxy at the special meeting, approval of the adjournment proposal requires the affirmative vote of the majority of the outstanding shares that are present in person or represented by proxy and entitled to vote at the special meeting.

Regardless of whether you plan to attend the special meeting, please submit your proxy with voting instructions. Please vote as soon as possible. Regardless of when you submit your proxy, only those shares of On2 Common Stock held by you as of the voting record date will be voted in accordance with your instructions. If you hold stock in your name as a stockholder of record, please submit a proxy to have your shares voted at the special meeting by (i) completing, signing, dating and returning the enclosed proxy card, (ii) using the telephone number on your proxy card and following the recorded instructions or (iii) using the internet voting instructions on your proxy card. If you hold your stock in street name through a bank, broker or other nominee, please direct your bank, broker or other nominee to vote in accordance with the instructions you have received from your bank, broker or other nominee. Submitting a proxy will not prevent you from voting in person, but it will help to secure a quorum and avoid additional solicitation costs. Any holder of record as of the voting record date of On2 Common Stock who is present at the special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the special meeting in the manner described in the accompanying proxy statement/prospectus.

The On2 board of directors has unanimously approved the merger proposal (with one director abstaining in light of an arrangement with one of On2 s financial advisors that is unrelated to the proposed merger) and recommends that On2 stockholders vote FOR approval of the merger proposal and FOR approval of the adjournment proposal.

BY ORDER OF THE BOARD OF DIRECTORS,

Sincerely,

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/s/ Matthew Frost

Matthew Frost

Interim Chief Executive Officer

November 3, 2009

YOUR VOTE IS IMPORTANT. PLEASE PROMPTLY SUBMIT A PROXY TO HAVE YOUR SHARES VOTED AT THE SPECIAL MEETING, REGARDLESS OF WHETHER YOU PLAN TO ATTEND THE SPECIAL MEETING.

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REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about Google and On2 from documents that are not included in this proxy statement/prospectus. If you are an On2 stockholder of record as of the notice record date, you will not receive copies of the documents incorporated by reference herein, unless you request such documents from Google and On2, as described below. If you become an On2 stockholder of record between the notice record date and the voting record date and still hold your shares of On2 Common Stock as of the voting record date, the documents (excluding certain exhibits) incorporated by reference as of the voting record date will be delivered to you along with this proxy statement/prospectus. On2 stockholders may also obtain documents incorporated by reference in this proxy statement/prospectus, other than certain exhibits to those documents, or filed as exhibits to the registration statement of which this proxy statement/prospectus is a part, by requesting them in writing or by telephone from the appropriate company at the following addresses:

Google Inc.

1600 Amphitheatre Parkway

Mountain View, CA 94043

Attention: Investor Relations

Telephone: (650) 253-0000

On2 Technologies, Inc.

3 Corporate Drive, Suite 100

Clifton Park, NY 12065

Attention: Investor Relations

Telephone: (518) 348-0099

You will not be charged for any of these documents that you request. On2 stockholders requesting documents should do so by December 11, 2009 (which is five business days prior to the date of the special meeting) to ensure that you receive them before the special meeting.

See Where You Can Find More Information on page 118.

ABOUT THIS PROXY STATEMENT/PROSPECTUS

This proxy statement/prospectus, which forms a part of a registration statement, as amended, on Form S-4 filed with the Securities and Exchange Commission, referred to herein as the SEC, by Google constitutes a prospectus of Google under Section 5 of the Securities Act of 1933, as amended, referred to herein as the Securities Act, with respect to the shares of Google Class A Common Stock to be issued to On2 stockholders in connection with the merger. This document also constitutes a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, referred to herein as the Exchange Act, and the rules thereunder, and a notice of meeting with respect to the special meeting of On2 stockholders to consider and vote upon the merger proposal and the adjournment proposal.

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QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING

Q: Why am I receiving these materials?

A: Google Inc., referred to herein as Google, has agreed to acquire On2 Technologies, Inc., referred to herein as On2, by means of a merger of On2 with a direct, wholly owned subsidiary of Google. Please see The Merger beginning on page 44 and The Merger Agreement beginning on page 85 for a description of the merger and the merger agreement. A copy of the merger agreement is attached to this proxy statement/prospectus as Appendix A.

To complete the merger, among other conditions, On2 stockholders must vote to approve the merger proposal. On2 will hold a special meeting of stockholders to obtain this approval. You will also be given an opportunity to vote to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in favor of the merger proposal, referred to herein as the adjournment proposal.

Q: What will happen in the merger?

A: Oxide Inc., a direct, wholly owned subsidiary of Google, will merge with and into On2, referred to herein as the merger, with On2 continuing as a direct, wholly owned subsidiary of Google. Upon completion of the merger, On2 Common Stock will cease trading on the NYSE Amex, and holders of On2 Common Stock will be entitled to receive the merger consideration for each outstanding share of On2 Common Stock held immediately prior to the merger.

