

Google Inc.
Form DEF 14A
April 23, 2015
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment no.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

GOOGLE INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Notice of 2015 Annual Meeting
of Stockholders and Proxy Statement

Google Inc.

1600 Amphitheatre Parkway
Mountain View, California 94043
(650) 253-0000

April 23, 2015

Dear Stockholders:

We are pleased to invite you to attend our 2015 Annual Meeting of Stockholders (Annual Meeting) to be held on Wednesday, June 3, 2015 at 9:00 a.m., local time, at our headquarters at 1600 Amphitheatre Parkway, Mountain View, California 94043. For your convenience, we are also pleased to offer a live webcast of our Annual Meeting on the Investor Relations section of our website at <http://investor.google.com/webcast.html>.

Details regarding admission to the Annual Meeting and the business to be conducted are described in the Notice of Internet Availability of Proxy Materials (Notice) you received in the mail and in this proxy statement. We have also made available a copy of our 2014 Annual Report to Stockholders (Annual Report) with this proxy statement. We encourage you to read our Annual Report. It includes our audited financial statements and provides information about our business.

We have elected to provide access to our proxy materials over the Internet under the U.S. Securities and Exchange Commission's "notice and access" rules. We are constantly focused on improving the ways people connect with information, and believe that providing our proxy materials over the Internet increases the ability of our stockholders to connect with the information they need, while reducing the environmental impact of our Annual Meeting. If you want more information, please see the Questions and Answers section of this proxy statement or visit the Annual Meeting section of our Investor Relations website.

Your vote is important. Whether or not you plan to attend the Annual Meeting, we hope you will vote as soon as possible. You may vote over the Internet, as well as by telephone, or, if you requested to receive printed proxy materials, by mailing a proxy or voting instruction form. Please review the instructions on each of your voting options described in this proxy statement, as well as in the Notice you received in the mail.

Also, please let us know if you plan to attend our Annual Meeting by marking the appropriate box on the enclosed proxy card, if you requested to receive printed proxy materials, or, if you vote by telephone or over the Internet, by

indicating your plans when prompted.

Thank you for your ongoing support of, and continued interest in Google. We look forward to seeing you at our Annual Meeting.

Sincerely,

Larry Page	Sergey Brin	Eric E. Schmidt
Chief Executive Officer	Co-Founder	Executive Chairman of the Board
and Co-Founder		of Directors

GOOGLE INC.

NOTICE OF 2015 ANNUAL MEETING OF STOCKHOLDERS

Time and Date 9:00 a.m., local time, on Wednesday, June 3, 2015.

Place Google's headquarters, 1600 Amphitheatre Parkway, Mountain View, California 94043.

Live Webcast Available on the Investor Relations section of our website at <http://investor.google.com/webcast.html>, starting at 9:00 a.m., local time, on Wednesday, June 3, 2015.

- Items of Business**
- (1) To elect eleven members of the board of directors to hold office until the next annual meeting of stockholders or until their respective successors have been elected and qualified.
 - (2) To ratify the appointment of Ernst & Young LLP as Google's independent registered public accounting firm for the fiscal year ending December 31, 2015.
 - (3) To approve an amendment to Google's 2012 Stock Plan to increase the share reserve by 17,000,000 shares of Class C capital stock.
 - (4) To consider and vote upon a stockholder proposal regarding equal shareholder voting, if properly presented.
 - (5) To consider and vote upon a stockholder proposal regarding a lobbying report, if properly presented.
 - (6) To consider and vote upon a stockholder proposal regarding the adoption of a majority vote standard for the election of directors, if properly presented.
 - (7) To consider and vote upon a stockholder proposal regarding a report on renewable energy cost, if properly presented.
 - (8) To consider and vote upon a stockholder proposal regarding a report on business risk related to climate change regulations, if properly presented.
 - (9) To consider such other business as may properly come before the meeting.

Adjournments and Postponements Any action on the items of business described above may be considered at the Annual Meeting at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned or postponed.

Record Date You are entitled to vote only if you were a Google stockholder of Class A and/or Class B common stock as of the close of business on April 6, 2015 (Record Date).

Voting **Your vote is very important. Whether or not you plan to attend the Annual Meeting, we encourage you to read this proxy statement and submit your proxy or voting instructions as soon as possible. For specific instructions on how to vote your shares, please refer to the instructions on the Notice of Internet Availability of Proxy Materials (Notice) you received in the mail, the section titled "Questions and Answers About the Proxy Materials and the Annual Meeting" beginning on page 1 of this proxy statement or, if you requested to receive**

printed proxy materials, your enclosed proxy card.

