
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2014

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number: 001-36380

Google Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0493581
(I.R.S. Employer
Identification Number)

**1600 Amphitheatre Parkway
Mountain View, CA 94043**

(Address of principal executive offices, including zip code)

(650) 253-0000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated
filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At October 16, 2014, there were 284,816,184 shares of Google's Class A common stock outstanding, 54,210,195 shares of Google's Class B common stock outstanding and 339,339,275 Class C capital stock outstanding.

Google Inc.
Form 10-Q
For the Quarterly Period Ended September 30, 2014
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NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, among other things, statements regarding:

- the growth of our business and revenues and our expectations about the factors that influence our success and trends in our business;
- our plans to continue to invest in new businesses, products and technologies, systems, facilities, and infrastructure, to continue to hire aggressively and provide competitive compensation programs, as well as to continue to invest in acquisitions;
- seasonal fluctuations in internet usage and advertiser expenditures, traditional retail seasonality and macroeconomic conditions, which are likely to cause fluctuations in our quarterly results;
- the potential for declines in our revenue growth rate;
- our expectation that growth in advertising revenues from our websites will continue to exceed that from our Google Network Members' websites, which will have a positive impact on our operating margins;
- our expectation that we will continue to pay most of the fees we receive from advertisers on our Google Network Members' websites to our Google Network Members;
- our expectation that we will continue to take steps to improve the relevance of the ads we deliver and to reduce the number of accidental clicks;
- fluctuations in aggregate paid clicks and average cost-per-click;
- our belief that our foreign exchange risk management program will not fully offset our net exposure to fluctuations in foreign currency exchange rates;
- the expected increase of costs related to hedging activities under our foreign exchange risk management program;
- our expectation that our cost of revenues, research and development expenses, sales and marketing expenses, and general and administrative expenses will increase in dollars and may increase as a percentage of revenues;
- our potential exposure in connection with pending investigations, proceedings, and other contingencies;
- our expectation that our traffic acquisition costs will fluctuate in the future;
- our continued investments in international markets;
- estimates of our future compensation expenses;
- fluctuations in our effective tax rate;
- the sufficiency of our sources of funding;
- our payment terms to certain advertisers, which may increase our working capital requirements;
- fluctuations in our capital expenditures;
- our expectations regarding the trading price of our Class A common stock and Class C capital stock; and
- our expectations about the disposition of the Motorola Mobile business;

as well as other statements regarding our future operations, financial condition and prospects, and business strategies. Forward-looking statements may appear throughout this report, including without limitation, the following sections: Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Part II, Item 1A, "Risk Factors." Forward-looking statements generally can be identified by words such as "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "projects," "will be," "will continue," "will likely result," and similar expressions. These forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties, which could cause our actual results to differ materially from those reflected in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this Quarterly Report on Form 10-Q, and in particular, the risks discussed under the caption "Risk Factors" in Part II, Item 1A of this report and those discussed in other documents we file with the Securities and Exchange Commission (SEC). We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

As used herein, "Google," "we," "our," and similar terms include Google Inc. and its subsidiaries, unless the context indicates otherwise.

"Google" and other trademarks of ours appearing in this report are our property. This report contains additional trade names and trademarks of other companies. We do not intend our use or display of other companies' trade names or trademarks to imply an endorsement or sponsorship of us by such companies, or any relationship with any of these companies.

PART I - FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
Google Inc.
CONSOLIDATED BALANCE SHEETS

(In millions, except share and par value amounts which are reflected in thousands and par value per share amounts)

	As of December 31, 2013	As of September 30, 2014 (unaudited)
Assets		
Current assets:		
Cash and cash equivalents	\$ 18,898	\$ 15,605
Marketable securities	39,819	46,552
Total cash, cash equivalents, and marketable securities (including securities loaned of \$5,059 and \$4,219)	58,717	62,157
Accounts receivable, net of allowance of \$631 and \$230	8,882	8,237
Inventories	426	279
Receivable under reverse repurchase agreements	100	825
Deferred income taxes, net	1,526	1,372
Income taxes receivable, net	408	957
Prepaid revenue share, expenses and other assets	2,827	2,700
Assets held for sale	0	3,588
Total current assets	72,886	80,115
Prepaid revenue share, expenses and other assets, non-current	1,976	2,010
Non-marketable equity investments	1,976	2,470
Property and equipment, net	16,524	20,981
Intangible assets, net	6,066	4,744
Goodwill	11,492	15,461
Total assets	<u>\$ 110,920</u>	<u>\$ 125,781</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 2,453	\$ 1,368
Short-term debt	3,009	2,009
Accrued compensation and benefits	2,502	2,428
Accrued expenses and other current liabilities	3,755	3,933
Accrued revenue share	1,729	1,761
Securities lending payable	1,374	3,402
Deferred revenue	1,062	820
Income taxes payable, net	24	0
Liabilities held for sale	0	2,199
Total current liabilities	15,908	17,920
Long-term debt	2,236	3,230
Deferred revenue, non-current	139	154
Income taxes payable, non-current	2,638	3,117
Deferred income taxes, net, non-current	1,947	1,554
Other long-term liabilities	743	991

Stockholders' equity:		
Convertible preferred stock, \$0.001 par value per share, 100,000 shares authorized; no shares issued and outstanding	0	0
Class A and Class B common stock, and Class C capital stock and additional paid-in capital, \$0.001 par value per share: 15,000,000 shares authorized (Class A 9,000,000, Class B 3,000,000, Class C 3,000,000); 671,664 (Class A 279,325, Class B 56,507, Class C 335,832) and par value of \$672 (Class A \$279, Class B \$57, Class C \$336) and 678,277 (Class A 284,674, Class B 54,321, Class C 339,282) and par value of \$678 (Class A \$285, Class B \$54, Class C \$339) shares issued and outstanding	25,922	27,948
Accumulated other comprehensive income (loss)	125	(82)
Retained earnings	61,262	70,949
Total stockholders' equity	87,309	98,815
Total liabilities and stockholders' equity	<u>\$ 110,920</u>	<u>\$ 125,781</u>

See accompanying notes.

Google Inc.

CONSOLIDATED STATEMENTS OF INCOME

(In millions, except share amounts which are reflected in thousands and per share amounts)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2014	2013	2014
	(unaudited)			
Revenues	\$ 13,754	\$ 16,523	\$ 39,812	\$ 47,898
Costs and expenses:				
Cost of revenues ⁽¹⁾	5,409	6,695	15,740	18,770
Research and development ⁽¹⁾	1,821	2,655	5,204	7,019
Sales and marketing ⁽¹⁾	1,628	2,084	4,646	5,754
General and administrative ⁽¹⁾	1,135	1,365	3,248	4,258
Total costs and expenses	9,993	12,799	28,838	35,801
Income from operations	3,761	3,724	10,974	12,097
Interest and other income, net	14	133	384	635
Income from continuing operations before income taxes	3,775	3,857	11,358	12,732
Provision for income taxes	612	859	1,893	2,594
Net income from continuing operations	3,163	2,998	9,465	10,138
Net income (loss) from discontinued operations ⁽¹⁾	(193)	(185)	79	(451)
Net income	\$ 2,970	\$ 2,813	\$ 9,544	\$ 9,687
Net income (loss) per share -- basic:				
Continuing operations	\$ 4.74	\$ 4.42	\$ 14.25	\$ 15.02
Discontinued operations	(0.29)	(0.27)	0.12	(0.67)
Net income per share - basic	\$ 4.45	\$ 4.15	\$ 14.37	\$ 14.35
Net income (loss) per share -- diluted:				
Continuing operations	\$ 4.66	\$ 4.36	\$ 14.00	\$ 14.77
Discontinued operations	(0.28)	(0.27)	0.12	(0.66)
Net income per share - diluted	\$ 4.38	\$ 4.09	\$ 14.12	\$ 14.11
Shares used in per share calculation - basic	667,232	677,097	664,366	674,933
Shares used in per share calculation - diluted	678,470	688,215	676,156	686,597
⁽¹⁾ Includes stock-based compensation expense as follows:				
Cost of revenues	\$ 133	\$ 169	\$ 342	\$ 364
Research and development	436	666	1,175	1,569
Sales and marketing	155	197	398	502
General and administrative	132	223	339	539
Discontinued operations	30	35	187	118
Total stock-based compensation expense	\$ 886	\$ 1,290	\$ 2,441	\$ 3,092

See accompanying notes.

Google Inc.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
	(unaudited)			
Net income	\$ 2,970	\$ 2,813	\$ 9,544	\$ 9,687
Other comprehensive income (loss):				
Change in foreign currency translation adjustment	261	(677)	57	(623)
Available-for-sale investments:				
Change in net unrealized gains (losses)	257	(195)	(402)	250
Less: reclassification adjustment for net (gains) losses included in net income	21	(15)	(133)	(122)
Net change (net of tax effect of \$31, \$66, \$208 and \$38)	278	(210)	(535)	128
Cash flow hedges:				
Change in net unrealized gains (losses)	(28)	310	97	304
Less: reclassification adjustment for net gains included in net income	(14)	(7)	(58)	(16)
Net change (net of tax effect of \$24, \$122, \$23 and \$113)	(42)	303	39	288
Other comprehensive income (loss)	497	(584)	(439)	(207)
Comprehensive income	<u>\$ 3,467</u>	<u>\$ 2,229</u>	<u>\$ 9,105</u>	<u>\$ 9,480</u>

See accompanying notes.

Google Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

Nine Months Ended

September 30,

2013 2014

(unaudited)

	2013	2014
Operating activities		
Net income	\$ 9,544	\$ 9,687
Adjustments:		
Depreciation expense and loss on disposal of property and equipment	2,024	2,513
Amortization and impairment of intangibles and other assets	879	1,199
Stock-based compensation expense	2,441	3,092
Excess tax benefits from stock-based award activities	(302)	(467)
Deferred income taxes	125	(498)
Gain on divestiture of businesses	(705)	0
Gain on equity interest	0	(126)
Gain on sale of non-marketable equity investments	0	(139)
Other	44	45
Changes in assets and liabilities, net of effects of acquisitions:		
Accounts receivable	(454)	(490)
Income taxes, net	(79)	351
Inventories	(46)	46
Prepaid revenue share, expenses and other assets	(149)	460
Accounts payable	285	(113)
Accrued expenses and other liabilities	(270)	416
Accrued revenue share	8	36
Deferred revenue	76	0
Net cash provided by operating activities	13,421	16,012
Investing activities		
Purchases of property and equipment	(5,103)	(7,408)
Purchases of marketable securities	(31,746)	(43,192)
Maturities and sales of marketable securities	23,241	36,650
Investments in non-marketable equity investments	(471)	(536)
Cash collateral related to securities lending	220	2,029
Investments in reverse repurchase agreements	600	(725)
Proceeds from divestiture of businesses	2,525	0
Acquisitions, net of cash acquired, and purchases of intangibles and other assets	(1,328)	(4,632)
Net cash used in investing activities	(12,062)	(17,814)
Financing activities		
Net payments related to stock-based award activities	(637)	(1,548)
Excess tax benefits from stock-based award activities	302	467
Proceeds from issuance of debt, net of costs	8,350	9,167
Repayments of debt	(8,904)	(9,181)
Net cash used in financing activities	(889)	(1,095)

Effect of exchange rate changes on cash and cash equivalents	(6)	(236)
Net increase (decrease) in cash and cash equivalents	464	(3,133)
Cash and cash equivalents at beginning of period	14,778	18,898
Reclassification to assets held for sale	0	(160)
Cash and cash equivalents at end of period	\$ 15,242	\$ 15,605

Supplemental disclosures of cash flow information

Cash paid for taxes	\$ 1,304	\$ 2,382
Cash paid for interest	\$ 36	\$ 56
Non-cash investing and financing activities:		
Receipt of Arris shares in connection with divestiture of Motorola Home	\$ 175	\$ 0
Property under capital lease	\$ 258	\$ 0

See accompanying notes.

Google Inc.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

Note 1. Google Inc. and Summary of Significant Accounting Policies

We were incorporated in California in September 1998 and re-incorporated in the State of Delaware in August 2003. We generate revenues primarily by delivering relevant, cost-effective online advertising.

On January 29, 2014, we entered into an agreement with Lenovo Group Limited (Lenovo) providing for the disposition of the Motorola Mobile business. As such, the financial results of Motorola Mobile are presented as "Net income (loss) from discontinued operations" on the Consolidated Statements of Income for the three and nine months ended September 30, 2013 and 2014; and assets and liabilities of Motorola Mobile to be disposed of are presented as "Assets held for sale" and "Liabilities held for sale" on the Consolidated Balance Sheet as of September 30, 2014, respectively.

On April 2, 2014, we completed a two-for-one stock split effected in the form of a stock dividend (the Stock Split). All references made to share or per share amounts in the accompanying consolidated financial statements and applicable disclosures have been retroactively adjusted to reflect the Stock Split. See Notes 11 and 12 for additional information about the Stock Split.

Basis of Consolidation

The consolidated financial statements include the accounts of Google Inc. and our subsidiaries. All intercompany balances and transactions have been eliminated.

Unaudited Interim Financial Information

The accompanying Consolidated Balance Sheet as of September 30, 2014, the Consolidated Statements of Income for the three and nine months ended September 30, 2013 and 2014, the Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2013 and 2014, and the Consolidated Statements of Cash Flows for the nine months ended September 30, 2013 and 2014 are unaudited. These unaudited interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (GAAP). In our opinion, the unaudited interim consolidated financial statements include all adjustments of a normal recurring nature necessary for the fair presentation of our financial position as of September 30, 2014, our results of operations for the three and nine months ended September 30, 2013 and 2014, and our cash flows for the nine months ended September 30, 2013 and 2014. The results of operations for the three and nine months ended September 30, 2014 are not necessarily indicative of the results to be expected for the year ending December 31, 2014.

These unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed with the SEC on February 12, 2014.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the amounts reported and disclosed in the financial statements and the accompanying notes. Actual results could differ materially from these estimates. On an ongoing basis, we evaluate our estimates, including those related to the accounts receivable and sales allowances, fair values of financial instruments, intangible assets and goodwill, useful lives of intangible assets and property and equipment, fair values of stock-based awards, inventory valuations, income taxes, and contingent liabilities, among others. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities.

Recent Accounting Pronouncement

In April 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2014-08 (ASU 2014-08) "Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." ASU 2014-08 raises the threshold for a disposal to qualify as a discontinued operation and requires new disclosures of both

discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. It is effective for annual periods beginning on or after December 15, 2014. Early adoption is permitted but only for disposals that have not been reported in financial statements previously issued. We do not expect the impact of the adoption of ASU 2014-08 to be material to our consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09 (ASU 2014-09) "Revenue from Contracts with Customers." ASU 2014-09 supersedes the revenue recognition requirements in "Revenue Recognition (Topic 605)", and requires entities to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early adoption is not permitted. We are currently in the process of evaluating the impact of the adoption of ASU 2014-09 on our consolidated financial statements.

In June 2014, the FASB issued Accounting Standards Update No. 2014-10 (ASU 2014-10) "Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation". ASU 2014-10 removes the definition of a development stage entity from the Master Glossary of the ASC thereby removing the financial reporting distinction between development stage entities and other reporting entities. The amendment eliminating the exception to the sufficiency-of-equity-at-risk criterion for development stage entities should be applied retrospectively for annual reporting periods beginning after December 15, 2015, and interim periods therein. Early application of these amendments is permitted. We are currently in the process of evaluating the impact of the adoption of ASU 2014-10 on our consolidated financial statements.

Prior Period Reclassifications

Reclassifications of prior period amounts related to discontinued operations as a result of the expected Motorola Mobile disposition, and share and per share amounts due to the Stock Split have been made to conform to the current period presentation.