Q: What will On2 stockholders receive in the merger?

A: In the merger, On2 stockholders are entitled to receive a fraction of a share of Google Class A Common Stock equal to the exchange ratio for each outstanding share of On2 Common Stock held by them, in addition to cash payable in lieu of any fractional shares, without interest. The exchange ratio will depend on the trading price of Google Class A Common Stock as described below.

The exchange ratio is equal to \$0.60 divided by the trading price, which is the volume weighted average trading price of a share of Google Class A Common Stock based on the sales price of every share of Google Class A Common Stock traded during the 20 trading days immediately up to and including the second trading day prior to the date of the special meeting, rounded to the nearest fourth decimal point.

Because no fractional shares of Google Class A Common Stock will be issued in connection with the merger, as a result of the formula used to calculate the exchange ratio, some On2 stockholders will not receive any shares of Google Class A Common Stock but only cash in connection with the merger.

For illustrative purposes only, if the trading price of Google Class A Common Stock were \$550.00, a holder of 500 shares of On2 Common Stock would receive a cash payment of \$302.50 in lieu of any fractional shares (i.e., $500 \times (\$0.60/\$550.00) = 0.55$ shares; $0.55 \times \$550.00 = \302.50).

If the trading price of Google Class A Common Stock were \$550.00, a holder of 1,000 shares of On2 Common Stock would receive one share of Google Class A Common Stock (i.e., $1,000 \times (\$0.60/\$550.00) = 1.1$; $1.1 - 0.1 = 1.0$ share) and a cash payment of \$55.00 in lieu of any fractional shares (i.e., $0.1 \times \$550.00 = \55.00).

If the trading price of Google Class A Common Stock were \$550.00, a holder of 5,000 shares of On2 Common Stock would receive five shares of Google Class A Common Stock (i.e., $5,000 \times (\$0.60/\$550.00) = 5.5$; $5.5 - 0.5 = 5.0$ shares) and a cash payment of \$275.00 in lieu of any fractional shares (i.e., $0.5 \times \$550.00 = \275.00).

Because of the effect of rounding in the exchange ratio calculation, a slight increase or decrease in the trading price, as defined, at certain values will impact the aggregate value of the shares and cash that an On2 stockholder receives in connection with the merger.

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On October 20, 2009, the closing price of Google Class A Common Stock was \$551.72. The following table illustrates different exchange ratios based on a range of potential trading prices (as defined in the merger agreement) and the effect on the resultant mix of stock and cash that a holder of 1,000 and 5,000 shares of On2 Common Stock would receive in connection with the merger:

Example: Consideration Received by Holder of 1,000 shares of On2 Common Stock

<i>Assumed Trading Price</i>	\$ 495.00	\$ 500.00	\$ 505.00	\$ 510.00	\$ 515.00	\$ 520.00	\$ 525.00	\$ 530.00	\$ 535.00	\$ 540.00	\$ 545.00
<i>Exchange Ratio</i>	0.0012	0.0012	0.0012	0.0012	0.0012	0.0012	0.0011	0.0011	0.0011	0.0011	0.0011
<i>Google shares received</i>	1	1	1	1	1	1	1	1	1	1	1
<i>Cash payment received in lieu of fractional shares</i>	\$ 99.00	\$ 100.00	\$ 101.00	\$ 102.00	\$ 103.00	\$ 104.00	\$ 52.50	\$ 53.00	\$ 53.50	\$ 54.00	\$ 54.50
<i>Total Consideration Value</i>	\$ 594.00	\$ 600.00	\$ 606.00	\$ 612.00	\$ 618.00	\$ 624.00	\$ 577.50	\$ 583.00	\$ 588.50	\$ 594.00	\$ 599.50

<i>Assumed Trading Price</i>	\$ 550.00	\$ 555.00	\$ 560.00	\$ 565.00	\$ 570.00	\$ 575.00	\$ 580.00	\$ 585.00	\$ 590.00	\$ 595.00	\$ 600.00
<i>Exchange Ratio</i>	0.0011	0.0011	0.0011	0.0011	0.0011	0.0010	0.0010	0.0010	0.0010	0.0010	0.0010
<i>Google shares received</i>	1	1	1	1	1	1	1	1	1	1	1
<i>Cash payment received in lieu of fractional shares</i>	\$ 55.00	\$ 55.50	\$ 56.00	\$ 56.50	\$ 57.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
<i>Total Consideration Value</i>	\$ 605.00	\$ 610.50	\$ 616.00	\$ 621.50	\$ 627.00	\$ 575.00	\$ 580.00	\$ 585.00	\$ 590.00	\$ 595.00	\$ 600.00

