Google Inc. Form SC 13G/A February 03, 2006

# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b) (Amendment No. 1)

GOOGLE, INC.

		(Name of Issuer)		
		CLASS A COMMON STOCK		
	(T.	itle of Class of Securit:	ies)	
		38259P508		
		(CUSIP Number)		
		12/31/05		
	(Date of Event	Which Requires Filing of	f this Statement)	
Check the is filed:	appropriate box	to designate the rule pu	rsuant to which thi	s Schedule
	[ ] Rule 1	3d-1(b)		
	[ ] Rule 1	3d-1(c)		
	[X] Rule 1	3d-1(d)		
	(Co	ontinued on following page	ges)	
CUSIP NO.	38259P508	 13 G	Page 2 of 13	Pages
1		ING PERSON AL VIII, A DELAWARE LIMI: ICATION NO. OF ABOVE PERS		
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER (	OF A GROUP	
			(a)	(b) X
3	SEC USE ONLY			

4	CITIZENSHIP OR PLACE OF	ORGANIZ <i>A</i>	ATION		
	DELAWARE				
	NUMBER OF	5	SOLE VOT	ING POWER	
	SHARES BENEFICIALLY OWNED BY EACH REPORTING	6	SHARED V 442,167	OTING POWER	
	PERSON WITH	7	SOLE DIS	POSITIVE POWER	
		8	SHARED D	ISPOSITIVE POWE	IR .
9	AGGREGATE AMOUNT BENEFI	CIALLY OW	NED BY EA	CH REPORTING PE	RSON
					442,167
10	CHECK BOX IF THE AGGREG EXCLUDES CERTAIN SHARE		NT IN ROW	(9)	
					[ ]
11	PERCENT OF CLASS REPRES	SENTED BY	AMOUNT IN	ROW 9	
					0.2%
12	TYPE OF REPORTING PERSO	N			
					PN 
CUSIP NO. 3	 8259P508	13 0	Ī	Page 3 of 1	3 Pages
1	NAME OF REPORTING PERSO SEQUOIA INTERNATIONAL T PARTNERSHIP ("SITP VIII PERSONS (ENTITIES ONLY)	TECHNOLOGY TO I.R.S.	. IDENTIFI		
2	CHECK THE APPROPRIATE E	BOX IF A M	MEMBER OF	A GROUP	
				(a)	(b) X
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF				
	DELAWARE				
	NUMBER OF	5	SOLE VOT	ING POWER	
1	SHARES BENEFICIALLY	6	SHARED V	OTING POWER	