Note 2. Financial Instruments

Fair Value Measurements

We measure our cash equivalents, marketable securities, and foreign currency and interest rate derivative contracts at fair value on a recurring basis. Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. Assets and liabilities recorded at fair value are measured and classified in accordance with a three-tier fair value hierarchy based on the observability of the inputs available in the market used to measure fair value:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Inputs that are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant inputs are observable in the market or can be derived from observable market data. Where applicable, these models project future cash flows and discount the future amounts to a present value using market-based observable inputs including interest rate curves, foreign exchange rates, and credit ratings.

Level 3 - Unobservable inputs that are supported by little or no market activities.

The fair value hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

We classify our cash equivalents and marketable securities within Level 1 or Level 2 because we use quoted market prices or alternative pricing sources and models utilizing market observable inputs to determine their fair value. We classify our foreign currency and interest rate derivative contracts primarily within Level 2 as the valuation inputs are based on quoted prices and market observable data of similar instruments.

- (2) The balances at December 31, 2013 and September 30, 2014 were related to cash collateral received in connection with our securities lending program, which was invested in reverse repurchase agreements maturing within three months. See section titled "*Securities Lending Program*" below for further discussion of this program.
- (3) Fixed-income bond funds consist of mutual funds that primarily invest in corporate and government bonds.

Cash, cash equivalents and marketable securities to be disposed of as a result of the Motorola Mobile disposition were included in "Assets held for sale" on the Consolidated Balance Sheet as of September 30, 2014, and accordingly, are not included in this table.

During the second quarter of 2013, we received approximately \$175 million in Arris Group, Inc. (Arris) common stock (10.6 million shares) in connection with the sale of the Motorola Home business (see details in Note 8). These shares are accounted for as available-for-sale marketable equity securities.

We determine realized gains or losses on the sale of marketable securities on a specific identification method. We recognized gross realized gains of \$35 million and \$252 million for the three and nine months ended September 30, 2013 and \$33 million and \$189 million for the three and nine months ended September 30, 2014. We recognized gross realized losses of \$61 million and \$117 million for the three and nine months ended September 30, 2013 and \$15 million and \$49 million for the three and nine months ended September 30, 2014. We reflect these gains and losses as a component of "Interest and other income, net" in the accompanying Consolidated Statements of Income.

The following table summarizes the estimated fair value of our investments in marketable debt securities, accounted for as available-for-sale securities and classified by the contractual maturity date of the securities (in millions):

	As of September 30, 2014 (unaudited)
Due in 1 year	\$ 8,854
Due in 1 year through 5 years	22,010
Due in 5 years through 10 years	6,790
Due after 10 years	8,192
Total	\$ 45,846

The following tables present gross unrealized losses and fair values for those investments that were in an unrealized loss position as of December 31, 2013 and September 30, 2014, aggregated by investment category and the length of time that individual securities have been in a continuous loss position (in millions):

	As of December 31, 2013					
	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U.S. government notes	\$ 4,404	\$ (37)	\$ 0	\$ 0	\$ 4,404	\$ (37)
U.S. government agencies	496	(3)	0	0	496	(3)
Foreign government bonds	899	(23)	83	(3)	982	(26)
Municipal securities	1,210	(32)	99	(4)	1,309	(36)
Corporate debt securities	2,583	(62)	69	(5)	2,652	(67)
Agency residential mortgage-backed securities	4,065	(167)	468	(20)	4,533	(187)
Asset-backed securities	643	(2)	0	0	643	(2)
Total	\$ 14,300	\$ (326)	\$ 719	\$ (32)	\$ 15,019	\$ (358)

	As of September 30, 2014					
	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(unaudited)					
U.S. government notes	\$ 3,623	\$ (4)	\$ 296	\$ (4)	\$ 3,919	\$ (8)
U.S. government agencies	1,457	(4)	0	0	1,457	(4)
Foreign government bonds	480	(6)	208	(5)	688	(11)
Municipal securities	268	(1)	198	(3)	466	(4)
Corporate debt securities	4,901	(62)	294	(12)	5,195	(74)
Agency residential mortgage-backed securities	1,763	(5)	2,518	(83)	4,281	(88)
Asset-backed securities	1,454	(2)	189	(1)	1,643	(3)
Fixed-income bond funds	366	(19)	0	0	366	(19)
Total	<u>\$ 14,312</u>	<u>\$ (103)</u>	<u>\$ 3,703</u>	<u>\$ (108)</u>	<u>\$ 18,015</u>	<u>\$ (211)</u>

We periodically review our marketable debt and equity securities for other-than-temporary impairment. We consider factors such as the duration, severity and the reason for the decline in value, the potential recovery period and our intent to sell. For marketable debt securities, we also consider whether (i) it is more likely than not that we will be required to sell the debt securities before recovery of their amortized cost basis, and (ii) the amortized cost basis cannot be recovered as a result of credit losses. During the three and nine months ended September 30, 2013 and 2014, we did not recognize any other-than-temporary impairment loss.

Securities Lending Program

From time to time, we enter into securities lending agreements with financial institutions to enhance investment income. We loan selected securities which are collateralized in the form of cash or securities. Cash collateral is invested in reverse repurchase agreements which are collateralized in the form of securities.

We classify loaned securities as cash equivalents or marketable securities and record the cash collateral as an asset with a corresponding liability in the accompanying Consolidated Balance Sheets. We classify reverse repurchase agreements maturing within three months as cash equivalents and those longer than three months as receivable under reverse repurchase agreements in the accompanying Consolidated Balance Sheets. For security collateral received, we do not record an asset or liability except in the event of counterparty default.

Derivative Financial Instruments

We recognize derivative instruments as either assets or liabilities in the accompanying Consolidated Balance Sheets at fair value. We record changes in the fair value (i.e. gains or losses) of the derivatives in the accompanying Consolidated Statements of Income as "Interest and other income, net", as part of revenues, or as a component of accumulated other comprehensive income (AOCI) in the accompanying Consolidated Balance Sheets, as discussed below.

We enter into foreign currency contracts with financial institutions to reduce the risk that our cash flows and earnings will be adversely affected by foreign currency exchange rate fluctuations. We use certain interest rate derivative contracts to hedge interest rate exposures on our fixed income securities and our anticipated debt issuance. Our program is not used for trading or speculative purposes.

We enter into master netting arrangements, which reduce credit risk by permitting net settlement of transactions with the same counterparty. To further reduce credit risk, we enter into collateral security arrangements under which the counterparty is required to provide collateral when the net fair value of certain financial instruments fluctuates from contractually established thresholds. We can take possession of the collateral in the event of counterparty default. As of December 31, 2013 and September 30, 2014, we received cash collateral related to the derivative instruments under our collateral security arrangements of \$35 million and \$199 million.

Cash Flow Hedges

We use options designated as cash flow hedges to hedge certain forecasted revenue transactions denominated in currencies other than the U.S. dollar. The notional principal of these contracts was approximately \$10.0 billion and

\$13.6 billion as of December 31, 2013 and September 30, 2014. These foreign exchange contracts have maturities of 36 months or less.

In 2012, we entered into forward-starting interest rate swaps, with a total notional amount of \$1.0 billion and terms calling for us to receive interest at a variable rate and to pay interest at a fixed rate, that effectively locked in an interest rate on our anticipated debt issuance of \$1.0 billion in 2014. We issued \$1.0 billion of unsecured senior notes in February 2014 (See details in Note 3). As a result, we terminated the forward-starting interest rate swaps upon the debt issuance. The gain associated with the termination is reported within operating activities in the Consolidated Statement of Cash Flows for the nine months ended September 30, 2014, consistent with the impact of the hedged item.

We reflect gains or losses on the effective portion of a cash flow hedge as a component of AOCI and subsequently reclassify cumulative gains and losses to revenues or interest expense when the hedged transactions are recorded. If the hedged transactions become probable of not occurring, the corresponding amounts in AOCI would be immediately reclassified to "Interest and other income, net". Further, we exclude the change in the time value of the options from our assessment of hedge effectiveness. We record the premium paid or time value of an option on the date of purchase as an asset. Thereafter, we recognize changes to this time value in "Interest and other income, net".

As of September 30, 2014, the effective portion of our cash flow hedges before tax effect was \$495 million, of which \$339 million is expected to be reclassified from AOCI into earnings within the next 12 months.

Fair Value Hedges

We use forward contracts designated as fair value hedges to hedge foreign currency risks for our investments denominated in currencies other than the U.S. dollar. We exclude changes in the time value for these forward contracts from the assessment of hedge effectiveness. The notional principal of these contracts was \$1.2 billion and \$1.4 billion as of December 31, 2013 and September 30, 2014.

Starting in the quarter ended September 30, 2014, we used interest rate swaps designated as fair value hedges to hedge interest rate risk for certain fixed rate securities. The notional principal of these contracts was \$0 million and \$30 million as of December 31, 2013 and September 30, 2014.

Gains and losses on these forward contracts and interest rate swaps are recognized in "Interest and other income, net" along with the offsetting losses and gains of the related hedged items.

Other Derivatives

Other derivatives not designated as hedging instruments consist of forward contracts that we use to hedge intercompany transactions and other monetary assets or liabilities denominated in currencies other than the local currency of a subsidiary. We recognize gains and losses on these contracts, as well as the related costs in "Interest and other income, net" along with the foreign currency gains and losses on monetary assets and liabilities. The notional principal of foreign exchange contracts outstanding was \$9.4 billion and \$6.1 billion at December 31, 2013 and September 30, 2014.

We also use exchange-traded interest rate futures contracts and "To Be Announced" (TBA) forward purchase commitments of mortgage-backed assets to hedge interest rate risks on certain fixed income securities. The TBA contracts meet the definition of derivative instruments in cases where physical delivery of the assets is not taken at the earliest available delivery date. Our interest rate futures and TBA contracts (together interest rate contracts) are not designated as hedging instruments. We recognize gains and losses on these contracts, as well as the related costs, in "Interest and other income, net". The gains and losses are generally economically offset by unrealized gains and losses in the underlying available-for-sale securities, which are recorded as a component of AOCI until the securities are sold or other-than-temporarily impaired, at which time the amounts are moved from AOCI into "Interest and other income, net". The total notional amounts of interest rate contracts outstanding were \$13 million at December 31, 2013 and \$125 million at September 30, 2014.

The fair values of our outstanding derivative instruments were as follows (in millions):

		As of December 31, 2013		
	Balance Sheet Location	Fair Value of Derivatives Designated as Hedging Instruments	Fair Value of Derivatives Not Designated as Hedging Instruments	Total Fair Value
Derivative Assets:				
<u>Level 2:</u>				
Foreign exchange contracts	Prepaid revenue share, expenses and other assets, current and non-current	\$ 133	\$ 12	\$ 145
Interest rate contracts	Prepaid revenue share, expenses and other assets, current and non-current	87	0	87
Total		\$ 220	\$ 12	\$ 232
Derivative Liabilities:				
<u>Level 2:</u>				
Foreign exchange contracts	Accrued expenses and other current liabilities	\$ 0	\$ 4	\$ 4
		\$ 0	\$ 4	\$ 4

		As of September 30, 2014		
	Balance Sheet Location	Fair Value of Derivatives Designated as Hedging Instruments	Fair Value of Derivatives Not Designated as Hedging Instruments	Total Fair Value
(unaudited)				
Derivative Assets:				
<u>Level 2:</u>				
Foreign exchange contracts	Prepaid revenue share, expenses and other assets, current and non-current and assets held for sale	\$ 571	\$ 2	\$ 573
Total		\$ 571	\$ 2	\$ 573
Derivative Liabilities:				
<u>Level 2:</u>				
Foreign exchange contracts	Accrued expenses, and other current liabilities and liabilities held for sale	\$ 0	\$ 3	\$ 3
Total		\$ 0	\$ 3	\$ 3

The effect of derivative instruments in cash flow hedging relationships on income and other comprehensive income (OCI) is summarized below (in millions):

Derivatives in Cash Flow Hedging Relationship	Gains (Losses) Recognized in OCI on Derivatives Before Tax Effect (Effective Portion)			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
	(unaudited)			
Foreign exchange contracts	\$ (43)	\$ 436	\$ 87	\$ 458
Interest rate contracts	(1)	0	67	(31)
Total	\$ (44)	\$ 436	\$ 154	\$ 427

Derivatives in Cash Flow Hedging Relationship	Income Statement Location	Gains Reclassified from AOCI into Income (Effective Portion)			
		Three Months Ended September 30,		Nine Months Ended September 30,	
		2013	2014	2013	2014
		(unaudited)			
Foreign exchange contracts	Revenues	\$ 22	\$ 10	\$ 92	\$ 24
Interest rate contracts	Interest and other income, net	0	1	0	2
Total		\$ 22	\$ 11	\$ 92	\$ 26

Derivatives in Cash Flow Hedging Relationship	Income Statement Location	Gains (Losses) Recognized in Income on Derivatives (Amount ⁽¹⁾ Excluded from Effectiveness Testing and Ineffective Portion)			
		Three Months Ended September 30,		Nine Months Ended September 30,	
		2013	2014	2013	2014
		(unaudited)			
Foreign exchange contracts	Interest and other income, net	\$ (135)	\$ (52)	\$ (224)	\$ (186)
Interest rate contracts	Interest and other income, net	0	0	0	4
Total		\$ (135)	\$ (52)	\$ (224)	\$ (182)

⁽¹⁾ Gains (losses) related to the ineffective portion of the hedges were not material in all periods presented.

The effect of derivative instruments in fair value hedging relationships on income is summarized below (in millions):

Derivatives in Fair Value Hedging Relationship	Income Statement Location	Gains (Losses) Recognized in Income on Derivatives ⁽²⁾			
		Three Months Ended September 30,		Nine Months Ended September 30,	
		2013	2014	2013	2014
		(unaudited)			
Foreign exchange contracts	Interest and other income, net	\$ (49)	\$ 73	\$ 13	\$ 52
Hedged item	Interest and other income, net	46	(75)	(19)	(58)
Total		\$ (3)	\$ (2)	\$ (6)	\$ (6)

- (2) Losses related to the amount excluded from effectiveness testing of the hedges were \$3 million and \$6 million for the three and nine months ended September 30, 2013 and \$2 million and \$6 million for the three and nine months ended September 30, 2014.

The effect of derivative instruments not designated as hedging instruments on income is summarized below (in millions):

Derivatives Not Designated As Hedging Instruments		Gains (Losses) Recognized in Income on Derivatives				
		Income Statement Location	Three Months Ended September 30,		Nine Months Ended September 30,	
			2013	2014	2013	2014
(unaudited)						
Foreign exchange contracts	Interest and other income, net, and net income (loss) from discontinued operations	\$ (55)	\$ 172	\$ 102	\$ 59	
Interest rate contracts	Interest and other income, net	2	2	2	2	
Total		\$ (53)	\$ 174	\$ 104	\$ 61	

Offsetting of Derivatives, Securities Lending and Reverse Repurchase Agreements

We present our derivatives, securities lending and reverse repurchase agreements at gross fair values in the Consolidated Balance Sheets. However, our master netting and other similar arrangements allow net settlements under certain conditions. As of December 31, 2013 and September 30, 2014, information related to these offsetting arrangements was as follows (in millions):

Offsetting of Assets

As of December 31, 2013

Description	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheets	Net Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets, but Have Legal Rights to Offset			Net Assets Exposed
				Financial Instruments	Cash Collateral Received	Non-Cash Collateral Received	
Derivatives	\$ 232	\$ 0	\$ 232	\$ (2) ⁽¹⁾	\$ (35)	\$ (52)	\$ 143
Reverse repurchase agreements	1,370	0	1,370 ⁽²⁾	0	0	(1,370)	0
Total	\$ 1,602	\$ 0	\$ 1,602	\$ (2)	\$ (35)	\$ (1,422)	\$ 143

As of September 30, 2014

Description	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheets	Net Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets, but Have Legal Rights to Offset			Net Assets Exposed
				Financial Instruments	Cash Collateral Received	Non-Cash Collateral Received	
Derivatives	\$ 573	\$ 0	\$ 573	\$ (1) ⁽¹⁾	\$ (180)	\$ (269)	\$ 123
Reverse repurchase agreements	2,924	0	2,924 ⁽²⁾	0	0	(2,924)	0
Total	\$ 3,497	\$ 0	\$ 3,497	\$ (1)	\$ (180)	\$ (3,193)	\$ 123

⁽¹⁾ The balances at December 31, 2013 and September 30, 2014 were related to derivative liabilities which are allowed to be net settled against derivative assets in accordance with our master netting agreements.