Example: Consideration Received by Holder of 5,000 shares of On2 Common Stock

<i>Assumed Trading Price</i>	\$ 495.00	\$ 500.00	\$ 505.00	\$ 510.00	\$ 515.00	\$ 520.00	\$ 525.00	\$ 530.00	\$ 535.00	\$ 540.00	\$ 545.00
<i>Exchange Ratio</i>	0.0012	0.0012	0.0012	0.0012	0.0012	0.0012	0.0011	0.0011	0.0011	0.0011	0.0011
<i>Google shares received</i>	6	6	6	6	6	6	5	5	5	5	5
<i>Cash payment received in lieu of fractional shares</i>	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 262.50	\$ 265.00	\$ 267.50	\$ 270.00	\$ 272.50
<i>Total Consideration Value</i>	\$ 2,970.00	\$ 3,000.00	\$ 3,030.00	\$ 3,060.00	\$ 3,090.00	\$ 3,120.00	\$ 2,887.50	\$ 2,915.00	\$ 2,942.50	\$ 2,970.00	\$ 2,997.50

<i>Assumed Trading Price</i>	\$ 550.00	\$ 555.00	\$ 560.00	\$ 565.00	\$ 570.00	\$ 575.00	\$ 580.00	\$ 585.00	\$ 590.00	\$ 595.00	\$ 600.00
<i>Exchange Ratio</i>	0.0011	0.0011	0.0011	0.0011	0.0011	0.0010	0.0010	0.0010	0.0010	0.0010	0.0010
<i>Google shares received</i>	5	5	5	5	5	5	5	5	5	5	5
<i>Cash payment received in lieu of fractional shares</i>	\$ 275.00	\$ 277.50	\$ 280.00	\$ 282.50	\$ 285.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
<i>Total Consideration Value</i>	\$ 3,025.00	\$ 3,052.50	\$ 3,080.00	\$ 3,107.50	\$ 3,135.00	\$ 2,875.00	\$ 2,900.00	\$ 2,925.00	\$ 2,950.00	\$ 2,975.00	\$ 3,000.00

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Q: What do I need to do now?

A: After you have carefully read this proxy statement/prospectus and have decided how you wish to vote your shares, please promptly submit a proxy to have your shares voted at the special meeting. If you hold stock in your name as a stockholder of record as of the voting record date, please have your shares voted by (i) completing, signing, dating and returning the enclosed proxy card, (ii) using the telephone number on your proxy card and following the recorded instructions or (iii) using the internet voting instructions on your proxy card. If you are a stockholder of record and are submitting a proxy by telephone or via the internet, your voting instructions must be received prior to the time the vote is taken at the special meeting. If you have internet access, we encourage you to submit a proxy via the internet.

If you hold your stock in street name through a bank, broker or other nominee, you must direct your bank, broker or other nominee to vote in accordance with the instructions you have received from your bank, broker or other nominee. Submitting your proxy card or directing your bank, broker or other nominee to vote your shares will ensure that your shares are represented and voted at the special meeting.

Q: Why has On2 set two record dates, a notice record date and a voting record date? How will the two record dates impact my ability to vote at the special meeting?

A: On2 has elected to use a separate notice record date and voting record date as a means to partially address the issue of empty voting, that is, situations in which stockholders take positions in their stockholdings that divorce their voting power from their economic interest, which can result in voting behavior that disrupts the presumed tendency of stockholders to vote in a manner that maximizes their ownership interests in the company. Recent amendments to the General Corporation Law of the State of Delaware intended to address this issue now permit Delaware corporations to select both a notice record date for the purpose of giving notice of a meeting to stockholders owning shares on such date and a later voting record date, that is closer to the actual meeting date, for the purpose of determining which stockholders are entitled to vote at the meeting. By providing for a voting record date that is closer to the date of the special meeting than the notice record date, On2 and Google both believe that the votes cast at the special meeting of On2 stockholders will be more reflective of the On2 stockholder base at the time of the special meeting.

As such, only record holders of On2 Common Stock as of the notice record date will be entitled to notice of the special meeting and only holders of On2 Common Stock as of the voting record date, including holders who purchase shares of On2 Common Stock after the notice record date and are record holders on the voting record date, will be entitled to vote at the special meeting. Any holder of On2 Common Stock who initially purchases shares after the notice record date and who remains a record holder as of the voting record date will receive, in addition to a copy of this proxy statement/prospectus, a copy of all documents (excluding certain exhibits) that are listed under the caption Where You Can Find More Information Incorporation by Reference and any other documents (excluding certain exhibits) that are filed with the SEC and incorporated by reference into this proxy statement/prospectus between the notice record date and the voting record date. On2 anticipates that this proxy statement/prospectus and other documents incorporated by reference will be distributed to additional holders identified as of the voting record date on or about December 10, 2009.