	OWNED BY EACH REPORTING PERSON WITH		0		
		7	SOLE DISPOSITIVE P	TIVE POWER	
		8	SHARED DISPOSITIVE	POWER	
 9	AGGREGATE AMOUNT BEN	EFICIALLY	OWNED BY EACH REPORTI	NG PERSON	
				0	
10	CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA		DUNT IN ROW (9)		
				[ ]	
11	PERCENT OF CLASS REP	RESENTED I	3Y AMOUNT IN ROW 9	0.0%	
 L2	TYPE OF REPORTING PE	RSON			
				PN	
CUSIP NO.	38259P508		3 G Page 4	of 13 Pages	
1	NAME OF REPORTING PE	RSON L TECHNOL( ("SITP VII IES ONLY)	OGY PARTNERS VIII (Q), II Q") I.R.S. IDENTIFI 94-3294957 A MEMBER OF A GROUP	A DELAWARE CATION NO. OF	
1	NAME OF REPORTING PE SEQUOIA INTERNATIONA LIMITED PARTNERSHIP ABOVE PERSONS (ENTIT	RSON L TECHNOL( ("SITP VII IES ONLY)	OGY PARTNERS VIII (Q), II Q") I.R.S. IDENTIFI 94-3294957	A DELAWARE CATION NO. OF	
2	NAME OF REPORTING PE SEQUOIA INTERNATIONA LIMITED PARTNERSHIP ABOVE PERSONS (ENTIT	RSON L TECHNOLG ("SITP VII IES ONLY) E BOX IF A	OGY PARTNERS VIII (Q), II Q") I.R.S. IDENTIFI 94-3294957 A MEMBER OF A GROUP (a)	A DELAWARE CATION NO. OF	
2	NAME OF REPORTING PE SEQUOIA INTERNATIONA LIMITED PARTNERSHIP ABOVE PERSONS (ENTIT CHECK THE APPROPRIAT  SEC USE ONLY CITIZENSHIP OR PLACE DELAWARE  NUMBER OF	RSON L TECHNOLG ("SITP VII IES ONLY) E BOX IF A	OGY PARTNERS VIII (Q), II Q") I.R.S. IDENTIFI 94-3294957 A MEMBER OF A GROUP (a)	A DELAWARE CATION NO. OF	
CUSIP NO.	NAME OF REPORTING PE SEQUOIA INTERNATIONA LIMITED PARTNERSHIP ABOVE PERSONS (ENTIT CHECK THE APPROPRIAT  SEC USE ONLY CITIZENSHIP OR PLACE DELAWARE  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	RSON L TECHNOLG ("SITP VII IES ONLY) E BOX IF A OF ORGANI	OGY PARTNERS VIII (Q), FI Q") I.R.S. IDENTIFI 94-3294957 A MEMBER OF A GROUP  (a)  ZATION  SOLE VOTING POWER	A DELAWARE CATION NO. OF  (b) X	
2	NAME OF REPORTING PE SEQUOIA INTERNATIONA LIMITED PARTNERSHIP ABOVE PERSONS (ENTIT  CHECK THE APPROPRIAT  SEC USE ONLY  CITIZENSHIP OR PLACE DELAWARE  NUMBER OF SHARES BENEFICIALLY	RSON L TECHNOLG ("SITP VII IES ONLY) E BOX IF A OF ORGAN: 5 6	OGY PARTNERS VIII (Q), II Q") I.R.S. IDENTIFI 94-3294957  A MEMBER OF A GROUP  (a)  EZATION  SOLE VOTING POWER 0  SHARED VOTING POWE	A DELAWARE CATION NO. OF  (b) X	

)

10	CHECK BOX IF THE AGG:	 REGATE AMO	DUNT IN ROW (	 9)	
	EXCLUDES CERTAIN SHA	RES			[ ]
11	PERCENT OF CLASS REP	RESENTED E	BY AMOUNT IN	 ROW 9	
					0.0%
12	TYPE OF REPORTING PE	RSON			
					PN
CUSIP NO. 38	3259P508	13	 3 G 	Page 5 of 13	Pages
1	NAME OF REPORTING PESC VIII MANAGEMENT, I.R.S. IDENTIFICATION 94-3294955	LLC ("SC V		(ENTITIES ONLY	·)
2	CHECK THE APPROPRIAT	E BOX IF A	A MEMBER OF A	GROUP	
				(a)	(b) X
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE	OF ORGANI	ZATION		
	DELAWARE				
		5	SOLE VOTII	NG POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	442,167 shares as VIII, 0 sh by SITP directly VIII LLC sof SC VIIVIII Q. (1)	•	eld by SC ectly held hares are VIII Q. SC l Partner and SITP
		7	SOLE DISPO	OSITIVE POWER	
		8	SHARED DIS 442,167 s shares as VIII, 0 sl by SITP v directly VIII LLC	SPOSITIVE POWER shares of which which was are directly holder and 0 sheld by SITP is the General of the strength of the streng	ch 442,167 deld by SC octly held dhares are VIII Q. SC d. Partner

VIII Q. (1)

			VIII Q. (1	)	
9	AGGREGATE AMOUNT BENEFI	CIALLY O	WNED BY EACH	REPORTING P	ERSON
					442,167
10	CHECK BOX IF THE AGGREG EXCLUDES CERTAIN SHARES		NT IN ROW (9	)	
					[ ]
11	PERCENT OF CLASS REPRES	SENTED BY	AMOUNT IN R	OW 9	
					0.2%
12	TYPE OF REPORTING PERSO	ON			
					00
CUSIP NO. 38	259P508 	13	G 	Page 6 of	13 Pages
1	NAME OF REPORTING PERSO MICHAEL MORITZ	N			
	I.R.S. IDENTIFICATION N	NO. OF AB	OVE PERSONS	(ENTITIES ON	LY)
2	CHECK THE APPROPRIATE E	BOX IF A	 MEMBER OF A	 GROUP	
			(	a)	(b) X
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF	F ORGANIZ	ATION		
	USA				
		5	SOLE VOTIN		
BE OW	NUMBER OF SHARES NEFICIALLY NED BY EACH REPORTING PERSON WITH	6	shares ar VIII, 0 sh by SITP directly Moritz is VIII LLC. beneficial shares exc	hares of whe directly ares are divided in the control of the contr	ich 442,167 held by SC rectly held shares are VIII Q. Mr. Member of SC z disclaims of all such xtent of his y interest
		7	SOLE DISPO 1,420,705	SITIVE POWER	