⁽²⁾ The balances at December 31, 2013 and September 30, 2014 included \$1,270 million and \$2,099 million recorded in cash and cash equivalents, respectively, and \$100 million and \$825 million recorded in receivable under reverse repurchase agreements, respectively.

Offsetting of Liabilities

As of December 31, 2013							
Description	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Net Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets, but Have Legal Rights to Offset			Net Liabilities
				Financial Instruments	Cash Collateral Pledged	Non-Cash Collateral Pledged	
Derivatives	\$ 4	\$ 0	\$ 4	\$ (2) ⁽³⁾	\$ 0	\$ 0	\$ 2
Securities lending agreements	1,374	0	1,374	0	0	(1,357)	17
Total	\$ 1,378	\$ 0	\$ 1,378	\$ (2)	\$ 0	\$ (1,357)	\$ 19

As of September 30, 2014							
Description	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Net Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets, but Have Legal Rights to Offset			Net Liabilities
				Financial Instruments	Cash Collateral Pledged	Non-Cash Collateral Pledged	
Derivatives	\$ 3	\$ 0	\$ 3	\$ (1) ⁽³⁾	\$ 0	\$ 0	\$ 2
Securities lending agreements	3,402	0	3,402	0	0	(3,347)	55
Total	\$ 3,405	\$ 0	\$ 3,405	\$ (1)	\$ 0	\$ (3,347)	\$ 57

⁽³⁾ The balances at December 31, 2013 and September 30, 2014 were related to derivative assets which are allowed to be net settled against derivative liabilities in accordance with our master netting agreements.

Note 3. Debt

Short-Term Debt

We have a debt financing program of up to \$3.0 billion through the issuance of commercial paper. Net proceeds from this program are used for general corporate purposes. At December 31, 2013 and September 30, 2014, we had \$2.0 billion of outstanding commercial paper recorded as short-term debt with weighted-average interest rates of 0.1%. In conjunction with this program, we have a \$3.0 billion revolving credit facility expiring in July 2016. The interest rate for the credit facility is determined based on a formula using certain market rates. At December 31, 2013 and September 30, 2014, we were in compliance with the financial covenant in the credit facility, and no amounts were outstanding under the credit facility at December 31, 2013 and September 30, 2014. The estimated fair value of the commercial paper approximated its carrying value at December 31, 2013 and September 30, 2014.

Long-Term Debt

We issued \$1.0 billion of unsecured senior notes (the "2014 Notes") in February 2014 and \$3.0 billion of unsecured senior notes in three tranches (collectively, the "2011 Notes") in May 2011. On May 19, 2014, we repaid \$1.0 billion on the first tranche of our 2011 Notes upon their maturity. Additionally, we entered into a capital lease obligation in August 2013. The details of these financing arrangements are described in the table below (in millions):

	As of December 31, 2013	As of September 30, 2014 (unaudited)
Short-Term Portion of Long-Term Debt		
1.25% Notes due on May 19, 2014	\$ 1,000	\$ 0
Capital Lease Obligation	9	9
Total	\$ 1,009	\$ 9
Long-Term Debt		
2.125% Notes due on May 19, 2016	\$ 1,000	\$ 1,000
3.625% Notes due on May 19, 2021	1,000	1,000
3.375% Notes due on February 25, 2024	0	1,000
Unamortized discount for the Notes above	(10)	(8)
Subtotal	1,990	2,992
Capital Lease Obligation	246	238
Total	\$ 2,236	\$ 3,230

The effective interest yields of the Notes due in 2016, 2021, and 2024 were 2.241%, 3.734% and 3.377%, respectively. Interest on the 2011 and 2014 Notes is payable semi-annually. The 2011 and 2014 Notes rank equally with each other and with all of our other senior unsecured and unsubordinated indebtedness from time to time outstanding. We may redeem the 2011 and 2014 Notes at any time in whole or in part at specified redemption prices. We are not subject to any financial covenants under the 2011 Notes or the 2014 Notes. We used the net proceeds from the issuance of the 2011 Notes to repay a portion of our outstanding commercial paper and for general corporate purposes. We used the net proceeds from the issuance of the 2014 Notes for the repayment of the portion of the principal amount of our 2011 Notes which matured on May 19, 2014 and for general corporate purposes. The total estimated fair value of the 2011 and 2014 Notes was approximately \$3.1 billion at both December 31, 2013 and September 30, 2014. The fair value of the outstanding 2011 and 2014 Notes was determined based on observable market prices of identical instruments in less active markets and is categorized accordingly as Level 2 in the fair value hierarchy.

In August 2013, we entered into a capital lease obligation on certain property expiring in 2028 with an option to purchase the property in 2016. The effective rate of the capital lease obligation approximates the market rate. The estimated fair value of the capital lease obligation approximated its carrying value at December 31, 2013 and September 30, 2014.

Note 4. Balance Sheet Components

Inventories

Inventories consisted of the following (in millions):

	As of December 31, 2013	As of September 30, 2014 (unaudited)
Raw materials and work in process	\$ 115	\$ 0
Finished goods	311	279
Inventories	\$ 426	\$ 279

Inventories to be disposed of as a result of the Motorola Mobile disposition were included in "Assets held for sale" on the Consolidated Balance Sheet as of September 30, 2014, and accordingly, are not included in this table.

Property and Equipment

Property and equipment consisted of the following (in millions):

	As of December 31, 2013	As of September 30, 2014 (unaudited)
Information technology assets	\$ 9,094	\$ 10,177
Land and buildings	7,488	11,616
Construction in progress	5,602	5,743
Leasehold improvements	1,576	1,677
Furniture and fixtures	77	79
Total	<u>23,837</u>	<u>29,292</u>
Less: accumulated depreciation and amortization	7,313	8,311
Property and equipment, net	<u>\$ 16,524</u>	<u>\$ 20,981</u>

Property under capital lease with a cost basis of \$258 million was included in land and buildings and construction in progress as of September 30, 2014. In October 2014, we completed a purchase of land and office buildings, for total cash consideration of \$585 million. We are currently in the process of valuing the assets and evaluating the impact of the purchase on our consolidated financial statements.

Property and equipment to be disposed of as a result of the Motorola Mobile disposition were included in "Assets held for sale" on the Consolidated Balance Sheet as of September 30, 2014, and accordingly, are not included in this table.

Accumulated Other Comprehensive Income (Loss)

The components of AOCI, net of tax, were as follows (in millions, unaudited):

	Foreign Currency Translation Adjustments	Unrealized Gains on Available-for- Sale Investments	Unrealized Gains on Cash Flow Hedges	Total
Balance as of December 31, 2013	\$ 16	\$ 50	\$ 59	\$ 125
Other comprehensive income (loss) before reclassifications	(623)	250	304	(69)
Amounts reclassified from AOCI	0	(122)	(16)	(138)
Other comprehensive income (loss)	<u>(623)</u>	<u>128</u>	<u>288</u>	<u>(207)</u>
Balance as of September 30, 2014	<u>\$ (607)</u>	<u>\$ 178</u>	<u>\$ 347</u>	<u>\$ (82)</u>

The effects on net income of amounts reclassified from AOCI were as follows (in millions, unaudited):

AOCI Components	Location	Gains (Losses) Reclassified from AOCI to the Consolidated Statement of Income			
		Three Months Ended September 30,		Nine Months Ended September 30,	
		2013	2014	2013	2014
Unrealized gains on available-for-sale investments					
	Interest and other income, net	\$ (26)	\$ 18	\$ 135	\$ 140
	Net Income (loss) from discontinued operations	0	0	43	0
	Benefit from (provision for) income taxes	5	(3)	(45)	(18)
	Net of tax	<u>\$ (21)</u>	<u>\$ 15</u>	<u>\$ 133</u>	<u>\$ 122</u>
Unrealized gains on cash flow hedges					
Foreign exchange contracts	Revenue	\$ 22	\$ 10	\$ 92	\$ 24
Interest rate contracts	Interest and other income, net	0	1	0	2
	Provision for income taxes	(8)	(4)	(34)	(10)
	Net of tax	<u>\$ 14</u>	<u>\$ 7</u>	<u>\$ 58</u>	<u>\$ 16</u>
Total amount reclassified, net of tax		<u><u>\$ (7)</u></u>	<u><u>\$ 22</u></u>	<u><u>\$ 191</u></u>	<u><u>\$ 138</u></u>

Note 5. Acquisitions

Nest

In February 2014, we completed the acquisition of Nest Labs, Inc. (Nest), a company whose mission is to reinvent devices in the home such as thermostats and smoke alarms. Prior to this transaction, we had an approximately 12% ownership interest in Nest. The acquisition is expected to enhance Google's suite of products and services and allow Nest to continue to innovate upon devices in the home, making them more useful, intuitive, and thoughtful, and to reach more users in more countries.

Of the total \$2.5 billion purchase price and the fair value of our previously held equity interest of \$152 million, \$51 million was cash acquired, \$430 million was attributed to intangible assets, \$2.32 billion was attributed to goodwill, and \$129 million was attributed to net liabilities assumed. The goodwill of \$2.32 billion is primarily attributable to the synergies expected to arise after the acquisition. Goodwill is not expected to be deductible for tax purposes.

This transaction is considered a "step acquisition" under GAAP whereby our ownership interest in Nest held before the acquisition was remeasured to fair value at the date of the acquisition. Such fair value was estimated by using discounted cash flow valuation methodologies. Inputs used in the methodologies primarily included projected future cash flows, discounted at a rate commensurate with the risk involved. The gain of \$103 million as a result of remeasurement is included in "Interest and other income, net" on our Consolidated Statement of Income for the nine months ended September 30, 2014.

Dropcam

In July 2014, Nest completed the acquisition of Dropcam, Inc. (Dropcam), a company that enables consumers and businesses to monitor their homes and offices via video, for approximately \$517 million in cash. With Dropcam on board, Nest expects to continue to reinvent products that will help shape the future of the connected home. The fair value of assets acquired and liabilities assumed was based upon a preliminary valuation and our estimates and assumptions are subject to change within the measurement period. The primary areas of the purchase price that are

not yet finalized are related to income taxes and residual goodwill. Of the total purchase price of \$517 million, \$11 million was cash acquired, \$55 million was attributed to intangible assets, \$470 million was attributed to goodwill, and \$19 million was attributed to net liabilities assumed. The goodwill of \$470 million is primarily attributable to the synergies expected to arise after the acquisition. Goodwill is not expected to be deductible for tax purposes.

Skybox

In August 2014, we completed the acquisition of Skybox Imaging, Inc. (Skybox), a satellite imaging company, for approximately \$478 million in cash. We expect the acquisition to keep Google Maps accurate with up-to-date imagery and, over time, improve internet access and disaster relief. The fair value of assets acquired and liabilities assumed was based upon a preliminary valuation and our estimates and assumptions are subject to change within the measurement period. The primary areas of the purchase price that are not yet finalized are related to income taxes and residual goodwill. Of the total purchase price of \$478 million, \$6 million was cash acquired, \$69 million was attributed to intangible assets, \$401 million was attributed to goodwill, and \$2 million was attributed to net assets acquired. The goodwill of \$401 million is primarily attributable to the synergies expected to arise after the acquisition. Goodwill is not expected to be deductible for tax purposes.

Other acquisitions

During the nine months ended September 30, 2014, we completed other acquisitions and purchases of intangible assets for total cash consideration of approximately \$1.1 billion. Of the total \$1.1 billion purchase price and the fair value of our previously held equity interest of \$33 million, \$64 million was cash acquired, \$281 million was attributed to intangible assets, \$879 million was attributed to goodwill, and \$77 million was attributed to net liabilities assumed. These acquisitions generally enhance the breadth and depth of our expertise in engineering and other functional areas, our technologies, and our product offerings. The amount of goodwill expected to be deductible for tax purposes is approximately \$53 million.

Pro forma results of operations for these acquisitions have not been presented because they are not material to the consolidated results of operations, either individually or in aggregate.

For all acquisitions completed during the nine months ended September 30, 2014, patents and developed technology have a weighted-average useful life of 5.1 years, customer relationships have a weighted-average useful life of 4.6 years, and trade names and other have a weighted-average useful life of 7.0 years.

Note 6. Collaboration Agreement

On September 18, 2013, we announced the formation of Calico, a life science company with a mission to harness advanced technologies to increase our understanding of the biology that controls lifespan. Calico's results of operations and statement of financial position are included in our consolidated financial statements. As of September 30, 2014, Google has contributed \$240 million to Calico in exchange for Calico convertible preferred units.

In September 2014, AbbVie Inc. (AbbVie) and Calico announced a research and development collaboration intended to help both companies discover, develop and bring to market new therapies for patients with age-related diseases, including for neurodegeneration and cancer. As of September 30, 2014, AbbVie and Calico have each committed up to \$250 million to fund the collaboration pursuant to the agreement. Calico will use its scientific expertise to establish a world-class research and development facility, with a focus on drug discovery and early drug development; and AbbVie will provide scientific and clinical development support and its commercial expertise to bring new discoveries to market. Both companies will share costs and profits equally. AbbVie's \$250 million contribution has been recorded as a liability on Calico's financial statements, which is reduced and reflected as a reduction to research and development expense as eligible research and development costs are incurred by Calico over the next few years.

Note 7. Goodwill and Other Intangible Assets

The changes in the carrying amount of goodwill for the nine months ended September 30, 2014 were as follows (in millions, unaudited):

Balance as of December 31, 2013	\$ 11,492
Goodwill acquired	4,072
Goodwill reclassified to assets held for sale	(71)
Goodwill adjustment	(32)
Balance as of September 30, 2014	<u>\$ 15,461</u>

Information regarding our acquisition-related intangible assets was as follows (in millions):

	As of December 31, 2013		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
Patents and developed technology	\$ 7,282	\$ 2,102	\$ 5,180
Customer relationships	1,770	1,067	703
Trade names and other	534	351	183
Total	<u>\$ 9,586</u>	<u>\$ 3,520</u>	<u>\$ 6,066</u>

	As of September 30, 2014		
	Gross Carrying Amount	Accumulated Amortization (unaudited)	Net Carrying Value
Patents and developed technology	\$ 6,515	\$ 2,337	\$ 4,178
Customer relationships	1,405	1,127	278
Trade names and other	648	360	288
Total	<u>\$ 8,568</u>	<u>\$ 3,824</u>	<u>\$ 4,744</u>

Goodwill and intangible assets to be disposed of as a result of our Motorola Mobile disposition were included in "Assets held for sale" on the Consolidated Balance Sheet as of September 30, 2014 and accordingly, are not included in the table above. Amortization of these intangible assets was stopped as of the date they were deemed to be held for sale.

Amortization expense relating to acquisition-related intangible assets was \$244 million and \$769 million for the three and nine months ended September 30, 2013 and \$285 million and \$821 million for the three and nine months ended September 30, 2014. Such amounts do not include amortization expenses related to the intangible assets to be disposed of, which were included in "Net income (loss) from discontinued operations".

Additionally, in the third quarter of 2014, we recorded an impairment charge in "Cost of revenues" of \$378 million related to a patent licensing royalty asset acquired in connection with the Motorola acquisition, which Google will retain subsequent to the disposal of Motorola Mobile. The asset was determined to be impaired due to prolonged decreased royalty payments and unpaid interest owed and was written down to its fair value during the quarter. Fair value was determined based on a discounted cash flow method and reflects a reduction in estimated future cash flows associated with the patent licensing royalty asset and falls within level 3 in fair value hierarchy.