Q: If I am a stockholder of record and have received this proxy statement/prospectus and a proxy card because of my ownership of On2 Common Stock as of the notice record date, will I be required to submit a new, separate proxy card if I purchase or sell shares of On2 Common Stock within the same account between the notice record date and the voting record date?

A: No. If you are a holder of record of On2 Common Stock as of the notice record date and you either purchase additional shares of On2 Common Stock or sell some of your shares of On2 Common Stock within the same account between the notice record date and the voting record date, you will not be required to submit, nor will you be furnished with, a new, separate proxy card. Rather, the number of shares of On2 Common Stock owned of record by you on the voting record date, which number of shares may be greater or less than the number of shares you owned as of the notice record date because you acquired additional shares or sold some of your

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shares within the same account, will be voted in accordance with your validly executed proxy. By executing the proxy, you will authorize the proxy holders to vote (i) all shares of On2 Common Stock owned by you as of the date of execution of the proxy, excluding any shares that you sell or transfer between the execution of the proxy and the voting record date and (ii) any shares that you acquire between execution of the proxy and the voting record date. Therefore, by executing the proxy, you are authorizing the proxy holders to vote the number of shares of On2 Common Stock owned by you as of the voting record date. As described in the preceding Question and Answer, only holders of On2 Common Stock who were not holders of record of On2 Common Stock as of the notice record date but who purchase shares after the notice record date and who continue to hold such shares of record as of the voting record date will receive a new proxy card, which will accompany a copy of this proxy statement/prospectus and all documents (excluding certain exhibits) listed under the caption *Where You Can Find More Information Incorporation by Reference* and any other documents (excluding certain exhibits) that are filed with the SEC and incorporated by reference into this proxy statement/prospectus between the notice record date and the voting record date.

Q: Why is my vote important?

A: If you do not vote by proxy or vote in person at the special meeting, it will be more difficult for us to obtain the necessary quorum to hold the special meeting. In addition, your failure to vote, by proxy or in person, or failure to instruct your bank, broker or other nominee, will have the same effect as a vote against the merger proposal. The merger proposal must be approved by the holders of a majority of the outstanding shares of On2 Common Stock entitled to vote at the special meeting in person or by proxy. In the event that a quorum is not present in person or represented by proxy at the special meeting, the chairman of the meeting may adjourn the meeting to another place, date or time. If a quorum is present in person or represented by proxy at the special meeting, approval of the adjournment proposal requires the affirmative vote of the majority of the outstanding shares that are present in person or represented by proxy and entitled to vote thereon. *The On2 board of directors recommends that you vote to approve both the merger proposal and the adjournment proposal.*

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

A: The quorum requirement for holding the special meeting and transacting business is that holders of a majority of the issued and outstanding shares of On2 Common Stock entitled to vote at the special meeting must be present in person or represented by proxy. Abstentions and broker non-votes, if any, will be counted for the purpose of determining whether a quorum is present.

Q: What if I abstain from voting?

A: If you abstain from voting, the abstention will be counted toward a quorum at the special meeting, but it will have the same effect as a vote against the merger proposal and a vote against the adjournment proposal. This is because abstentions are treated as present and entitled to vote for purposes of determining the aggregate number of shares represented in person or by proxy at the special meeting, but do not count towards the affirmative votes required to approve the proposals.

Q: If my shares of On2 Common Stock are held in *street name* by my bank, broker or other nominee, will my bank, broker or other nominee automatically vote my shares for me?

A: No. Your bank, broker or other nominee cannot vote your shares without instructions from you. You should instruct your bank, broker or other nominee as to how to vote your shares, following the directions your bank, broker or other nominee provides to you. Please check the voting form provided by your bank, broker or other nominee.

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Q: What if I fail to instruct my broker on how to vote my shares?

A: Under the rules of the NYSE Amex, brokers who hold shares in street name for customers have the authority to vote on routine proposals when they have not received instructions from beneficial owners. However, brokers are precluded from exercising their voting discretion with respect to approving non-routine matters such as the merger proposal and, as a result, absent specific instructions from the beneficial owner of such shares, brokers are not empowered to vote those shares, referred to herein generally as broker non-votes. Broker non-votes, if any, will be counted for purposes of determining a quorum but will have the same effect as a vote against the merger proposal because approval of the merger proposal requires the affirmative vote of a majority of the issued and outstanding shares of On2 Common Stock entitled to vote on the merger proposal. Because the adjournment proposal is also considered non-routine for purposes of the special meeting, a broker non-vote on the adjournment proposal will have the effect of neither a vote for nor a vote against the adjournment proposal, as approval of the adjournment proposal only requires the affirmative vote of the majority of the outstanding shares that are present in person or represented by proxy and entitled to vote at the special meeting, and a broker non-vote is not treated as present in person or represented by proxy and entitled to vote at the special meeting.

Q: Can I attend the special meeting and vote my shares in person?