By order of the Board of Directors,

Larry Page **Eric E. Schmidt**
Chief Executive Officer **Executive Chairman of the Board of Directors**
and Co-Founder

This notice of Annual Meeting and proxy statement and form of proxy are being distributed and made available on or about April 23, 2015.

In this proxy statement, the words “Google,” “the company,” “we,” “our,” “ours,” “us” and similar terms refer to Google Inc. and its consolidated subsidiaries, unless the context indicates otherwise.

GOOGLE INC. | 2015 Proxy Statement

IMPORTANT NOTICE REGARDING INTERNET AVAILABILITY OF PROXY MATERIALS

This proxy statement and our 2014 Annual Report to Stockholders, which consists of our Annual Report on Form 10-K for fiscal year ended December 31, 2014, are available at <http://investor.google.com/proxy.html>.

INCORPORATION BY REFERENCE

To the extent that this proxy statement has been or will be specifically incorporated by reference into any other filing of Google under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (Exchange Act), the sections of this proxy statement titled “Report of the Audit Committee of the Board of Directors” (to the extent permitted by the rules of the U.S. Securities and Exchange Commission (SEC)) and “Executive Compensation—Leadership Development and Compensation Committee Report” shall not be deemed to be so incorporated, unless specifically stated otherwise in such filing.

2015 PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting of Stockholders

Time and Date: 9:00 a.m., local time, on Wednesday, June 3, 2015.

Place: Google's headquarters at 1600 Amphitheatre Parkway, Mountain View, California 94043.

Record Date: April 6, 2015.

Voting: Holders of Class A and/or Class B common stock as of the Record Date are entitled to vote. Each share of Class A common stock is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on. Each share of Class B common stock is entitled to ten votes for each director nominee and ten votes for each of the proposals to be voted on. The holders of the shares of Class A common stock and Class B common stock are voting as a single class on all matters. Holders of Class C capital stock have no voting power as to any items of business that will be voted on at the Annual Meeting.

Entry: You are entitled to attend the Annual Meeting only if you were a Google stockholder as of the close of business on the Record Date or hold a valid proxy for the Annual Meeting. If you are not a stockholder of record but hold shares through a broker, bank, trustee, or nominee (i.e., in street name), you should provide proof of beneficial ownership as of the Record Date, such as your most recent account statement prior to the Record Date, and a copy of the voting instruction form provided by your broker, bank, trustee, or nominee, or similar evidence of ownership.

You should be prepared to present valid photo identification for admittance. If you do not provide photo identification or comply with the other procedures outlined above, you will not be admitted to the Annual Meeting. For security reasons, you and your bags will be subject to search prior to your admittance to the Annual Meeting. Please let us know if you plan to attend the Annual Meeting by marking the appropriate box on the enclosed proxy card, if you requested to receive printed proxy materials, or, if you vote by telephone or over the Internet, by indicating your plans when prompted. Since seating is limited, admission to the Annual Meeting will be on a first-come, first-served basis.

If you decide to attend the Annual Meeting in person, upon your arrival you will need to register as a visitor with the registration desk at the Shoreline Amphitheatre located at 1 Amphitheatre Parkway, Mountain View, California 94043. See the section titled "Information Concerning Google's Annual Meeting of

Stockholders” for further instructions. Check-in will begin at the Shoreline Amphitheatre at 7:30 a.m., local time, and you should allow ample time for the check-in procedures.

Voting Matters

Proposal	Google Board Voting Recommendation	Page Reference (for more detail)
Management Proposals:		
(1) Election of eleven directors Ratification of the appointment of Ernst & Young LLP as Google’s	FOR each nominee	46
(2) independent registered public accounting firm for the fiscal year ending December 31, 2015	FOR	47
(3) An amendment to Google’s 2012 Stock Plan to increase the share reserve by 17,000,000 shares of Class C capital stock	FOR	48
Stockholder Proposals:		
(4) Stockholder proposal regarding equal shareholder voting	AGAINST	54
(5) Stockholder proposal regarding a lobbying report	AGAINST	56
(6) Stockholder proposal regarding the adoption of a majority vote standard for the election of directors	AGAINST	58
(7) Stockholder proposal regarding a report on renewable energy cost	AGAINST	60
(8) Stockholder proposal regarding a report on business risk related to climate change regulations	AGAINST	62

Director Nominees

The following table provides summary information about each director nominee as of April 6, 2015.