As of September 30, 2014, expected amortization expense relating to acquisition-related intangible assets for each of the next five years and thereafter was as follows (in millions, unaudited):

Remainder of 2014	\$ 244
2015	852
2016	764
2017	686
2018	621
Thereafter	1,577
	<u>\$ 4,744</u>

Note 8. Discontinued Operations

Motorola Mobile

On January 29, 2014, we entered into an agreement with Lenovo providing for the disposition of the Motorola Mobile business for a total purchase price of approximately \$2.9 billion (subject to certain adjustments), including \$1.4 billion to be paid at close, comprised of \$660 million in cash and \$750 million in Lenovo ordinary shares (subject to a share cap and floor). The remaining \$1.5 billion will be paid in the form of an interest-free, three-year prepayable promissory note.

We will maintain ownership of the vast majority of the Motorola Mobile patent portfolio, including current patent applications and invention disclosures, which will be licensed back to Motorola Mobile for its continued operations. Additionally, in connection with the sale, we will indemnify Lenovo for certain potential liabilities of the Motorola Mobile business. The transaction is subject to the satisfaction of regulatory requirements, customary closing conditions and any other needed approvals and is expected to close in the fourth quarter of 2014.

Financial results of Motorola Mobile are presented as "Net income (loss) from discontinued operations" on the Consolidated Statements of Income for the three and nine months ended September 30, 2013 and 2014; and assets and liabilities of Motorola Mobile to be disposed of are presented as "Assets held for sale" and "Liabilities held for sale" on the Consolidated Balance Sheet as of September 30, 2014, respectively.

The following table presents financial results of the Motorola Mobile business included in "Net income (loss) from discontinued operations" for the three and nine months ended September 30, 2013 and 2014 (in millions, unaudited):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
Revenues	\$ 1,139	\$ 1,718	\$ 3,155	\$ 4,901
Loss from discontinued operations before income taxes	(307)	(217)	(909)	(590)
Benefits from income taxes	99	32	277	139
Net loss from discontinued operations	<u>\$ (208)</u>	<u>\$ (185)</u>	<u>\$ (632)</u>	<u>\$ (451)</u>

The following table presents the aggregate carrying amounts of the major classes of assets and liabilities related to the Motorola Mobile business to be disposed of as of September 30, 2014 (in millions, unaudited):

Assets:	
Cash and cash equivalents	\$ 160
Accounts receivable	1,086
Inventories	123
Prepaid expenses and other current assets	424
Prepaid expenses and other assets, non-current	254
Property and equipment, net	523
Intangible assets, net	947
Goodwill	71
Total assets	\$ 3,588
Liabilities:	
Accounts payable	\$ 1,005
Accrued compensation and benefits	117
Accrued expenses and other current liabilities	593
Deferred revenue, current	190
Other long-term liabilities	294
Total liabilities	\$ 2,199

Motorola Home

In December 2012, we entered into an agreement with Arris and certain other persons providing for the disposition of the Motorola Home business. The transaction closed on April 17, 2013 (the date of divestiture). As such, financial results of Motorola Home through the date of divestiture were included in "Net income (loss) from discontinued operations" for the three and nine months ended September 30, 2013.

The following table presents financial results of the Motorola Home business included in "Net income (loss) from discontinued operations" for the three and nine months ended September 30, 2013 (in millions, unaudited):

	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2013 ⁽¹⁾
Revenues	\$ 0	\$ 804
Loss from discontinued operations before income taxes	0	(67)
Benefits from income taxes	0	16
Gain on disposal	15	762
Net income from discontinued operations	<u>\$ 15</u>	<u>\$ 711</u>

⁽¹⁾ The operating results of Motorola Home were included in our Consolidated Statements of Income from January 1, 2013 through the date of divestiture.

Note 9. Interest and Other Income, Net

The components of "Interest and other income, net", were as follows (in millions, unaudited):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
Interest income	\$ 196	\$ 187	\$ 558	\$ 524
Interest expense	(19)	(25)	(59)	(76)
Realized gains (losses) on available-for-sale investments, net	(26)	18	135	140
Foreign currency exchange losses, net	(159)	(67)	(268)	(269)
Realized gain on equity interest	0	0	0	126
Realized gain on non-marketable equity investments	0	1	0	139
Other income, net	22	19	18	51
Interest and other income, net	<u>\$ 14</u>	<u>\$ 133</u>	<u>\$ 384</u>	<u>\$ 635</u>

Note 10. Contingencies

Legal Matters

Antitrust Investigations

On November 30, 2010, the European Commission's (EC) Directorate General for Competition opened an investigation into various antitrust-related complaints against us. We believe we have adequately responded to all of the allegations made against us. We continue to cooperate with the EC and are pursuing a potential resolution that would avoid a finding of infringement and a fine.

The Comision Nacional de Defensa de la Competencia in Argentina, the Competition Commission of India, the Taiwan Fair Trade Commission, Brazil's Council for Economic Defense and the Canadian Competition Bureau have also opened investigations into certain of our business practices.

State attorneys general from the states of Ohio and Mississippi have also issued Civil Investigative Demands relating to our business practices. We remain willing to cooperate with them if they have any further information requests.

Patent and Intellectual Property Claims

We have had patent, copyright, and trademark infringement lawsuits filed against us claiming that certain of our products, services, and technologies, including Android, Google Search, Google AdWords, Google AdSense, Google Books, Google News, Google Image Search, Google Chrome, Google Talk, Google Voice, Motorola devices and YouTube, infringe the intellectual property rights of others. Adverse results in these lawsuits may include awards of substantial monetary damages, costly royalty or licensing agreements, or orders preventing us from offering certain features, functionalities, products, or services, and may also cause us to change our business practices, and require development of non-infringing products or technologies, which could result in a loss of revenues for us and otherwise harm our business. In addition, the U.S. International Trade Commission (ITC) has increasingly become an important forum to litigate intellectual property disputes because an ultimate loss for a company or its suppliers in an ITC action could result in a prohibition on importing infringing products into the U.S. Since the U.S. is an important market, a prohibition on importation could have an adverse effect on us, including preventing us from importing many important products into the U.S. or necessitating workarounds that may limit certain features of our products.

Furthermore, many of our agreements with our customers and partners require us to indemnify them for certain intellectual property infringement claims against them, which would increase our costs as a result of defending such claims, and may require that we pay significant damages if there were an adverse ruling in any such claims. Our customers and partners may discontinue the use of our products, services, and technologies, as a result of injunctions or otherwise, which could result in loss of revenues and adversely impact our business.

Other

We are also regularly subject to claims, suits, government investigations, and other proceedings involving competition and antitrust (such as the pending investigation by the EC described above), intellectual property, privacy, tax, labor and employment, commercial disputes, content generated by our users, goods and services offered by advertisers or publishers using our platforms, personal injury, consumer protection, and other matters. Such claims,

suits, government investigations, and other proceedings could result in fines, civil or criminal penalties, or other adverse consequences.

Certain of our outstanding legal matters include speculative claims for substantial or indeterminate amounts of damages. We record a liability when we believe that it is probable that a loss has been incurred and the amount can be reasonably estimated. We evaluate, on a monthly basis, developments in our legal matters that could affect the amount of liability that has been previously accrued, and make adjustments as appropriate. Significant judgment is required to determine both likelihood of there being and the estimated amount of a loss related to such matters.

With respect to our outstanding legal matters, based on our current knowledge, we believe that the amount or range of reasonably possible loss will not, either individually or in the aggregate, have a material adverse effect on our business, consolidated financial position, results of operations, or cash flows. However, the outcome of such legal matters is inherently unpredictable and subject to significant uncertainties.

We expense legal fees in the period in which they are incurred.

Taxes

We are under audit by the Internal Revenue Service (IRS) and various other tax authorities with regards to income tax and indirect tax matters. We have reserved for potential adjustments to our provision for income taxes and accrual of indirect taxes that may result from examinations by, or any negotiated agreements with, these tax authorities, and we believe that the final outcome of these examinations or agreements will not have a material effect on our results of operations. If events occur which indicate payment of these amounts is unnecessary, the reversal of the liabilities would result in the recognition of benefits in the period we determine the liabilities are no longer necessary. If our estimates of the federal, state, and foreign income tax liabilities and indirect tax liabilities are less than the ultimate assessment, it would result in a further charge to expense.

In March 2014, we received a tax assessment from the French tax authorities. We believe an adequate provision has been made and it is more likely than not that our tax position will be sustained. However, it is reasonably possible that resolution with the French tax authorities could result in an adjustment to our tax position.

Note 11. Net Income Per Share of Class A and Class B Common Stock and Class C Capital Stock

The following table sets forth the computation of basic and diluted net income per share of Class A and Class B common stock and Class C capital stock (in millions, except share amounts which are reflected in thousands and per share amounts):

	Three Months Ended					
	September 30,					
	2013			2014		
	(unaudited)					
	Class A	Class B	Class C	Class A	Class B	Class C
Basic net income (loss) per share:						
Numerator						
Allocation of undistributed earnings - continuing operations	\$ 1,305	\$ 277	\$ 1,581	\$ 1,257	\$ 242	\$ 1,499
Allocation of undistributed earnings - discontinued operations	(80)	(17)	(96)	(78)	(15)	(92)
Total	<u>\$ 1,225</u>	<u>\$ 260</u>	<u>\$ 1,485</u>	<u>\$ 1,179</u>	<u>\$ 227</u>	<u>\$ 1,407</u>
Denominator						
Number of shares used in per share computation	275,237	58,379	333,616	283,850	54,623	338,624
Basic net income (loss) per share:						
Continuing operations	\$ 4.74	\$ 4.74	\$ 4.74	\$ 4.42	\$ 4.42	\$ 4.42
Discontinued operations	(0.29)	(0.29)	(0.29)	(0.27)	(0.27)	(0.27)
Basic net income per share	<u>\$ 4.45</u>	<u>\$ 4.45</u>	<u>\$ 4.45</u>	<u>\$ 4.15</u>	<u>\$ 4.15</u>	<u>\$ 4.15</u>
Diluted net income (loss) per share:						
Numerator						
Allocation of undistributed earnings for basic computation - continuing operations	\$ 1,305	\$ 277	\$ 1,581	\$ 1,257	\$ 242	\$ 1,499
Reallocation of undistributed earnings as a result of conversion of Class B to Class A shares	277	0	0	242	0	0
Reallocation of undistributed earnings	0	(5)	0	(3)	(4)	3
Allocation of undistributed earnings - continuing operations	<u>\$ 1,582</u>	<u>\$ 272</u>	<u>\$ 1,581</u>	<u>\$ 1,496</u>	<u>\$ 238</u>	<u>\$ 1,502</u>
Allocation of undistributed earnings for basic computation - discontinued operations	\$ (80)	\$ (17)	\$ (96)	\$ (78)	\$ (15)	\$ (92)
Reallocation of undistributed earnings as a result of conversion of Class B to Class A shares	(17)	0	0	(15)	0	0
Reallocation of undistributed earnings	0	0	0	1	0	(1)
Allocation of undistributed earnings - discontinued operations	<u>\$ (97)</u>	<u>\$ (17)</u>	<u>\$ (96)</u>	<u>\$ (92)</u>	<u>\$ (15)</u>	<u>\$ (93)</u>
Denominator						
Number of shares used in basic computation	275,237	58,379	333,616	283,850	54,623	338,624
Weighted-average effect of dilutive securities						
Add:						
Conversion of Class B to Class A common shares outstanding	58,379	0	0	54,623	0	0
Employee stock options, including warrants issued under Transferable Stock Option program	2,607	1	2,607	1,985	0	1,962
Restricted stock units and other contingently issuable shares	3,012	0	3,012	3,062	0	4,109
Number of shares used in per share computation	<u>339,235</u>	<u>58,380</u>	<u>339,235</u>	<u>343,520</u>	<u>54,623</u>	<u>344,695</u>
Diluted net income (loss) per share:						
Continuing operations	\$ 4.66	\$ 4.66	\$ 4.66	\$ 4.36	\$ 4.36	\$ 4.36
Discontinued operations	(0.28)	(0.28)	(0.28)	(0.27)	(0.27)	(0.27)
Diluted net income per share	<u>\$ 4.38</u>	<u>\$ 4.38</u>	<u>\$ 4.38</u>	<u>\$ 4.09</u>	<u>\$ 4.09</u>	<u>\$ 4.09</u>

	Nine Months Ended					
	September 30,					
	2013			2014		
	(unaudited)					
	Class A	Class B	Class C	Class A	Class B	Class C
Basic net income (loss) per share:						
Numerator						
Allocation of undistributed earnings - continuing operations	\$ 3,877	\$ 855	\$ 4,733	\$ 4,236	\$ 832	\$ 5,070
Allocation of undistributed earnings - discontinued operations	32	7	40	(188)	(37)	(226)
Total	\$ 3,909	\$ 862	\$ 4,773	\$ 4,048	\$ 795	\$ 4,844
Denominator						
Number of shares used in per share computation	272,150	60,033	332,183	282,014	55,357	337,562
Basic net income (loss) per share:						
Continuing operations	\$ 14.25	\$ 14.25	\$ 14.25	\$ 15.02	\$ 15.02	\$ 15.02
Discontinued operations	0.12	0.12	0.12	(0.67)	(0.67)	(0.67)
Basic net income per share	\$ 14.37	\$ 14.37	\$ 14.37	\$ 14.35	\$ 14.35	\$ 14.35
Diluted net income (loss) per share:						
Numerator						
Allocation of undistributed earnings for basic computation - continuing operations	\$ 3,877	\$ 855	\$ 4,733	\$ 4,236	\$ 832	\$ 5,070
Reallocation of undistributed earnings as a result of conversion of Class B to Class A shares	855	0	0	832	0	0
Reallocation of undistributed earnings	1	(14)	(1)	(5)	(14)	5
Allocation of undistributed earnings - continuing operations	\$ 4,733	\$ 841	\$ 4,732	\$ 5,063	\$ 818	\$ 5,075
Allocation of undistributed earnings for basic computation - discontinued operations	\$ 32	\$ 7	\$ 40	\$ (188)	\$ (37)	\$ (226)
Reallocation of undistributed earnings as a result of conversion of Class B to Class A shares	7	0	0	(37)	0	0
Reallocation of undistributed earnings	0	0	0	0	0	0
Allocation of undistributed earnings - discontinued operations	\$ 39	\$ 7	\$ 40	\$ (225)	\$ (37)	\$ (226)
Denominator						
Number of shares used in basic computation	272,150	60,033	332,183	282,014	55,357	337,562
Weighted-average effect of dilutive securities						
Add:						
Conversion of Class B to Class A common shares outstanding	60,033	0	0	55,357	0	0
Employee stock options, including warrants issued under Transferable Stock Option program	2,800	5	2,800	2,139	0	2,127
Restricted stock units and other contingently issuable shares	3,095	0	3,095	3,362	0	4,036
Number of shares used in per share computation	338,078	60,038	338,078	342,872	55,357	343,725
Diluted net income (loss) per share:						
Continuing operations	\$ 14.00	\$ 14.00	\$ 14.00	\$ 14.77	\$ 14.77	\$ 14.77
Discontinued operations	0.12	0.12	0.12	(0.66)	(0.66)	(0.66)
Diluted net income per share	\$ 14.12	\$ 14.12	\$ 14.12	\$ 14.11	\$ 14.11	\$ 14.11

The number of shares and per share amounts for the prior period presented have been retroactively restated to reflect the Stock Split.

The net income per share amounts are the same for Class A and Class B common stock and Class C capital stock because the holders of each class are legally entitled to equal per share distributions whether through dividends or in liquidation.