A: Yes. All On2 stockholders, including stockholders of record and stockholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the special meeting. Holders of record of On2 Common Stock as of the voting record date can vote in person at the special meeting. If you are not a stockholder of record, you must obtain a proxy, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meeting. If you plan to attend the special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership, and you must bring a form of personal photo identification with you to be admitted. If you do not have proper proof of share ownership or proper photo identification, you will not be admitted to the special meeting.

Q: Can I change my vote?

A: Yes. If you are a holder of record, you may revoke any proxy at any time before it is voted by signing and returning a proxy card with a later date, changing your vote by telephone or the internet, delivering a written revocation letter to the On2 Corporate Secretary, or by attending the special meeting in person, notifying the Corporate Secretary and voting by ballot at the special meeting. The On2 Corporate Secretary's mailing address is 3 Corporate Drive, Suite 100, Clifton Park, NY 12065.

If your shares are held in street name by a bank, broker or other nominee, you should follow the instructions of your bank, broker or other nominee regarding the revocation of proxies.

Any stockholder entitled to vote in person at the special meeting may vote in person regardless of whether a proxy has been previously given, but the mere presence (without notifying the On2 Corporate Secretary) of a stockholder at the special meeting will not constitute revocation of a previously given proxy.

Q: If I am an On2 stockholder, should I send in my On2 stock certificates now?

A: No. You should not send in your On2 stock certificates at this time. After the merger is completed, a bank or trust company, selected by Google to act as the exchange agent and reasonably acceptable to On2, will mail to holders of On2 Common Stock a transmittal form with instructions on how to exchange your On2 stock certificates for the merger consideration.

Q: Is the merger subject to the approval of stockholders of Google?

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A: No. Google is not required to obtain the approval of its stockholders with respect to the merger proposal.

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Q: When do you expect to complete the merger?

A: We cannot assure you when, or if, the merger will occur because we must first obtain the approval of On2 stockholders at the special meeting. However, we currently expect to complete the merger in the fourth quarter of 2009.

Q: What are the U.S. tax consequences of the merger?

A: Google and On2 expect the merger to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, referred to herein as the Internal Revenue Code, in which case, in general, the following tax consequences will result:

An On2 stockholder will recognize no gain or loss upon the exchange of On2 Common Stock for Google Class A Common Stock in the merger, except with respect to cash received in lieu of a fractional share of Google Class A Common Stock;

An On2 stockholder receiving cash in the merger in lieu of a fractional share of Google Class A Common Stock will be treated as if such fractional share were issued in the merger and then redeemed by Google for cash, resulting in a recognition of gain or loss equal to the difference, if any, between the stockholder's basis allocable to the fractional share and the amount of cash received; and

No gain or loss will be recognized by Google or On2 as a result of the merger.

Tax matters are very complicated, and the tax consequences of the merger to a particular stockholder will depend in part on such stockholder's circumstances. Accordingly, Google and On2 urge each On2 stockholder to consult its own tax advisor for a full understanding of the tax consequences of the merger, including the applicability and effect of U.S. federal, state, local and non-U.S. income and other tax laws. For more information, please see the section entitled "Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 103.

Q: Do I have appraisal rights?

A: No. Under Delaware law, holders of On2 Common Stock will not be entitled to exercise any appraisal rights in connection with the merger.

Q: Do On2's executive officers and directors have financial interests in the merger that differ from the interests of other On2 stockholders?

A: Yes. A number of On2's executive officers and directors have interests in the merger that are different from those of other On2 stockholders. As of the notice record date, the directors and executive officers of On2, together with their affiliates, beneficially owned approximately 3.52% of the outstanding shares of On2 Common Stock, which includes (1) shares of On2 Common Stock, (2) shares of On2 restricted stock that will vest within 60 days, (3) shares underlying vested options to purchase shares of On2 Common Stock and (4) shares underlying options to purchase shares of On2 Common Stock that will vest within 60 days. In addition, one executive officer holds On2 restricted stock units that will be settled in cash pursuant to the terms of such restricted stock units and pursuant to the merger agreement, as applicable. For more information, please see the section entitled "On2 Executive Officers and Directors Have Financial Interests in the Merger" beginning on page 76 as well the section titled "Security Ownership of Principal Stockholders of On2" beginning on page 114.

Q: Whom should I call with questions?

A: If you need any assistance in completing your proxy card, have questions regarding the special meeting or wish to learn the exchange ratio once it is calculated, you may call Innisfree M&A Incorporated, On2's proxy solicitor, at (877) 456-3488 (toll-free) if you are a stockholder or (212) 750-5833 (collect) if you are a bank or broker.