Name	Director		Occupation	Experience/ Qualification	Independent	Membership on Standing Committees				
	Age	Since				AC	LDCC	NCGC	AQC	EC
Larry Page	42	1998	Chief Executive Officer, Co-Founder, and Director of Google	Leadership, Technology					X	X
Sergey Brin	41	1998	Co-Founder and Director of Google	Leadership, Technology					X	X
Eric E. Schmidt	59	2001	Executive Chairman of the Board of Directors of Google	Leadership, Technology					C	C
L. John Doerr	63	1999	General Partner of Kleiner Perkins Caufield & Byers	Leadership, Technology, Finance, Global, Industry	X		X			
Diane B. Greene	59	2012	Former Chief Executive Officer and President of VMware	Leadership, Technology, Finance	X		X			
John L. Hennessy	62	2004	President of Stanford University	Leadership, Education, Technology	X,L				C	
Ann Mather	54	2005	Former Chief Financial Officer of Pixar	Leadership, Finance	X		C,F			
Alan R. Mulally	69	2014	Former Chief Executive Officer and President of Ford	Leadership, Finance, Global, Industry	X		X			
Paul S. Otellini	64	2004	Former Chief Executive Officer and President of Intel	Leadership, Technology, Global, Industry	X		C			
K. Ram Shriram	58	1998	Managing Partner of Sheralo Ventures	Leadership, Technology, Finance, Global, Industry	X		X			X
Shirley M. Tilghman	68	2005	Former President of Princeton University	Leadership, Education	X				X	
AC	Audit Committee				EC	Executive Committee				
LDCC	Leadership Development and Compensation Committee				C	Committee Chairperson				
NCGC	Nominating and Corporate Governance Committee				F	Audit Committee Financial Expert				
AQC	Acquisition Committee				L	Lead Independent Director				

Each director nominee serves as a current director and attended at least 75% of all meetings of the board of directors, and each committee on which she or he sat during 2014. Alan R. Mulally was appointed to our board of directors and the Audit Committee effective July 9, 2014.

Auditors

We are asking our stockholders to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015. Set forth below is summary information with respect to the fees paid or accrued by us for the audit and other services provided by Ernst & Young LLP during 2013 and 2014 (in thousands).

	2013	2014
Audit Fees	\$13,666	\$13,865
Audit-Related Fees	2,291	1,742
Tax Fees	3,416	5,180
Other Fees	688	72
Total Fees	\$20,061	\$20,859

Table of Contents

<u>Questions and Answers About the Proxy Materials and the Annual Meeting</u>	<u>1</u>
<u>Proxy Materials</u>	<u>1</u>
<u>Voting Information</u>	<u>3</u>
<u>Attending the Annual Meeting</u>	<u>7</u>
<u>Stockholder Proposals, Director Nominations, and Related Bylaw Provisions</u>	<u>8</u>
<u>Directors, Executive Officers, and Corporate Governance</u>	<u>10</u>
<u>Directors and Executive Officers</u>	<u>10</u>
<u>Corporate Governance and Board Matters</u>	<u>12</u>
<u>Board Meetings</u>	<u>13</u>
<u>Board Leadership Structure</u>	<u>13</u>
<u>Board Committees</u>	<u>14</u>
<u>Audit Committee</u>	<u>15</u>
<u>Leadership Development and Compensation Committee</u>	<u>15</u>
<u>Nominating and Corporate Governance Committee</u>	<u>16</u>
<u>Acquisition Committee</u>	<u>16</u>
<u>Executive Committee</u>	<u>17</u>
<u>Director Independence</u>	<u>17</u>
<u>Compensation Committee Interlocks and Insider Participation</u>	<u>17</u>
<u>Consideration of Director Nominees</u>	<u>17</u>
<u>Stockholder Recommendations and Nominees</u>	<u>17</u>
<u>Director Selection Process and Qualifications</u>	<u>18</u>
<u>Appointment of Alan R. Mulally</u>	<u>20</u>
<u>Management Succession Planning</u>	<u>20</u>
<u>Board's Role in Risk Oversight</u>	<u>20</u>
<u>Executive Sessions</u>	<u>20</u>
<u>Outside Advisors</u>	<u>21</u>
<u>Board Effectiveness</u>	<u>21</u>
<u>Communications with the Board of Directors</u>	<u>21</u>
<u>Common Stock Ownership of Certain Beneficial Owners and Management</u>	<u>22</u>
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	<u>24</u>
<u>Certain Relationships and Related Transactions</u>	<u>25</u>
<u>Related Party Transactions Policy and Procedure</u>	<u>25</u>
<u>Related Party Transactions</u>	<u>26</u>
<u>Director Compensation</u>	<u>27</u>
<u>Board Compensation Arrangements for Non-Employee Directors</u>	<u>27</u>
<u>Director Compensation for 2014</u>	<u>28</u>