Note 12. Stockholders' Equity

Stock Split Effected In Form of Stock Dividend

In April 2012, our board of directors approved amendments to our certificate of incorporation that created a new class of non-voting capital stock (Class C capital stock). The amendments authorized 3 billion shares of Class C capital stock and also increased the authorized shares of Class A common stock from 6 billion to 9 billion. The amendments are reflected in our Fourth Amended and Restated Certificate of Incorporation (New Charter), the adoption of which was approved by stockholders at our 2012 Annual Meeting of Stockholders held on June 21, 2012. In January 2014, our board of directors approved a distribution of shares of the Class C capital stock as a dividend to our holders of Class A and Class B common stock (the Stock Split). The Stock Split had a record date of March 27, 2014 and a payment date of April 2, 2014.

Share and per share amounts disclosed as of September 30, 2014 and for all other comparative periods have been retroactively adjusted to reflect the effects of the Stock Split. The Class C capital stock has no voting rights, except as required by applicable law. Except as expressly provided in the New Charter, shares of Class C capital stock have the same rights and privileges and rank equally, share ratably and are identical in all other respects to the shares of Class A common stock and Class B common stock as to all matters including dividend and distribution rights.

In accordance with a settlement of litigation involving the authorization to distribute the Class C capital stock, we may be obligated to make a payment (the Possible Adjustment Payment) to holders of the Class C capital stock if, on a volume-weighted average basis, the Class C capital stock trades below the Class A common stock during the first 365 days following the first date the Class C shares traded on NASDAQ (the Lookback Period), payable in cash, Class A common stock, Class C capital stock, or a combination thereof, at the discretion of the board of directors. The amount of the Possible Adjustment Payment is dependent on the percentage difference that develops, if any, between the volume-weighted average price (VWAP) of Class A and Class C shares during the Lookback Period, as supplied by NASDAQ Data-on-Demand. We cannot reliably predict what, if any, patterns will emerge over time with respect to the relative trading prices of Class A and Class C shares. Had we been obligated to make a payment based on the VWAP of the Class A and Class C shares from April 3, 2014 through September 30, 2014, the monetary value of the Possible Adjustment Payment would have been approximately \$607 million as of September 30, 2014.

At the end of the Lookback Period, the Possible Adjustment Payment, if any, will be allocated to the numerator for calculating net income per share of Class C capital stock from net income available to shareholders and any remaining undistributed earnings will be allocated on a pro rata basis to Class A and Class B common stock and Class C capital stock based on the number of shares used in the per share computation for each class of stock. In addition, the dilutive impact of the Possible Adjustment Payment, if any, is included in the weighted-average effect of dilutive securities for Class C capital stock in the three and nine months ended September 30, 2014.

The par value per share of our shares of Class A common stock and Class B common stock remained unchanged at \$0.001 per share after the Stock Split. On the effective date of the Stock Split, a transfer between retained earnings and common stock occurred and the amount transferred was equal to the \$0.001 par value of the Class C capital stock that was issued.

Stock-Based Award Activities

The following table presents the weighted-average assumptions used to estimate the fair values of the stock options granted in the periods presented. The weighted average estimated fair value of options granted has been retroactively adjusted to reflect the effects the Stock Split:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
	(unaudited)		(unaudited)	
Risk-free interest rate	N/A	N/A	0.9%	N/A
Expected volatility	N/A	N/A	29%	N/A
Expected life (in years)	N/A	N/A	5.8	N/A
Dividend yield	N/A	N/A	0%	N/A
Weighted-average estimated fair value of options granted during the period	N/A	N/A	\$107.20	N/A

There were 0 and 3,142 stock options (adjusted for the effects of the Stock Split) granted during the three and nine months ended September 30, 2013. No options were granted during the three and nine months ended September 30, 2014.

The following table summarizes the activities for our stock options for the nine months ended September 30, 2014 and has been retroactively adjusted to reflect the effects of the Stock Split:

	Options Outstanding			
	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions) ⁽¹⁾
	(unaudited)			
Balance as of December 31, 2013	10,065,726	\$ 215.50		
Granted	0	\$ 0.00		
Exercised	(2,009,381)	\$ 202.51		
Forfeited/canceled	(484,449)	\$ 296.55		
Balance as of September 30, 2014	<u>7,571,896</u>	\$ 214.25	4.6	\$ 2,792
Exercisable as of September 30, 2014	6,403,498	\$ 196.89	4.1	\$ 2,472
Exercisable as of September 30, 2014 and expected to vest thereafter ⁽²⁾	7,445,592	\$ 212.64	4.6	\$ 2,757

⁽¹⁾ The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the closing stock price of \$588.41 and \$577.36 for our Class A common stock and Class C capital stock, respectively, on September 30, 2014.

⁽²⁾ Options expected to vest reflect an estimated forfeiture rate.

As of September 30, 2014, there was \$74 million of unrecognized compensation cost related to outstanding Google employee stock options. This amount is expected to be recognized over a weighted-average period of 1.3 years. To the extent the actual forfeiture rate is different from what we have estimated, stock-based compensation expense related to these awards will be different from our expectations.

The following table summarizes the activities for our unvested restricted stock units (RSUs) for the nine months ended September 30, 2014 and has been retroactively adjusted to reflect the effects of the Stock Split:

	Unvested Restricted Stock Units	
	Number of Shares	Weighted-Average Grant-Date Fair Value
	(unaudited)	
Unvested as of December 31, 2013	21,953,960	\$ 359.20
Granted	13,948,683	\$ 576.56
Vested	(8,022,977)	\$ 345.11
Forfeited/canceled	(1,129,258)	\$ 369.27
Unvested as of September 30, 2014	<u>26,750,408</u>	\$ 476.08
Expected to vest after September 30, 2014 ⁽¹⁾	23,858,689	\$ 476.08

⁽¹⁾ RSUs expected to vest reflect an estimated forfeiture rate.

As of September 30, 2014, there was \$10.3 billion of unrecognized compensation cost related to unvested Google employee RSUs. This amount is expected to be recognized over a weighted-average period of 3.0 years. To the extent the actual forfeiture rate is different from what we have estimated, stock-based compensation expense related to these awards will be different from our expectations.

Note 13. Income Taxes

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes. Our total unrecognized tax benefits were \$2,571 million and \$3,077 million as of December 31, 2013 and September 30, 2014. Our total unrecognized tax benefits that, if recognized, would affect our effective tax rate were \$2,378 million and \$2,612 million as of December 31, 2013 and September 30, 2014. Our existing tax positions will continue to generate an increase in liabilities for unrecognized tax benefits.

Our provision for income taxes and effective tax rate increased from the three months ended September 30, 2013 to the three months ended September 30, 2014, primarily due to changes in estimates associated with filed tax returns in both periods, an impairment charge not deductible for tax purposes and unfavorable impact of proportionally more earnings in higher tax rate jurisdictions. Our provision for income taxes and effective tax rate increased from the nine months ended September 30, 2013 to the nine months ended September 30, 2014, largely attributed to the expiration of the federal research and development credit as of December 31, 2013.

Our effective tax rate could fluctuate significantly on a quarterly basis and could be adversely affected to the extent earnings are lower than anticipated in countries that have lower statutory rates and higher than anticipated in countries that have higher statutory rates. Our effective tax rate could also fluctuate due to the net gains and losses recognized by legal entities on certain hedges and related hedged intercompany and other transactions under our foreign exchange risk management program, by changes in the valuation of our deferred tax assets or liabilities, or by changes in tax laws, regulations, or accounting principles, as well as certain discrete items. In addition, we are subject to the continuous examination of our income tax returns by the IRS and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes.

Note 14. Information about Segments and Geographic Areas

On January 29, 2014, we entered into an agreement with Lenovo providing for the disposition of the Motorola Mobile business. Financial results of Motorola Mobile are included in "Net income (loss) from discontinued operations" for the three and nine months ended September 30, 2013 and 2014. Therefore, Motorola Mobile is no longer presented as a separate segment in our consolidated financial statements.

Revenues by geography are based on the billing addresses of our customers. The following tables set forth revenues and long-lived assets by geographic area (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
	(unaudited)			
Revenues:				
United States	\$ 6,080	\$ 6,975	\$ 17,812	\$ 20,261
United Kingdom	1,389	1,627	4,097	4,826
Rest of the world	6,285	7,921	17,903	22,811
Total revenues	<u>\$ 13,754</u>	<u>\$ 16,523</u>	<u>\$ 39,812</u>	<u>\$ 47,898</u>
			December 31, 2013	As of September 30, 2014
			(unaudited)	
Long-lived assets:				
United States			\$ 24,004	\$ 32,776
International			14,030	12,890
Total long-lived assets			<u>\$ 38,034</u>	<u>\$ 45,666</u>

Long-lived assets to be disposed of as a result of our Motorola Mobile disposition are included in "Assets held for sale" on the Consolidated Balance Sheet as of September 30, 2014, and accordingly, are not included in this table.

Note 15. Subsequent Event

In October 2014, we entered into certain lease agreements for office buildings with a total obligation of approximately \$1.0 billion with lease periods expiring between 2027 and 2028. We are committed to pay a portion of the related operating expenses under these lease agreements which are not included in the total obligation amount. We are currently in the process of evaluating the impact of these lease agreements on our consolidated financial statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read together with our consolidated financial statements and related notes included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Overview

Google is a global technology leader focused on improving the ways people connect with information. We aspire to build products and provide services that improve the lives of billions of people globally. Our mission is to organize the world's information and make it universally accessible and useful. Our innovations in web search and advertising have made our website a top internet property and our brand one of the most recognized in the world. Google generates revenues primarily by delivering relevant, cost-effective online advertising. Businesses use our AdWords program and AdSense program to promote their products and services with advertising on both Google-owned properties and publishers' sites across the web.

In January 2014, we entered into an agreement with Lenovo Group Limited (Lenovo) providing for the disposition of the Motorola Mobile business. The transaction is expected to close in the fourth quarter of 2014. Financial results of Motorola Mobile are presented as "Net income (loss) from discontinued operations" on the Consolidated Statements of Income for the three and nine months ended September 30, 2013 and 2014; and assets and liabilities of Motorola Mobile to be disposed of are presented as "Assets held for sale" and "Liabilities held for sale" on the Consolidated Balance Sheet as of September 30, 2014, respectively. The Motorola Mobile business is focused on mobile wireless devices and related products and services and generates revenues primarily by selling hardware products.

In December 2012, we entered into an agreement for the disposition of the Motorola Home business. The transaction closed on April 17, 2013. Financial results through the date of divestiture related to Motorola Home were included within "Net income (loss) from discontinued operations" on the Consolidated Statements of Income for the three and nine months ended September 30, 2013. The Motorola Home business was focused on technologies and devices that provide video entertainment services to consumers by enabling subscribers to access a variety of interactive digital television services.

Trends in Our Businesses

Advertising transactions continue to shift from offline to online as the digital economy evolves. This has contributed to the rapid growth of our business since inception, resulting in substantially increased revenues, and we expect that our business will continue to grow. However, our revenue growth rate has generally declined over time, and it could do so in the future as a result of a number of factors, including increasing competition, our investments in new business strategies, products, services, and technologies, changes in our product mix, shifts in the geographic mix of our revenues, query growth rates and how users make queries, challenges in maintaining our growth rate as our revenues increase to higher levels, and the evolution of the online advertising market, including the increasing variety of online platforms for advertising, and other markets in which we participate.

Our users are increasingly connected to the internet and using multiple devices to access our products and services, a trend that has increased our global search queries and changed our platform mix. We expect that our revenue growth rate will continue to be affected by evolving consumer preferences, as well as by advertising trends, the acceptance by users of our products and services as they are delivered on diverse devices, and our ability to create a seamless experience for both users and advertisers in this multi-screen environment.

The main focus of our advertising programs is to help businesses reach people in the moments that matter across all devices with smarter ads that are relevant to their intent and context, reflecting our commitment to constantly improve their overall web experience. As a result, we expect to continue to take steps to improve the relevance of the ads

displayed on our websites and our Google Network Members' websites. These steps include not displaying ads that generate low click-through rates or that send users to irrelevant or otherwise low-quality websites, updating our advertising policies and ensuring their compliance, and terminating our relationships with those Google Network Members whose websites do not meet our quality requirements. We may also continue to take steps to reduce the number of accidental clicks by our users. These steps could negatively affect the growth rate of our revenues.

Both seasonal fluctuations in internet usage and traditional retail seasonality have affected, and are likely to continue to affect, our business. Internet usage generally slows during the summer months, and commercial queries typically increase significantly in the fourth quarter of each year. These seasonal trends have caused, and will likely continue to cause, fluctuations in our quarterly results, including fluctuations in sequential revenues, as well as aggregate paid clicks and average cost-per-click growth rates.

The operating margin we realize on revenues generated from ads placed on our Google Network Members' websites through our AdSense program is significantly lower than the operating margin we realize from revenues generated from ads placed on our websites because most of the advertiser fees from ads served on Google Network Members' websites are shared with our Google Network Members. For the past five years, growth in advertising revenues from our websites has generally exceeded that from our Google Network Members' websites. This trend has had a positive impact on our operating margins, and we expect that this will continue for the foreseeable future, although the relative rate of growth in revenues from our websites compared to the rate of growth in revenues from our Google Network Members' websites may vary over time. Also, the margins on advertising revenues from mobile phones and other newer advertising formats are generally lower than those from desktop computers and tablets. We expect this trend to continue to pressure our margins, particularly if we fail to realize the opportunities we anticipate with the transition to a dynamic multi-screen environment.

We conduct our Motorola Mobile business in highly competitive markets, facing both new and established competitors. The markets for many of our products are characterized by rapidly changing technologies, frequent new product introductions, changing consumer trends, short product life cycles, consumer loyalty and evolving industry standards. Market disruptions caused by new technologies, the entry of new competitors, consolidations among our customers and competitors, changes in regulatory requirements, changes in economic conditions, supply chain interruptions, or other factors, can introduce volatility into our businesses. Meeting all of these challenges requires consistent operational planning and execution and investment in technology, resulting in innovative products that meet the needs of our customers around the world.

From an overall business perspective, we continue to invest aggressively in areas of strategic focus, our systems, data centers, real estate and facilities, information technology infrastructure, and employees. We expect to continue to hire aggressively for the remainder of 2014 and provide competitive compensation programs to our employees. Our full-time employee headcount was 46,421 (which included 4,259 headcount from Motorola Mobile) at September 30, 2013, and 55,030 (which included 3,466 headcount from Motorola Mobile) at September 30, 2014. Acquisitions will also remain an important component of our strategy and use of capital. We expect our cost of revenues will increase in dollars and may increase as a percentage of revenues in future periods, primarily as a result of forecasted increases in traffic acquisition costs, manufacturing and inventory-related costs, data center costs, content acquisition costs, credit card and other transaction fees, and other costs. In particular, traffic acquisition costs as a percentage of advertising revenues may increase in the future if we are unable to continue to improve the monetization or generation of revenues from traffic on our websites and our Google Network Members' websites.

As we expand our advertising programs and other products to international markets, we continue to increase our exposure to fluctuations in foreign currency to U.S. dollar exchange rates. We have a foreign exchange risk management program that is designed to reduce our exposure to fluctuations in foreign currency exchange rates. However, this program will not fully offset the effect of fluctuations on our revenues and earnings.

Other revenues consist of non-advertising revenues including licensing, hardware, and digital content revenues. We expect other revenues to continue to grow. However, our operating margin on other revenues is generally lower than that on advertising revenues.

Results of Operations

We completed our acquisition of Motorola on May 22, 2012 (the acquisition date). In December 2012, we entered into an agreement with Arris and certain other persons providing for the disposition of the Motorola Home business. The transaction closed on April 17, 2013. Financial results of Motorola Home were included in "Net income (loss) from discontinued operations" for the three and nine months ended September 30, 2013.

In January 2014, we entered into an agreement with Lenovo providing for the disposition of the Motorola Mobile business. The transaction is expected to close in the fourth quarter of 2014. Financial results of Motorola Mobile are presented as "Net income (loss) from discontinued operations" on the Consolidated Statements of Income for the three and nine months ended September 30, 2013 and 2014; and assets and liabilities of Motorola Mobile to be disposed of are presented as "Assets held for sale" and "Liabilities held for sale" on the Consolidated Balance Sheet as of September 30, 2014, respectively.