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SUMMARY

This summary highlights material information set forth in this proxy statement/prospectus. It may not contain all of the information that is important to you. We urge you to read carefully the entire proxy statement/prospectus and the other documents to which we refer in order to fully understand the merger and the related transactions. See **Where You Can Find More Information on page 118. Each item in this summary refers to the page of this proxy statement/prospectus on which that subject is discussed in more detail.**

Upon completion of the merger, each share of On2 Common Stock will be converted into \$0.60 worth of Google Class A Common Stock. As described below, the fraction of a share of Google Class A Common Stock to be issued for each share of On2 Common Stock will be determined by dividing \$0.60 by the trading price, which is the volume weighted average trading price of a share of Google Class A Common Stock based on the sales price of every share of Google Class A Common Stock traded during the 20 trading days immediately up to and including the second trading day prior to the date of the special meeting at which the On2 stockholders will be able to vote on the merger proposal, rounded to the nearest fourth decimal point. However, no fractional shares of Google Class A Common Stock will be issued in connection with the merger. Instead, each On2 stockholder otherwise entitled to a fraction of a share of Google Class A Common Stock (after aggregating all fractional shares of Google Class A Common Stock issuable to such stockholder) will be entitled to receive an amount in cash (rounded to the nearest whole cent), without interest, determined by multiplying such fraction by the trading price. As a result, some On2 stockholders will not receive any shares of Google Class A Common Stock but only cash in connection with the merger.

See **The Merger Agreement** **The Merger** on page 85. On2 stockholders may contact Innisfree M&A Incorporated, On2's proxy solicitor, toll free at (877) 456-3488, and banks or brokers can call collect at (212) 750-5833, for information regarding the merger consideration, defined below, as well as the exchange ratio, once it is calculated.

The Merger (page 85)

On August 4, 2009, Google entered into an Agreement and Plan of Merger, referred to herein as the merger agreement, by and among Google, Oxide Inc., a direct, wholly owned subsidiary of Google, referred to herein as Oxide, and On2. The merger agreement, which is included as Appendix A to this proxy statement/prospectus, provides that Oxide will merge with and into On2, with On2 continuing as a direct, wholly owned subsidiary of Google. The merger consideration represents approximately a 58% premium above the closing price of \$0.38 per share of On2 Common Stock on August 4, 2009, the last trading day immediately prior to the announcement of the merger.

What Holders of On2 Common Stock Will Receive (page 85)

Each share of On2 Common Stock issued and outstanding immediately prior to the effective date of the merger, referred to herein as the effective time, will be cancelled and extinguished and automatically converted into a fraction of a validly issued, fully paid and non-assessable share of Google Class A Common Stock equal to the exchange ratio, referred to herein as the stock consideration, in addition to cash payable in lieu of any fractional shares, without interest, which together with the stock consideration, we refer to as the merger consideration. For illustrative purposes only, assuming a trading price of \$550, the exchange ratio would be 0.0011, and the merger consideration to be paid to a holder of 1,000 shares of On2 Common Stock would be one share of Google Class A Common Stock and \$55.00 in cash. On2 and Google will promptly issue a joint press release disclosing the exchange ratio once it is calculated.

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Because of the effect of rounding in the exchange ratio calculation, a slight increase or decrease in the trading price, as defined, at certain values will impact the aggregate value of the shares and cash that an On2 stockholder receives in connection with the merger.

Material U.S. Federal Income Tax Consequences of the Merger to On2 Stockholders (page 103)

Google and On2 expect the merger to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, in which case, in general, the following tax consequences will result:

An On2 stockholder will recognize no gain or loss upon the exchange of On2 Common Stock for Google Class A Common Stock in the merger, except with respect to cash received in lieu of a fractional share of Google Class A Common Stock;

The aggregate tax basis of Google Class A Common Stock received by an On2 stockholder in the merger (including the basis in any fractional share for which cash is received) will be the same as the stockholder's aggregate tax basis in On2 Common Stock surrendered in the merger;

An On2 stockholder receiving cash in the merger in lieu of a fractional share of Google Class A Common Stock will be treated as if such fractional share were issued in the merger and then redeemed by Google for cash, resulting in a recognition of gain or loss equal to the difference, if any, between the stockholder's basis allocable to the fractional share and the amount of cash received;

The holding period of Google Class A Common Stock received by an On2 stockholder in the merger will include the holding period of the On2 Common Stock held by such On2 stockholder; and

No gain or loss will be recognized by Google or On2 as a result of the merger.

The U.S. federal income tax consequences described above may not apply to all holders of On2 Common Stock. Your tax consequences will depend on your individual situation. Accordingly, Google and On2 strongly urge you to consult with your tax advisor for a full understanding of the particular tax consequences of the merger to you.

Comparative Market Prices and Share Information (page 113)

Google Class A Common Stock trades on The Nasdaq Global Select Market under the symbol GOOG, and On2 Common Stock trades on the NYSE Amex, under the symbol ONT. The following table shows the closing sale prices of Google Class A Common Stock and On2 Common Stock as reported on The Nasdaq Global Select Market and the NYSE Amex, respectively, on August 4, 2009, the last trading day before we announced the signing of the merger agreement, and on November 2, 2009, the last trading day before the date of this proxy statement/prospectus for which data was available.