	•	5 5			
		8	442,167 shares a VIII, 0 s by SITP directly Moritz is VIII LLC beneficia shares ex	shares of where directly shares are divided by SITP and 0 held by SITP and an aging and more than all ownership accept to the end pecuniar (1)	held by SC rectly held shares are VIII Q. Mr. Member of SC z disclaims of all such
9	AGGREGATE AMOUNT I	BENEFICIALLY	OWNED BY EAC	CH REPORTING P	ERSON
					1,862,872
10	CHECK BOX IF THE A		OUNT IN ROW (	(9)	
					[ ]
11	PERCENT OF CLASS F	REPRESENTED E	BY AMOUNT IN	ROW 9	
					0.9%
12	TYPE OF REPORTING	PERSON			
					IN
CUSIP NO.	38259P508	 		Page 7 of	
CUSIP NO.	38259P508  NAME OF REPORTING DOUGLAS LEONE I.R.S. IDENTIFICAT	PERSON	-		13 Pages
	NAME OF REPORTING DOUGLAS LEONE	PERSON TION NO. OF A	ABOVE PERSONS	S (ENTITIES ON	13 Pages
1	NAME OF REPORTING DOUGLAS LEONE I.R.S. IDENTIFICA	PERSON TION NO. OF A	ABOVE PERSONS	S (ENTITIES ON	13 Pages
1	NAME OF REPORTING DOUGLAS LEONE I.R.S. IDENTIFICA	PERSON TION NO. OF A	ABOVE PERSONS	G (ENTITIES ON	13 Pages
1	NAME OF REPORTING DOUGLAS LEONE I.R.S. IDENTIFICAT	PERSON TION NO. OF A	ABOVE PERSONS	G (ENTITIES ON	13 Pages
1 2 2 3	NAME OF REPORTING DOUGLAS LEONE I.R.S. IDENTIFICAT	PERSON TION NO. OF A	ABOVE PERSONS	G (ENTITIES ON	13 Pages
1 2 2 3	NAME OF REPORTING DOUGLAS LEONE I.R.S. IDENTIFICAT	PERSON TION NO. OF A	ABOVE PERSONS	G (ENTITIES ON A GROUP  (a)	13 Pages

	REPORTING PERSON WITH		directly held by SITP VIII Q. Mr Leone is a Managing Member of So VIII LLC. Mr. Leone disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein. (1)
		7	SOLE DISPOSITIVE POWER 983,716
		8	SHARED DISPOSITIVE POWER  442,167 shares of which 442,167 shares are directly held by SOVIII, 0 shares are directly held by SITP VIII and 0 shares are directly held by SITP VIII Q. Mr Leone is a Managing Member of SOVIII LLC. Mr. Leone disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein. (1)
9	AGGREGATE AMOUNT BENEF	CIALLY	OWNED BY EACH REPORTING PERSON
			1,425,883
10	CHECK BOX IF THE AGGRE EXCLUDES CERTAIN SHARE		UNT IN ROW (9)
			[ ]
11	PERCENT OF CLASS REPRE	SENTED B	Y AMOUNT IN ROW 9
			0.7%
12	TYPE OF REPORTING PERS	ON	
			IN
CUSIP NO.	 	13	G Page 8 of 13 Pages
1	NAME OF REPORTING PERS MARK STEVENS I.R.S. IDENTIFICATION		BOVE PERSONS (ENTITIES ONLY)
2	CHECK THE APPROPRIATE	BOX IF A	MEMBER OF A GROUP
			(a) (b) X
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE C	 F ORGANI	ZATION