The following table presents our historical operating results as a percentage of revenues for the periods presented:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2014	2013	2014
	(unaudited)			
Consolidated Statements of Income Data:				
Revenues	100%	100%	100%	100%
Costs and expenses:				
Cost of revenues	39.3	40.5	39.5	39.2
Research and development	13.2	16.1	13.1	14.7
Sales and marketing	11.8	12.6	11.7	12.0
General and administrative	8.4	8.3	8.1	8.8
Total costs and expenses	72.7	77.5	72.4	74.7
Income from operations	27.3	22.5	27.6	25.3
Interest and other income, net	0.1	0.8	0.9	1.3
Income from continuing operations before income taxes	27.4	23.3	28.5	26.6
Provision for income taxes	4.4	5.2	4.7	5.4
Net income from continuing operations	23.0	18.1	23.8	21.2
Net income (loss) from discontinued operations	(1.4)	(1.1)	0.2	(1.0)
Net income	21.6%	17.0%	24.0%	20.2%

Revenues

The following table presents our revenues, by revenue source, for the periods presented (in millions):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2014	2013	2014
	(unaudited)			
Advertising revenues:				
Websites	\$ 9,376	\$ 11,252	\$ 26,884	\$ 32,656
Network Members' websites	3,148	3,430	9,603	10,251
Total advertising revenues	12,524	14,682	36,487	42,907
Other revenues	1,230	1,841	3,325	4,991
Total revenues	\$ 13,754	\$ 16,523	\$ 39,812	\$ 47,898

The following table presents our revenues, by revenue source, as a percentage of revenues for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
	(unaudited)			
Advertising revenues:				
Websites	68.2%	68.1%	67.5%	68.2%
Network Members' websites	22.9%	20.8%	24.1%	21.4%
Total advertising revenues	91.1%	88.9%	91.6%	89.6%
Websites revenues as % of advertising revenues	74.9%	76.6%	73.7%	76.1%
Network Members' websites revenues as % of advertising revenues	25.1%	23.4%	26.3%	23.9%
Other revenues	8.9%	11.1%	8.4%	10.4%

Our revenues increased \$2,769 million and \$8,086 million from the three and nine months ended September 30, 2013 to the three and nine months ended September 30, 2014. This increase resulted primarily from an increase in advertising revenues generated by Google websites and an increase in other revenues, and to a lesser extent, an increase in advertising revenues generated by Google Network Members' websites. The increase in advertising revenues for Google websites and Google Network Members' websites resulted primarily from an increase in the number of aggregate paid clicks through our advertising programs. The increase in other revenues was mainly driven by growth in revenues from digital content and licensing. The number of aggregate paid clicks increased approximately 17% and 22% from the three and nine months ended September 30, 2013 to the three and nine months ended September 30, 2014, respectively. The increase in the number of paid clicks generated through our advertising programs was due to certain monetization improvements including new and richer ad formats, an increase in aggregate traffic across all platforms, the continued global expansion of our products, advertisers, and user base, as well as an increase in the number of Google Network Members, partially offset by certain advertising policy changes. This impact of the increased paid clicks on our revenue growth was partially offset by a decrease in the average cost-per-click paid by our advertisers. The average cost-per-click decreased approximately 2% and 6% from the three and nine months ended September 30, 2013 to the three and nine months ended September 30, 2014, respectively. The decrease in the average cost-per-click paid by our advertisers was driven by various factors, such as the introduction of new products and changes in property mix, platform mix, geographical mix and foreign currency exchange impact.

Paid clicks on Google websites, which include clicks related to ads served on Google owned and operated properties across different geographies and form factors, including search, YouTube engagement ads like TrueView, and other owned and operated properties like Maps and Finance, increased approximately 24% and 31% from the three and nine months ended September 30, 2013 to the three and nine months ended September 30, 2014, respectively. Paid clicks on Google Network Members' websites, which include clicks related to ads served on non-Google properties participating in our AdSense for Search, AdSense for Content, and AdMob businesses, increased approximately 2% and 7% from the three and nine months ended September 30, 2013 to the three and nine months ended September 30, 2014, respectively. In addition, cost-per-click on Google websites decreased approximately 4% and 7% from the three and nine months ended September 30, 2013 to the three and nine months ended September 30, 2014, respectively. Cost-per-click on Google Network Members' websites decreased approximately 4% and 10% from the three and nine months ended September 30, 2013 to the three and nine months ended September 30, 2014, respectively.

The rate of change in paid clicks and average cost-per-click on Google websites and Google Network Members' websites, and their correlation with the rate of change in revenues, has fluctuated and may fluctuate in the future because of various factors, including the revenue growth rates on our websites compared to those of our Google Network Members, advertiser competition for keywords, changes in foreign currency exchange rates, seasonality, the fees advertisers are willing to pay based on how they manage their advertising costs, changes in advertising quality or formats, and general economic conditions. In addition, traffic growth in emerging markets compared to more mature markets and across various advertising verticals and channels also contributes to these fluctuations. Changes in paid clicks and average cost-per-click on Google websites and Google Network Members' websites may not be indicative of our performance or advertiser experiences in any specific geographic market, vertical, or industry.

Improvements in our ability to monetize increased traffic primarily relate to enhancing the end user experience, including providing end users with ads that are more relevant to their search queries or to the content on the Google Network Members' websites they visit. For instance, these improvements include displaying advertiser-nominated images that are relevant to the user query and creating a more engaging user shopping experience by enhancing search ads to include richer product information, such as product image, price, and merchant name. We believe that the increase in the number of paid clicks on Google websites and Google Network Members' websites is substantially the result of our commitment to improving the relevance and quality of both our search results and the advertisements displayed, which we believe results in a better user experience, which in turn results in more searches, advertisers, Google Network Members, and other partners.

Other revenues increased \$611 million and \$1,666 million from the three and nine months ended September 30, 2013 to the three and nine months ended September 30, 2014 and also increased as a percentage of total revenues. The increase was primarily due to growth of our digital content, such as apps, music and movies. The increase in other revenues was also attributed to an increase in licensing revenues from the three months ended September 30, 2013 to the three months ended September 30, 2014.

Revenues by Geography

The following table presents our domestic and international revenues as a percentage of total revenues, determined based on the billing addresses of our customers:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
	(unaudited)			
United States	44%	42%	45%	42%
United Kingdom	10%	10%	10%	10%
Rest of the world	46%	48%	45%	48%

The growth in revenues from the rest of the world as a percentage of total revenues from the three and nine months ended September 30, 2013 to the three and nine months ended September 30, 2014 resulted largely from increased acceptance of our advertising programs, and our continued progress in developing localized versions of our products for international markets.

Foreign Exchange Impact on Revenues

The general weakening of the U.S. dollar relative to certain foreign currencies (primarily the British pound and Euro) from the three months ended September 30, 2013 to the three months ended September 30, 2014 had a favorable impact on our international revenues, which was partially offset by the general strengthening of the U.S. dollar relative to other foreign currencies (primarily Japanese yen). Had foreign exchange rates remained constant in these periods, our revenues from the United Kingdom would have been \$121 million or 7% lower and our revenues from the rest of the world would have been approximately \$15 million higher for the three months ended September 30, 2014. This is before consideration of hedging gains of \$10 million recognized in revenues from the rest of the world in the three months ended September 30, 2014.

The general weakening of the U.S. dollar relative to certain foreign currencies (primarily the British pound and Euro) from the nine months ended September 30, 2013 to the nine months ended September 30, 2014 had a favorable impact on our international revenues, which was partially offset by the general strengthening of the U.S. dollar relative to other foreign currencies (primarily the Japanese yen, Australian dollar, and Brazilian real). Had foreign exchange rates remained constant in these periods, our revenues from the United Kingdom would have been \$315 million or 7% lower and our revenues from the rest of the world would have been approximately \$254 million or 1% higher in the nine months ended September 30, 2014. This is before consideration of hedging gains of \$24 million recognized in revenues from the rest of the world in the nine months ended September 30, 2014.

Although we expect to continue to make investments in international markets, these investments may not result in an increase in our international revenues as a percentage of total revenues in the remainder of 2014 or thereafter. See Note 14 of Notes to Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information about geographic areas.

Costs and Expenses

Cost of Revenues

Cost of revenues consists primarily of traffic acquisition costs. Traffic acquisition costs consist of amounts paid to our Google Network Members under AdSense arrangements and to certain other partners (our distribution partners) who distribute our toolbar and other products (collectively referred to as access points) or otherwise direct search queries to our website (collectively referred to as distribution arrangements). These amounts are primarily based on the revenue share and fixed fee arrangements with our Google Network Members and distribution partners.

Certain distribution arrangements require us to pay our partners based on a fee per access point delivered and not exclusively -- or at all -- based on revenue share. These fees are non-refundable. Further, these arrangements are terminable at will, although under the terms of certain contracts we or our distribution partners may be subject to penalties in the event of early termination. We recognize fees under these arrangements over the estimated useful lives of the access points to the extent we can reasonably estimate those lives and they are one year or longer, or based on any contractual revenue share, if greater. Otherwise, the fees are charged to expense as incurred. The estimated useful life of the access points is based on the historical average period of time they generate traffic and revenues.

Cost of revenues also includes the expenses associated with the operation of our data centers, including depreciation, labor, energy, and bandwidth costs; hardware inventory costs; credit card and other transaction fees related to processing customer transactions; amortization and impairment of acquisition-related intangible assets; and content acquisition costs. We have entered into arrangements with certain content providers under which we distribute or license their video and other content. In a number of these arrangements, we display ads on the pages of our websites from which the content is viewed and share most of the fees these ads generate with the content providers. We also license content on the pages of our websites from which the content is sold and share most of the fees these sales generate with content providers. To the extent we are obligated to make guaranteed minimum revenue share payments to our content providers, we recognize as content acquisition costs the contractual revenue share amount or the amount determined on a straight-line basis, whichever is greater, over the term of the agreements.

The following tables present our cost of revenues and cost of revenues as a percentage of revenues, and our traffic acquisition costs and traffic acquisition costs as a percentage of advertising revenues, for the periods presented (dollars in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
	(unaudited)			
Cost of revenues	\$ 5,409	\$ 6,695	\$ 15,740	\$ 18,770
Cost of revenues as a percentage of revenues	39.3%	40.5%	39.5%	39.2%

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
	(unaudited)			
Traffic acquisition costs related to AdSense arrangements	\$ 2,217	\$ 2,421	\$ 6,806	\$ 7,208
Traffic acquisition costs related to distribution arrangements	755	927	2,141	2,665
Traffic acquisition costs	\$ 2,972	\$ 3,348	\$ 8,947	\$ 9,873
Traffic acquisition costs as a percentage of advertising revenues	23.7%	22.8%	24.5%	23.0%

Cost of revenues increased \$1,286 million and \$3,030 million from the three and nine months ended September 30, 2013 to the three and nine months ended September 30, 2014. The increase was partially due to increases in traffic acquisition costs of \$376 million and \$926 million from the three and nine months ended September 30, 2013 to the three and nine months ended September 30, 2014 resulting from more advertiser fees generated through our AdSense program driven primarily by an increase in advertising revenues, as well as more distribution fees paid and more fees paid for additional traffic directed to our websites. In addition, the increase was also driven by an impairment charge of \$378 million recognized during the three months ended September 30, 2014 related to a patent licensing royalty asset acquired in connection with the Motorola acquisition. The remaining increase was primarily driven by an

increase in data center costs, content acquisition costs as a result of increased activities related to YouTube and digital content, and revenue share payments to mobile carriers and original equipment manufacturers (OEMs). The decrease in aggregate traffic acquisition costs as a percentage of advertising revenues was primarily a result of a shift of mix between Google website revenue and Google Network Members' websites revenue.

We expect cost of revenues will increase in dollar amount and may increase as a percentage of total revenues in the remainder of 2014 and in future periods, primarily as a result of increases in traffic acquisition costs, data center costs, hardware inventory costs, content acquisition costs, credit card and other transaction fees, and other costs. Traffic acquisition costs as a percentage of advertising revenues may fluctuate in the future based on a number of factors, including the following:

- The relative growth rates of revenues from our websites and from our Google Network Members' websites.
- Whether we are able to enter into more AdSense arrangements that provide for lower revenue share obligations or whether increased competition for arrangements with existing and potential Google Network Members results in less favorable revenue share arrangements.
- Whether we are able to continue to improve the monetization of traffic on our websites and our Google Network Members' websites.
- The relative growth rates of expenses associated with distribution arrangements and the related revenues generated, including whether we share with certain existing and new distribution partners proportionately more of the aggregate advertising fees that we earn from paid clicks derived from search queries these partners direct to our websites.

Research and Development

The following table presents our research and development expenses, and research and development expenses as a percentage of revenues, for the periods presented (dollars in millions):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2014	2013	2014
	(unaudited)			
Research and development expenses	\$ 1,821	\$ 2,655	\$ 5,204	\$ 7,019
Research and development expenses as a percentage of revenues	13.2%	16.1%	13.1%	14.7%

Research and development expenses consist primarily of compensation and related costs for personnel responsible for the research and development activities relating to new and existing products and services, as well as depreciation and equipment-related costs. We expense research and development costs as incurred.

Research and development expenses increased \$834 million and also increased as a percentage of revenues from the three months ended September 30, 2013 to the three months ended September 30, 2014. The increase was primarily due to an increase in labor and facilities-related costs of \$357 million, largely as a result of a 29% increase in research and development headcount, an increase in stock-based compensation expense of \$230 million, an increase in depreciation and equipment-related expenses of \$122 million, and an increase in professional service fees of \$112 million.

Research and development expenses increased \$1,815 million and also increased as a percentage of revenues from the nine months ended September 30, 2013 to the nine months ended September 30, 2014. The increase was primarily due to an increase in labor and facilities-related costs of \$874 million, largely as a result of a 26% increase in research and development headcount, an increase in stock-based compensation expense of \$394 million, an increase in depreciation and equipment-related expenses of \$258 million, and an increase in professional service fees of \$257 million.

We expect that research and development expenses will increase in dollar amount and may increase as a percentage of revenues in the remainder of 2014 and future periods because we expect to continue to invest in building the necessary employee and system infrastructure required to support the development of new, and to improve existing, products and services.

Sales and Marketing

The following table presents our sales and marketing expenses, and sales and marketing expenses as a percentage of revenues, for the periods presented (dollars in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
	(unaudited)			
Sales and marketing expenses	\$ 1,628	\$ 2,084	\$ 4,646	\$ 5,754
Sales and marketing expenses as a percentage of revenues	11.8%	12.6%	11.7%	12.0%

Sales and marketing expenses consist primarily of compensation and related costs for personnel engaged in customer service, sales, and sales support functions, as well as advertising and promotional expenditures.

Sales and marketing expenses increased \$456 million and also increased slightly as a percentage of revenues from the three months ended September 30, 2013 to the three months ended September 30, 2014. The increase was primarily due to an increase in labor and facilities-related costs of \$190 million, largely as a result of a 15% increase in sales and marketing headcount, an increase in advertising and promotional expenses of \$160 million, an increase in stock-based compensation expense of \$42 million, and an increase in professional services fees of \$29 million.

Sales and marketing expenses increased \$1,108 million and also increased slightly as a percentage of revenues from the nine months ended September 30, 2013 to the nine months ended September 30, 2014. The increase was primarily due to an increase in advertising and promotional expenses of \$464 million, an increase in labor and facilities-related costs of \$430 million, largely as a result of a 12% increase in sales and marketing headcount, an increase in stock-based compensation expense of \$104 million, and an increase to professional services fees of \$70 million.

We expect that sales and marketing expenses will increase in dollar amount and may increase as a percentage of revenues in the remainder of 2014 and future periods, as we expand our business globally, increase advertising and promotional expenditures in connection with new and existing products, and increase the level of service we provide to our advertisers, Google Network Members, and other partners.