	Google Class A Common Stock	On2 Common Stock
August 4, 2009	\$ 453.73	\$ 0.38
November 2, 2009	\$ 533.99	\$ 0.59

The market price of Google Class A Common Stock and On2 Common Stock will fluctuate prior to the effective time. You should obtain current market quotations for such shares.

What Holders of On2 Stock Options and Other Equity-Based Awards Will Receive (page 87)

Google will not assume any options to purchase shares of On2 Common Stock, each referred to herein as an On2 Option. All outstanding On2 Options will be fully vested as of the effective time of the merger. Any holder

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of an On2 Option with an exercise price of less than \$0.60 per share that is outstanding as of the effective time of the merger will have the right to receive a fraction of a share of Google Class A Common Stock based on a formula set forth in the merger agreement, and described herein. However, holders of On2 Options will receive cash in lieu of any fractional shares. Any On2 Options with an exercise price of \$0.60 per share or higher will be automatically cancelled in connection with the merger.

All outstanding shares of On2 restricted stock, referred to herein as On2 restricted stock, will be fully vested as of the effective time of the merger. Any holder of On2 restricted stock outstanding as of the effective time of the merger will have the right to receive a fraction of a share of Google Class A Common Stock equal to \$0.60 per share divided by the trading price, as described herein, for each share of On2 restricted stock, less any applicable withholding, and cash in lieu of any fractional shares, without interest, as further described herein.

All outstanding On2 restricted stock units, each referred to herein as an On2 RSU, will be fully vested as of the effective time of the merger. In connection with the merger, each holder of an On2 RSU will receive \$0.60 per share of On2 Common Stock underlying each On2 RSU, less any applicable withholding, paid entirely in cash.

All outstanding warrants to purchase shares of On2's capital stock that do not provide for assumption in connection with a merger will be cancelled as of the effective time of the merger to the extent not exercised prior to such time. Google will assume any warrants to purchase shares of On2's capital stock that provide for assumption in connection with a merger.

The On2 Board of Directors Recommends that On2 Stockholders Vote FOR the Proposals (pages 53 and 116)

The On2 board of directors believes that the merger is in the best interests of On2 and its stockholders and has unanimously approved the merger and the merger agreement (with one director abstaining in connection therewith in light of an arrangement with one of On2's financial advisors unrelated to the merger). The On2 board of directors recommends that On2 stockholders vote FOR the merger proposal and FOR the adjournment proposal.

Covington Associates, LLC Provided an Opinion to the On2 Board of Directors (page 57)

As financial advisor to On2, on August 4, 2009, Covington Associates, LLC, referred to herein as Covington, rendered to the On2 board of directors its opinion that, as of such date and based upon and subject to the various assumptions, qualifications and limitations set forth in its opinion, the exchange ratio provided for in the merger agreement was fair, from a financial point of view, to the holders of shares of On2 Common Stock.

The full text of the written opinion of Covington, dated August 4, 2009, is attached hereto as Appendix B and is incorporated by reference herein. The opinion sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations and qualifications of the review undertaken by Covington in rendering its opinion. You should read the opinion carefully in its entirety. Covington's opinion was provided to the On2 board of directors and addresses only the fairness, from a financial point of view, of the exchange ratio provided for in the merger agreement as of the date of the opinion. It does not address any other aspect of the transaction and does not constitute a recommendation to the On2 stockholders as to how to vote with respect to the merger proposal or act on any other matter.

Duff & Phelps, LLC Provided an Opinion to the On2 Board of Directors (page 66)

As financial advisor to On2, on August 4, 2009, Duff & Phelps, LLC, referred to herein as Duff & Phelps, also rendered to the On2 board of directors its opinion that, as of such date and based upon and subject to the

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various assumptions, qualifications and limitations set forth in its opinion, the exchange ratio provided for in the merger agreement was fair, from a financial point of view, to the holders of On2 Common Stock.

The full text of the written opinion of Duff & Phelps, dated August 4, 2009, is attached hereto as Appendix C and is incorporated by reference herein. The opinion sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations and qualifications of the review undertaken by Duff & Phelps in rendering its opinion. You should read the opinion carefully in its entirety. Duff & Phelps' opinion was provided to the On2 board of directors and addresses only the fairness, from a financial point of view, of the exchange ratio provided for in the merger as of the date of the opinion. It does not address any other aspect of the transaction and does not constitute a recommendation to the On2 stockholders as to how to vote with respect to the merger proposal or act on any other matter.