USA

PERCENT OF CLASS REPRE		Y AMOUNT IN ROW 9  0.8%  IN
PERCENT OF CLASS REPRE	SENTED B	
PERCENT OF CLASS REPRE	SENTED B	Y AMOUNT IN ROW 9
		L J
		1,575,420
AGGREGATE AMOUNT BENEF	CIALLY	OWNED BY EACH REPORTING PERSON
	8	SHARED DISPOSITIVE POWER  442,167 shares of which 442,167 shares are directly held by SC VIII, 0 shares are directly held by SITP VIII and 0 shares are directly held by SITP VIII Q. Mr Stevens is a Managing Member of SC VIII LLC. Mr. Stevens disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein. (1)
	7	SOLE DISPOSITIVE POWER 1,133,253
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		VIII, O shares are directly held by SITP VIII and O shares are directly held by SITP VIII Q. Mr Stevens is a Managing Member of SC VIII LLC. Mr. Stevens disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein. (1)
		SHARED VOTING POWER  442,167 shares of which 442,167 shares are directly held by S0
	5	SOLE VOTING POWER 1,133,253
	SHARES EFICIALLY ED BY EACH EPORTING PERSON WITH  AGGREGATE AMOUNT BENEF	UMBER OF 6 SHARES EFICIALLY ED BY EACH EPORTING PERSON WITH

MICHAEL GOGUEN \_\_\_\_\_\_ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \_\_\_\_\_\_ SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION USA SOLE VOTING POWER 284,724 SHARED VOTING POWER 442,167 shares of which 442,167 NUMBER OF shares are directly held by SC SHARES VIII, 0 shares are directly held BENEFICIALLY by SITP VIII and 0 shares are OWNED BY EACH directly held by SITP VIII Q. Mr. Goguen is a Managing Member of SC REPORTING VIII LLC. Mr. Goguen disclaims PERSON beneficial ownership of all such WITH shares except to the extent of his individual pecuniary interest therein. (1) \_\_\_\_\_ SOLE DISPOSITIVE POWER 284,724 SHARED DISPOSITIVE POWER 442,167 shares of which 442,167 shares are directly held by SC VIII, 0 shares are directly held by SITP VIII and 0 shares are directly held by SITP VIII Q. Mr. Goquen is a Managing Member of SC VIII LLC. Mr. Goguen disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein. (1) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON \_\_\_\_\_\_ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

\_\_\_\_\_

12

TYPE OF REPORTING PERSON

IN

\_\_\_\_\_

(1) The shares directly held by SC VIII are comprised of 413,704 shares of Class A common stock and 28,463 shares of Class B common stock. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to voting and conversion. Each share of Class A common stock is entitled to one vote per share. Each share of Class B common stock is entitled to ten votes per share and is convertible at any time into one share of Class A common stock.

(2) The shares directly held by Mr. Moritz are comprised of 393,573 shares of Class A common stock and 1,027,132 shares of Class B common stock. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to voting and conversion. Each share of Class A common stock is entitled to one vote per share. Each share of Class B common stock is entitled to ten votes per share and is convertible at any time into one share of Class A common stock.

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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.

(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.		is filed pursuant to Rule the person filing is a:	s 13d-1(b) or 13d-2(b) or
			NOT APPLICABLE	
ITEM	4.	Ownership		
		SEE ROW	NS 5 THROUGH 11 OF COVER PA	GES
CUSIE	NO.	38259P508		Page 11 of 13 Pages
ITEM	5.	OWNERSHIP OF FIVE F	PERCENT OR LESS OF A CLASS	
		hereof the reportir	is being filed to report ng person has ceased to be of the class of securities,	the beneficial owner of
ITEM	6.	OWNERSHIP OF MORE I	CHAN FIVE PERCENT ON BEHALF	OF ANOTHER PERSON
			NOT APPLICABLE	
ITEM	7.		CLASSIFICATION OF THE SUBS	
			NOT APPLICABLE	
ITEM	8.	IDENTIFICATION AND	CLASSIFICATION OF MEMBERS	OF THE GROUP
			NOT APPLICABLE	
ITEM	9.	NOTICE OF DISSOLUTI	ON OF GROUP	
			NOT APPLICABLE	
ITEM	10.	CERTIFICATION		
			NOT APPLICABLE	
CUSIE	 P 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 1, 2006

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

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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 1, 2006

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