<u>Back to Contents</u>	
<u>Executive Compensation</u>	<u>29</u>
<u>Compensation Discussion and Analysis</u>	<u>29</u>
<u>Overview</u>	<u>29</u>
<u>Section 1—Executive Summary</u>	<u>29</u>
<u>Section 2—Elements of Pay</u>	<u>30</u>
<u>Section 3—Determining Competitive Levels of Pay</u>	<u>31</u>
<u>Section 4—Pay Mix, Magnitude, and Leverage</u>	<u>32</u>
<u>Section 5—Other Compensation Information</u>	<u>34</u>
<u>Leadership Development and Compensation Committee Report</u>	<u>37</u>
<u>Summary Compensation Table</u>	<u>38</u>
<u>Grants of Plan-Based Awards in 2014</u>	<u>39</u>
<u>Description of Plan-Based Awards</u>	<u>39</u>
<u>Outstanding Equity Awards at 2014 Fiscal Year-End</u>	<u>40</u>
<u>Option Exercises and Stock Vested in Fiscal 2014</u>	<u>42</u>
<u>Non-Qualified Deferred Compensation</u>	<u>42</u>
<u>Potential Payments Upon Termination or Change in Control</u>	<u>43</u>
<u>Equity Compensation Plan Information</u>	<u>43</u>
<u>Independent Registered Public Accounting Firm</u>	<u>44</u>
<u>Principal Accounting Fees and Services</u>	<u>44</u>
<u>Pre-Approval Policies and Procedures</u>	<u>44</u>
<u>Report of the Audit Committee of the Board of Directors</u>	<u>45</u>
<u>Management Proposals to Be Voted On</u>	<u>46</u>
<u>Proposal Number 1 — Election of Directors</u>	<u>46</u>
<u>Proposal Number 2 — Ratification of Appointment of Independent Registered Public Accounting Firm</u>	<u>47</u>
<u>Proposal Number 3 — Approval of Amendment to Google’s 2012 Stock Plan</u>	<u>48</u>
<u>Stockholder Proposals</u>	<u>53</u>
<u>Proposal Number 4 — Stockholder Proposal Regarding Equal Shareholder Voting</u>	<u>54</u>
<u>Proposal Number 5 — Stockholder Proposal Regarding a Lobbying Report</u>	<u>56</u>
<u>Proposal Number 6 — Stockholder Proposal Regarding The Adoption of a Majority Vote Standard For The Election of Directors</u>	<u>58</u>
<u>Proposal Number 7 — Stockholder Proposal Regarding Renewable Energy Cost</u>	<u>60</u>
<u>Proposal Number 8 — Stockholder Proposal Regarding A Report on Business Risk Related to Climate Change Regulations</u>	<u>62</u>
<u>Appendix A: Google Inc. 2012 Stock Plan</u>	<u>A-1</u>
<u>Information Concerning Google’s Annual Meeting of Stockholders</u>	

[Back to Contents](#)

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

Proxy Materials

1. Why am I receiving these materials?

Our board of directors has made these materials available to you on the Internet, or, upon your request, has delivered printed proxy materials to you, in connection with the solicitation of proxies for use at Google's 2015 Annual Meeting of Stockholders (Annual Meeting), which will take place on Wednesday, June 3, 2015 at 9:00 a.m., local time, at our headquarters located at 1600 Amphitheatre Parkway, Mountain View, California 94043. You are invited to attend the Annual Meeting if you were a Google stockholder as of the close of business on April 6, 2015, the Record Date for the Annual Meeting, or hold a valid proxy for the Annual Meeting. If you are a holder of Google Class A and/or Class B common stock as of the Record Date, you are requested to vote on the items of business described in this proxy statement. This proxy statement includes information that we are required to provide to you under the U.S. Securities and Exchange Commission (SEC) rules and that is designed to assist you in voting your shares.

2. What is included in the proxy materials?

The proxy materials include:

- Our proxy statement for the Annual Meeting;
- Our 2014 Annual Report to Stockholders (Annual Report), which consists of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014; and
- The proxy card or a voting instruction form for the Annual Meeting.

3. What information is contained in this proxy statement?

The information in this proxy statement relates to the proposals to be voted on at the Annual Meeting, the voting process, the compensation of our directors and certain of our executive officers, corporate governance, and certain other required information.

4. Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

In accordance with rules adopted by the SEC, we may furnish proxy materials, including this proxy statement and our Annual Report, to our stockholders by providing access to such documents on the Internet instead of mailing printed copies. Most stockholders will not receive printed copies of the proxy materials unless they request them. Instead, the Notice of Internet Availability of Proxy Materials (Notice), which was mailed to most of our stockholders, will instruct you as to how you may access and review all of the proxy materials on the Internet. The Notice also instructs you as to how you may submit your proxy on the Internet. If you would like to receive a paper or email copy of our proxy materials, you should follow the instructions for requesting such materials in the Notice.