Certain On2 Executive Officers and Directors Have Financial Interests in the Merger That Differ From Your Interests (page 76)

A number of On2's executive officers and directors have interests in the merger that are different from those of other On2 stockholders. As of the notice record date, all directors and executive officers of On2, together with their affiliates, beneficially owned approximately 3.52% of the outstanding shares of On2 Common Stock, which includes shares of On2 Common Stock, shares of On2 restricted stock that will vest within 60 days, shares underlying vested On2 Options, and shares underlying On2 Options that will vest within 60 days. In addition, one executive officer holds On2 RSUs that will be settled in cash pursuant to the terms of such On2 RSUs and pursuant to the merger agreement, as applicable.

No Appraisal Rights

Under Delaware law, holders of On2 Common Stock are not entitled to appraisal rights in connection with the merger because On2 Common Stock is listed on a national securities exchange, the NYSE Amex, and because shares of stock are being issued in the merger and such shares are also listed on a national securities exchange, The Nasdaq Global Select Market.

Conditions That Must Be Satisfied or Waived for the Merger to Occur (page 98)

Currently, Google and On2 expect to complete the merger in the fourth quarter of 2009. As more fully described in this proxy statement/prospectus and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others, approval of the merger proposal by On2 stockholders and not more than one of the three key On2 engineers (James Bankoski, Paul Wilkins and Yaowu Xu) who executed offer letters with Google terminating or taking any action to terminate, rescind or otherwise repudiate such offer letters.

See also "The Merger On2 Executive Officers and Directors Have Financial Interests in the Merger" *Employment of On2 Executive Officers and Key On2 Engineers by Google after the Merger* beginning on page 76.

Neither Google nor On2 can be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

Regulatory Clearances Required for the Merger (page 83)

Google and On2 have agreed to use reasonable best efforts to obtain as promptly as practicable all regulatory clearances that are required to complete the transactions contemplated in the merger agreement. This includes filing all required notices to governmental authorities, including the required filings with the

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Department of Justice and the Federal Trade Commission pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, referred to herein as the HSR Act. Google and On2 are not permitted to complete the merger until the applicable waiting periods under the HSR Act have expired or been terminated. On September 21, 2009, the Federal Trade Commission and the Antitrust Division of the Department of Justice granted early termination of the HSR waiting period.

Termination of the Merger Agreement (page 100)

Google and On2 can mutually agree to terminate the merger agreement at any time prior to the effective time of the merger. Either company may also terminate the merger agreement, under specified circumstances, if the merger is not completed by March 31, 2010, or under other circumstances described in this proxy statement/prospectus.

Termination Fee (page 101)

A termination fee of \$2 million may be payable by On2 to Google upon the termination of the merger agreement under specified circumstances, including in the event of any change in the recommendation of the On2 board of directors to vote in favor of the merger proposal and in specified circumstances in which the merger agreement is terminated and On2 enters into an agreement providing for the acquisition of On2 within 12 months of such termination and consummates such acquisition.

Board of Directors and Management of Google Following Completion of the Merger (page 83)

The directors of On2 and its subsidiaries will resign as of the effective time of the merger. The composition of Google's board of directors and management is not anticipated to change in connection with the completion of the merger.

The Rights of On2 Stockholders Will Change as a Result of the Merger (page 106)

The rights of On2 stockholders will change as a result of the merger due to differences in Google's and On2's governing documents. This proxy statement/prospectus contains a summary description of stockholder rights under each of the Google and On2 governing documents and describes the material differences between them.

On2 Will Hold its Special Meeting on December 18, 2009 (page 39)

The special meeting will be held on December 18, 2009 at 4:00 p.m., local time, at the Comfort Suites in Venetian Room I at 7 Northside Drive, Clifton Park, NY 12065. At the special meeting, On2 stockholders will be asked to:

Adopt the merger agreement; and

If submitted to a vote, approve the adjournment of the special meeting, if necessary, to solicit additional proxies, in the event that there are not sufficient votes at the time of the special meeting to approve and adopt the merger agreement.

Record Dates. Only holders of record at the close of business on October 20, 2009, the notice record date, will be entitled to notice of the special meeting. Only holders of record at the close of business on December 3, 2009, the voting record date, will be entitled to vote at the special meeting in person or by proxy. Each share of On2 Common Stock is entitled to vote. As of the notice record date, 179,575,296 shares of On2 Common Stock were outstanding, held by approximately 370 registered holders.

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Required Vote. Approval of the merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of On2 Common Stock entitled to vote at the special meeting in person or by proxy. Because approval of the merger proposal is based on the affirmative vote of a majority of shares outstanding, an On2 stockholder's (a) failure to vote, (b) abstention or (c) failure to instruct their broker as to how the stockholder would like to vote will have the same effect as a vote against the merger proposal.

As described in On2's bylaws, as amended, in the event that a quorum is not present in person or represented by proxy at the special meeting, the chairman of the meeting may adjourn the meeting to another place, date or time. If a quorum is present in per