General and Administrative

The following table presents our general and administrative expenses, and general and administrative expenses as a percentage of revenues, for the periods presented (dollars in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
	(unaudited)			
General and administrative expenses	\$ 1,135	\$ 1,365	\$ 3,248	\$ 4,258
General and administrative expenses as a percentage of revenues	8.4%	8.3%	8.1%	8.8%

General and administrative expenses consist primarily of compensation and related costs for personnel and facilities, and include costs related to our facilities, finance, human resources, information technology and legal organizations, as well as fees for professional services. Professional services are principally comprised of outside legal, audit, information technology consulting, and outsourcing services. General and administrative expenses also include amortization of certain acquisition-related intangible assets.

General and administrative expenses increased \$230 million and remained flat as a percentage of revenues from the three months ended September 30, 2013 to the three months ended September 30, 2014. The increase in expenses was primarily due to an increase in stock-based compensation expense of \$91 million, an increase in labor and facilities-related costs of \$86 million, largely as a result of a 25% increase in general and administrative headcount, and an increase in depreciation and amortization expense of \$27 million.

General and administrative expenses increased \$1,010 million and also increased as a percentage of revenues from the nine months ended September 30, 2013 to the nine months ended September 30, 2014. The increase was primarily due to an increase in labor and facilities-related costs of \$324 million, largely as a result of a 23% increase

in general and administrative headcount, an increase in professional service fees and legal expenses of \$293 million, an increase in stock-based compensation expense of \$200 million, and an increase in depreciation and amortization expense of \$50 million.

As we expand our business and incur additional expenses, we expect general and administrative expenses will increase in dollar amount and may increase as a percentage of revenues in the remainder of 2014 and in future periods.

Stock-Based Compensation

The following table presents our aggregate stock-based compensation expense reflected in our consolidated results from continuing operations for the periods presented (dollars in millions):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2014	2013	2014
	(unaudited)			
Stock-based compensation	\$ 856	\$ 1,255	\$ 2,254	\$ 2,974
Stock-based compensation as a percentage of revenues	6.2%	7.6%	5.7%	6.2%

Stock-based compensation increased \$399 million and \$720 million from the three and nine months ended September 30, 2013 to the three and nine months ended September 30, 2014. These increases were primarily due to additional stock awards issued to existing and new employees.

We estimate stock-based compensation for Google employees to be approximately \$4.2 billion in 2014 and \$9.2 billion thereafter related to stock awards granted as of September 30, 2014. This estimate does not include expenses to be recognized related to employee stock awards that are granted after September 30, 2014. In addition, to the extent forfeiture rates are different from what we have anticipated, stock-based compensation related to these awards will be different from our expectations.

Interest and Other Income, Net

Interest and other income, net, increased \$119 million from the three months ended September 30, 2013 to the three months ended September 30, 2014. This increase was primarily driven by a decrease in foreign currency exchange losses of \$92 million related to the change in time value of our foreign currency options and an increase in realized gains on available-for-sale investments of \$44 million.

Interest and other income, net, increased \$251 million from the nine months ended September 30, 2013 to the nine months ended September 30, 2014. This increase was primarily driven by realized gains on non-marketable equity investments of \$139 million and previously-held equity interests of \$126 million, partially offset by a decrease in interest income of \$34 million.

The costs of our foreign exchange hedging activities that we recognized to interest and other income, net, are primarily a function of the notional amount of the option and forward contracts and their related duration, the movement of the foreign exchange rates relative to the strike prices of the contracts, as well as the volatility of the foreign exchange rates.

As we expand our international business, we believe costs related to hedging activities under our foreign exchange risk management program may increase in dollar amount in the remainder of 2014 and future periods.

Provision for Income Taxes

The following table presents our provision for income taxes and the effective tax rate for the periods presented (dollars in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
	(unaudited)			
Provision for income taxes	\$ 612	\$ 859	\$ 1,893	\$ 2,594
Effective tax rate	16.2%	22.3%	16.7%	20.4%

Our provision for income taxes and effective tax rate increased from the three months ended September 30, 2013 to the three months ended September 30, 2014, primarily due to changes in estimates associated with filed tax returns in both periods, an impairment charge not deductible for tax purposes and unfavorable impact of proportionally more earnings in higher tax rate jurisdictions.

Our provision for income taxes and effective tax rate increased from the nine months ended September 30, 2013 to the nine months ended September 30, 2014, largely attributed to the expiration of the federal research and development credit as of December 31, 2013.

Our effective tax rate could fluctuate significantly on a quarterly basis and could be adversely affected to the extent earnings are lower than anticipated in countries that have lower statutory rates and higher than anticipated in countries that have higher statutory rates. Our effective tax rate could also fluctuate due to the net gains and losses recognized by legal entities on certain hedges and related hedged intercompany and other transactions under our foreign exchange risk management program, by changes in the valuation of our deferred tax assets or liabilities, or by changes in tax laws, regulations, or accounting principles, as well as certain discrete items. In addition, we are subject to the continuous examination of our income tax returns by the Internal Revenue Service (IRS) and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes.

See Critical Accounting Policies and Estimates below for additional information about our provision for income taxes.

Net Income (Loss) from Discontinued Operations

Motorola Mobile

On January 29, 2014, we entered into an agreement with Lenovo providing for the disposition of the Motorola Mobile business for a total purchase price of approximately \$2.9 billion (subject to certain adjustments), including \$1.4 billion to be paid at close, comprised of \$660 million in cash and \$750 million in Lenovo ordinary shares (subject to a share cap and floor). The remaining \$1.5 billion will be paid in the form of an interest-free, three-year prepayable promissory note.

We will maintain ownership of the vast majority of the Motorola Mobile patent portfolio, including current patent applications and invention disclosures, which will be licensed back to Motorola Mobile for its continued operations. Additionally, in connection with the sale, we will indemnify Lenovo for certain potential liabilities of the Motorola Mobile business. The transaction is subject to the satisfaction of regulatory requirements, customary closing conditions and any other needed approvals and is expected to close in the fourth quarter of 2014.

As such, financial results of Motorola Mobile are presented as "Net income (loss) from discontinued operations" on the Consolidated Statements of Income for the three and nine months ended September 30, 2013 and 2014; and assets and liabilities of Motorola Mobile to be disposed of are presented as "Assets held for sale" and "Liabilities held for sale" on the Consolidated Balance Sheet as of September 30, 2014, respectively.

The following table presents financial results of the Motorola Mobile business included in "Net income (loss) from discontinued operations" for the three and nine months ended September 30, 2013 and 2014 (in millions, unaudited):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2014	2013	2014
Revenues	\$ 1,139	\$ 1,718	\$ 3,155	\$ 4,901
Loss from discontinued operations before income taxes	(307)	(217)	(909)	(590)
Benefits from income taxes	99	32	277	139
Net loss from discontinued operations	<u>\$ (208)</u>	<u>\$ (185)</u>	<u>\$ (632)</u>	<u>\$ (451)</u>

Motorola Home

In December 2012, we entered into an agreement with Arris and certain other persons providing for the disposition of the Motorola Home business. The transaction closed on April 17, 2013 (the date of divestiture). Financial results of Motorola Home through the date of divestiture were included in "Net income (loss) from discontinued operations" for the three and nine months ended September 30, 2013.

The following table presents financial results of the Motorola Home business included in "Net income (loss) from discontinued operations" for the three and nine months ended September 30, 2013 (in millions, unaudited):

	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2013 ⁽¹⁾
Revenues	\$ 0	\$ 804
Loss from discontinued operations before income taxes	0	(67)
Benefits from income taxes	0	16
Gain on disposal	15	\$ 762
Net income from discontinued operations	<u>\$ 15</u>	<u>\$ 711</u>

⁽¹⁾ The operating results of Motorola Home were included in our Consolidated Statements of Income from January 1, 2013 through the date of divestiture.

Liquidity and Capital Resources

As of September 30, 2014, we had \$62.3 billion of cash, cash equivalents, and marketable securities which includes \$160 million of cash and cash equivalents classified as "Assets held for sale". Cash equivalents and marketable securities are comprised of time deposits, money market and other funds, including cash collateral received related to our securities lending program, fixed-income bond funds, highly liquid debt instruments of the U.S. government and its agencies, debt instruments issued by foreign governments, debt instruments issued by municipalities in the U.S., corporate securities, mortgage-backed securities, asset-backed securities, and marketable equity securities.

As of September 30, 2014, \$41.8 billion of the \$62.3 billion of cash, cash equivalents, and marketable securities was held by our foreign subsidiaries. If these funds are needed for our operations in the U.S., we would be required to accrue and pay U.S. taxes to repatriate these funds. However, our intent is to permanently reinvest these funds outside of the U.S. and our current plans do not demonstrate a need to repatriate them to fund our U.S. operations.

Our principal sources of liquidity are our cash, cash equivalents, and marketable securities, as well as the cash flow that we generate from our operations. As of September 30, 2014, we had unused letters of credit of approximately \$949 million. We believe that our sources of funding will be sufficient to satisfy our currently anticipated cash requirements through at least the next 12 months. Our liquidity could be negatively affected by a decrease in demand for our products and services. In addition, we may make acquisitions or license products and technologies complementary to our business and may need to raise additional capital through future debt or equity financing to provide for greater flexibility to fund any such acquisitions and licensing activities. Additional financing may not be available at all or on terms favorable to us.

We have a debt financing program of up to \$3.0 billion through the issuance of commercial paper. Net proceeds from this program are used for general corporate purposes. As of September 30, 2014, we had \$2.0 billion of commercial paper outstanding recorded as short-term debt, with a weighted-average interest rate of 0.1% that mature at various dates through March 2015. Average commercial paper borrowings during the quarter were \$2.0 billion and the maximum amount outstanding during the quarter was \$2.0 billion. In conjunction with this program, we have a \$3.0 billion revolving credit facility expiring in July 2016. The interest rate for the credit facility is determined based on a formula using certain market rates. As of September 30, 2014, we were in compliance with the financial covenant in the credit facility and no amounts were outstanding.

In May 2011, we issued \$3.0 billion of unsecured senior notes (2011 Notes) in three equal tranches, due in 2014, 2016, and 2021. In February 2014, we issued \$1.0 billion of unsecured senior notes (2014 Notes) due in 2024. The net proceeds from the sale of the 2011 Notes were used to repay a portion of our outstanding commercial paper and for general corporate purposes. On May 19, 2014, we repaid \$1.0 billion on the first tranche of our 2011 Notes upon maturity. We used the net proceeds from the issuance of the 2014 Notes to repay this tranche and for general corporate purposes.

As of September 30, 2014, the total carrying value and estimated fair value of the 2011 and 2014 notes were \$3.0 billion and \$3.1 billion, respectively. The fair value was determined based on observable market prices of identical instruments in less active markets. We are not subject to any financial covenants under the notes.

In August 2013, we entered into a \$258 million capital lease obligation on certain property expiring in 2028 with an option to purchase in 2016. The effective rate of the capital lease obligation approximates the market rate. The estimated fair value of the capital lease obligation approximated its carrying value as of September 30, 2014.

For the nine months ended September 30, 2013 and 2014, our cash flows were as follows (in millions):

	Nine Months Ended September 30,	
	2013	2014
	(unaudited)	
Net cash provided by operating activities	\$ 13,421	\$ 16,012
Net cash used in investing activities	(12,062)	(17,814)
Net cash used in financing activities	(889)	(1,095)

Cash Provided by Operating Activities

Our largest source of cash provided by operating cash flows is advertising revenues generated by Google websites and Google Network Members' websites. We also generate cash from sales of our hardware products, primarily in the Motorola Mobile business, and revenues from digital content and licensing. Our primary uses of cash from operating activities include payments to our Google Network Members and distribution partners, which are based on the revenue share or fixed fee arrangements, payments for manufacturing and inventory-related costs primarily for the Motorola Mobile business, as well as content acquisition costs. In addition, uses of cash from operating activities include compensation and related costs, other general corporate expenditures, and income taxes.

Cash provided by operating activities is calculated by adjusting net income to exclude non-cash items, including stock-based compensation expense, depreciation, amortization, deferred income taxes, excess tax benefits from stock-based award activities, as well as the effect of changes in working capital and other activities.

Net cash provided by operating activities increased from the nine months ended September 30, 2013 to the nine months ended September 30, 2014, primarily due to increased net income adjusted for depreciation expense and loss on disposal of property and equipment, gain on divestiture of business, and stock-based compensation expense, offset by deferred income taxes, excess tax benefit from stock-based award activities, and gains on equity interest and sales of non-marketable securities. In addition, there was a net increase in cash from changes in working capital from the nine months ended September 30, 2013 to the nine months ended September 30, 2014 primarily due to the impact from changes in prepaid revenue share, expenses and other assets, income taxes, net and accrued expenses and other liabilities, offset by the impact from changes in accounts payable.

As we expand our business internationally, we have offered payment terms to certain advertisers that are standard in their locales but longer than terms we would generally offer to our domestic advertisers. This may increase our working capital requirements and may have a negative effect on cash provided by our operating activities.

Cash Used In Investing Activities

Cash provided by or used in investing activities primarily consist of purchases, maturities, and sales of marketable securities, acquisitions of businesses and intangible assets, divestiture of businesses, and purchases of property and equipment. In addition, cash provided by or used in investing activities include our investments in reverse repurchase agreements and the cash collateral received or returned from our securities lending program.

Cash used in investing activities increased from the nine months ended September 30, 2013 to the nine months ended September 30, 2014, primarily attributable to an increase in spend related to acquisitions and a decrease in proceeds received related to divestiture of businesses. In addition, there was an increase in capital expenditures made primarily related to data centers, real estate, and production equipment. This activity was offset by a net decrease in marketable securities activity and increased cash receipts from cash collateral received from securities lending.

In order to manage expected increases in internet traffic, advertising transactions, and new products and services, and to support our overall global business expansion, we expect to make significant investments in production equipment, our systems, data centers, corporate facilities, and information technology infrastructure in 2014 and thereafter. However, the amount of our capital expenditures has fluctuated and may continue to fluctuate on a quarterly basis.

In addition, we expect to continue to spend cash on acquisitions and other investments. These acquisitions generally enhance the breadth and depth of our expertise in engineering and other functional areas, our technologies, and our product and service offerings.

Cash Used In Financing Activities

Cash used in financing activities consists primarily of net proceeds or payments from issuance or repayments of debt and net proceeds or payments and excess tax benefits from stock-based award activities.

Cash used in financing activities increased modestly from the nine months ended September 30, 2013 to the nine months ended September 30, 2014, primarily driven by an increase in net payments for stock-based award activities offset by a decrease in net repayments of debt.

Contractual Obligations

We had long-term taxes payable of \$3.1 billion as of September 30, 2014 primarily related to tax positions for which the timing of the ultimate resolution is uncertain. At this time, we are unable to make a reasonably reliable estimate of the timing of payments in individual years beyond 12 months due to uncertainties in the timing of tax audit outcomes.

Critical Accounting Policies and Estimates

We prepare our consolidated financial statements in accordance with U.S. Generally Accepted Accounting Principles (GAAP). In doing so, we have to make estimates and assumptions that affect our reported amounts of assets, liabilities, revenues, and expenses, as well as related disclosure of contingent assets and liabilities. In some cases, we could reasonably have used different accounting policies and estimates. In some cases, changes in the accounting estimates are reasonably likely to occur from period to period. Accordingly, actual results could differ materially from our estimates. To the extent that there are material differences between these estimates and actual results, our financial condition or results of operations will be affected. We base our estimates on past experience and other assumptions that we believe are reasonable under the circumstances, and we evaluate these estimates on an ongoing basis. We refer to accounting estimates of this type as critical accounting policies and estimates, which we discuss further below. We have reviewed our critical accounting policies and estimates with the audit committee of our board of directors.

Income Taxes

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes.

Although we believe we have adequately reserved for our uncertain tax positions, no assurance can be given that the final tax outcome of these matters will not be different. We adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact the provision for income

taxes in the period in which such determination is made. The provision for income taxes includes the impact of reserve provisions and changes to reserves that are considered appropriate, as well as the related net interest and penalties.

Our effective tax rates have differed from the statutory rate primarily due to the tax impact of foreign operations, state taxes, certain benefits realized related to stock-based award activities, and research and development tax credits. The effective tax rates were 16.2% and 22.3% for the three months ended September 30, 2013 and 2014 and 16.7% and 20.4% for the nine months ended September 30, 2013 and 2014, respectively. Our future effective tax rates could be adversely affected by earnings being lower than anticipated in countries that have lower statutory rates and higher than anticipated in countries that have higher statutory rates, the net gains and losses recognized by legal entities on certain hedges and related hedged intercompany and other transactions under our foreign exchange risk management program, changes in the valuation of our deferred tax assets or liabilities, or changes in tax laws, regulations, or accounting principles, as well as certain discrete items. In addition, we are subject to the continuous examination of our income tax returns by the IRS and other tax authorities which may assert assessments against us. We regularly assess the likelihood of adverse outcomes resulting from these examinations and assessments to determine the adequacy of our provision for income taxes.

Loss Contingencies

We are regularly subject to claims, suits, government investigations, and other proceedings involving competition and antitrust, intellectual property, privacy, indirect taxes, labor and employment, commercial disputes, content generated by our users, goods and services offered by advertisers or publishers using our platforms, and other matters. Certain of these matters include speculative claims for substantial or indeterminate amounts of damages. We record a liability when we believe that it is both probable that a loss has been incurred, and the amount can be reasonably estimated. If we determine that a loss is possible and a range of the loss can be reasonably estimated, we disclose the range of the possible loss in the Notes to the Consolidated Financial Statements. We evaluate, on a monthly basis, developments in our legal matters that could affect the amount of liability that has been previously accrued, and the matters and related ranges of possible losses disclosed, and make adjustments and changes to our disclosures as appropriate. Significant judgment is required to determine both likelihood of there being and the estimated amount of a loss related to such matters. Until the final resolution of such matters, there may be an exposure to loss in excess of the amount recorded, and such amounts could be material. Should any of our estimates and assumptions change or prove to have been incorrect, it could have a material impact on our business, consolidated financial position, results of operations, or cash flows. See Note 10 of Notes to Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information regarding contingencies.

Business Combinations

We allocate the fair value of purchase consideration to the tangible assets acquired, liabilities assumed and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. When determining the fair values of assets acquired and liabilities assumed, management makes significant estimates and assumptions, especially with respect to intangible assets. Critical estimates in valuing certain intangible assets include but are not limited to future expected cash flows from customer relationships and acquired patents and developed technology, and discount rates. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. Other estimates associated with the accounting for acquisitions may change as additional information becomes available regarding the assets acquired and liabilities assumed, as more fully discussed in Note 5 of Notes to Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Goodwill

Goodwill is allocated to reporting units expected to benefit from the business combination. We test goodwill for impairment at the reporting unit level at least annually, or more frequently if events or changes in circumstances occur that would more likely than not reduce the fair value of a reporting unit below its carrying value. We evaluate our reporting units on an annual basis and, if necessary, reassign goodwill using a relative fair value allocation approach. Goodwill impairment tests require judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. As of September 30, 2014, no impairment of goodwill has been identified.

Impairment of Marketable and Non-Marketable Securities

We periodically review our marketable and non-marketable securities for impairment. If we conclude that any of these investments are impaired, we determine whether such impairment is other-than-temporary. Factors we consider to make such determination include the duration and severity of the impairment, the reason for the decline in value and the potential recovery period and our intent to sell. For marketable debt securities, we also consider whether (1) it is more likely than not that we will be required to sell the security before recovery of its amortized cost basis, and (2) the amortized cost basis cannot be recovered as a result of credit losses. If any impairment is considered other-than-temporary, we will write down the asset to its fair value and record the corresponding charge as interest and other income, net.

Available Information

Our website is located at www.google.com, and our investor relations website is located at <http://investor.google.com>. The following filings are available through our investor relations website after we file them with the SEC: Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and our Proxy Statements for our annual meetings of stockholders, for the last three years, and are also available for download free of charge. We also provide a link to the section of the SEC's website at www.sec.gov that has all of our public filings, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, all amendments to those reports, our Proxy Statements, and other ownership related filings. Further, a copy of this Quarterly Report on Form 10-Q is located at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations website. Additionally, we provide notifications of news or announcements regarding our financial performance, including SEC filings, investor events, press and earnings releases, and blogs as part of our investor relations website as well as on our investor relations Google+ page (<https://plus.google.com/+GoogleInvestorRelations/posts>). Investors and others can receive notifications of new information posted on our investor relations website in real time by signing up for email alerts and RSS feeds. Further corporate governance information, including our certificate of incorporation, bylaws, governance guidelines, board committee charters, and code of conduct, is also available on our investor relations website under the heading "Corporate Governance." The content of our websites are not incorporated by reference into this Quarterly Report on Form 10-Q or in any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to financial market risks, including changes in currency exchange rates and interest rates.

Foreign Currency Exchange Risk

We transact business globally in multiple currencies. Our international revenues, as well as costs and expenses denominated in foreign currencies, expose us to the risk of fluctuations in foreign currency exchange rates against the US dollar. Our most significant currency exposures are the Euro, British Pound, and Japanese yen. We are a net receiver of foreign currencies and therefore benefit from a weakening of the U.S. dollar and are adversely affected by a strengthening of the U.S. dollar relative to the foreign currency.

We use foreign exchange option contracts to protect our forecasted U.S. dollar-equivalent earnings from adverse changes in foreign currency exchange rates. These hedging contracts reduce, but do not entirely eliminate the impact of adverse currency exchange rate movements. We designate these option contracts as cash flow hedges for accounting purposes. The fair value of the option contract is separated into its intrinsic and time values. Changes in the time value are recorded in "Interest and other income, net". Changes in the intrinsic value are recorded as a component of AOCI and subsequently reclassified into revenues to offset the hedged exposures as they occur.

We considered the historical trends in currency exchange rates and determined that it was reasonably possible that changes in exchange rates of 20% for our foreign currency options could be experienced in the near term. If the U.S. dollar weakened by 20%, the amount recorded in AOCI before tax effect would have been approximately \$398 million lower at September 30, 2014, and the total amount of expense recorded as "Interest and other income, net", would have been approximately \$133 million higher at September 30, 2014. If the U.S. dollar strengthened by 20%, the amount recorded in accumulated AOCI before tax effect would have been approximately \$2.6 billion higher at September 30, 2014, and the total amount of expense recorded as "Interest and other income, net", would have been approximately \$161 million higher at September 30, 2014. The impact in AOCI would offset our hedged exposures as they occur.

In addition, we use foreign exchange forward contracts to offset the foreign exchange risk on our assets and liabilities denominated in currencies other than the local currency of the subsidiary. These forward contracts reduce, but do not entirely eliminate the impact of currency exchange rate movements on our assets and liabilities. The foreign currency gains and losses on the assets and liabilities are recorded in "Interest and other income, net", which are offset by the gains and losses on the forward contracts.

We considered the historical trends in currency exchange rates and determined that it was reasonably possible that adverse changes in exchange rates of 20% for all currencies could be experienced in the near term. These changes would have resulted in an adverse impact on income before income taxes of approximately \$3 million at September 30, 2014. The adverse impact at September 30, 2014 is after consideration of the offsetting effect of approximately \$1.1 billion from foreign exchange contracts in place for the month of September 30, 2014. These reasonably possible adverse changes in exchange rates of 20% were applied to total monetary assets and liabilities denominated in currencies other than the local currencies at the balance sheet dates to compute the adverse impact these changes would have had on our income before income taxes in the near term.

Interest Rate Risk

Our investment strategy is to achieve a return that will allow us to preserve capital and maintain liquidity requirements. We invest primarily in U.S. government and its agency securities, money market and other funds, fixed-income bond funds, corporate debt securities, mortgage-backed securities, debt instruments issued by foreign governments, municipal securities, time deposits, and asset backed securities. By policy, we limit the amount of credit exposure to any one issuer. Our investments in both fixed rate and floating rate interest earning securities carry a degree of interest rate risk. Fixed rate securities may have their fair market value adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than predicted if interest rates fall. As of September 30, 2014, unrealized losses on our marketable debt securities were primarily due to temporary interest rate fluctuations as a result of higher market interest rates compared to the fixed interest rates on our debt securities. We account for both fixed and variable rate securities at fair value with changes on gains and losses recorded in AOCI until the securities are sold. We use interest rate derivative contracts to hedge realized gains and losses on our securities. These derivative contracts are accounted for at fair value with changes in fair value recorded in "Interest and other income, net".

We considered the historical volatility of interest rates and determined that it was reasonably possible that an adverse change of 100 basis points could be experienced in the near term. A hypothetical 1.00% (100 basis points) increase in interest rates would have resulted in a decrease in the fair values of our marketable securities and interest rate derivative contracts of approximately \$1.2 billion at September 30, 2014.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended (Exchange Act), as of the end of the period covered by this Quarterly Report on Form 10-Q.

Based on this evaluation, our chief executive officer and chief financial officer concluded that, as of September 30, 2014, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

For a description of our material pending legal proceedings, please refer to Note 10 “Contingencies - Legal Matters” of the Notes to Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q, which is incorporated herein by reference.

ITEM 1A. RISK FACTORS

Our operations and financial results are subject to various risks and uncertainties, including those described below, which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our common and capital stock.

Risks Related to Our Business and Industry

We face intense competition. If we do not continue to innovate and provide products and services that are useful to users, we may not remain competitive, and our revenues and operating results could be adversely affected.

Our business is rapidly evolving and intensely competitive, and is subject to changing technologies, shifting user needs, and frequent introductions of new products and services. Our ability to compete successfully depends heavily on providing products and services that make using the internet a more useful and enjoyable experience for our users and delivering innovative products and technologies to the marketplace. As our business has evolved, the competitive pressure to innovate will now encompass a wider range of products and services, including products and services that may be outside of our historical core business.

We have many competitors in different industries, including general purpose search engines, vertical search engines and e-commerce sites, social networking sites, traditional media companies, wireless mobile device companies, and providers of online products and services. Our current and potential competitors range from large and established companies to emerging start-ups. Established companies have longer operating histories and more established relationships with customers and users, and they can use their experience and resources in ways that could affect our competitive position, including by making acquisitions, investing aggressively in research and development, aggressively initiating intellectual property claims (whether or not meritorious) and competing aggressively for advertisers and websites. Emerging start-ups may be able to innovate and provide products and services faster than we can.

Our competitors are constantly developing innovations in web search, online advertising, wireless mobile devices, and web-based products and services. The research and development of new, technologically advanced products is also a complex and uncertain process requiring high levels of innovation and investment, as well as the accurate anticipation of technology, market trends and consumer needs. As a result, we must continue to invest significant resources in research and development, including through acquisitions, in order to enhance our web search technology and our existing products and services, and introduce new products and services that people can easily and effectively use. If we are unable to provide quality products and services, then acceptance rates for our products and services could decline and affect consumer and advertiser perceptions of our brand. In addition, these new products and services may present new and difficult technological and legal challenges, and we may be subject to claims if users of these offerings experience service disruptions or failures or other issues. Our operating results would also suffer if our innovations are not responsive to the needs of our users, advertisers, and Google Network Members, are not appropriately timed with market opportunities, or are not effectively brought to market. As technology continues to develop, our competitors may be able to offer user experiences that are, or that are seen to be, substantially similar to or better than ours. This may force us to compete in different ways and expend significant resources in order to remain competitive. If our competitors are more successful than we are in developing compelling products or in attracting and retaining users, advertisers, and content providers, our revenues and operating results could be adversely affected.

Our ongoing investment in new businesses and new products, services, and technologies is inherently risky, and could disrupt our ongoing businesses.

We have invested and expect to continue to invest in new businesses, products, services, and technologies. Such endeavors may involve significant risks and uncertainties, including distraction of management from current

operations, insufficient revenues to offset liabilities assumed and expenses associated with these new investments, inadequate return of capital on our investments, and unidentified issues not discovered in our due diligence of such strategies and offerings. Because these new ventures are inherently risky, no assurance can be given that such strategies and offerings will be successful and will not adversely affect our reputation, financial condition, and operating results.

More people are using devices other than desktop computers to access the internet and accessing new devices to make search queries. If manufacturers and users do not widely adopt versions of our web search technology, products, or operating systems developed for these devices, our business could be adversely affected.

The number of people who access the internet through devices other than desktop computers, including mobile phones, smartphones, handheld computers such as netbooks and tablets, video game consoles, and television set-top devices, is increasing dramatically. The lower resolution, functionality, and memory associated with some alternative devices make the use of our products and services through such devices more difficult and the versions of our products and services developed for these devices may not be compelling to users, manufacturers, or distributors of alternative devices. Each manufacturer or distributor may establish unique technical standards for its devices, and our products and services may not work or be viewable on these devices as a result. Some manufacturers may also elect not to include our products on their devices. In addition, search queries are increasingly being undertaken via “apps” tailored to particular devices or social media platforms, which could affect our share of the search market over time. As new devices and platforms are continually being released, it is difficult to predict the problems we may encounter in adapting our products and services and developing competitive new products and services. We expect to continue to devote significant resources to the creation, support, and maintenance of products and services across multiple platforms and devices. If we are unable to attract and retain a substantial number of alternative device manufacturers, distributors, and users to our products and services, or if we are slow to develop products and technologies that are more compatible with alternative devices and platforms, we will fail to capture the opportunities available as consumers and advertisers transition to a dynamic, multi-screen environment.

We generate a significant portion of our revenues from advertising, and a reduction in spending by or loss of advertisers could seriously harm our business.

We generated 91% of Google revenues from our advertisers in 2013 and 90% in the nine months ended September 30, 2014. Our advertisers can generally terminate their contracts with us at any time. Advertisers will not continue to do business with us if their investment in advertising with us does not generate sales leads, and ultimately customers, or if we do not deliver their advertisements in an appropriate and effective manner. If we are unable to remain competitive and provide value to our advertisers, they may stop placing ads with us, which would adversely affect our revenues and business.

In addition, expenditures by advertisers tend to be cyclical, reflecting overall economic conditions and budgeting and buying patterns. Adverse macroeconomic conditions can also have a material negative impact on the demand for advertising and cause our advertisers to reduce the amounts they spend on advertising, which could adversely affect our revenues and business.

Our revenue growth rate could decline over time, and we anticipate downward pressure on our operating margin in the future.

Our revenue growth rate could decline over time as a result of a number of factors, including as a result of:

- increasing competition,
- changes in property mix, platform mix, and geographical mix,
- the challenges in maintaining our growth rate as our revenues increase to higher levels,
- the evolution of the online advertising market, including the increasing variety of online platforms for advertising, and the other markets in which we participate, and
- the success of our investments in new businesses, products, services, and technologies.

The revenue growth rate of our Motorola Mobile business will also depend on a number of factors, including the success of our new products, our reliance on several large customers, the absence of long-term exclusivity arrangements with such customers, our ability to gain significant market share in the mobile devices space, our reliance on third-party distributors, representatives and retailers to sell certain of our products and the successful implementation of our product and operating system strategies. Furthermore, consolidation in the telecommunications industry could negatively impact our business because there would be fewer network operators and it could be more difficult to replace

any lost customers. Any of these factors could have a negative impact on our Motorola Mobile business and have an adverse effect on our consolidated financial results.

We believe our operating margin will experience downward pressure as a result of increasing competition and increased expenditures for many aspects of our business, including Motorola, and new lines of business. For instance, our operating margin will experience downward pressure if a greater percentage of our revenues comes from ads placed on our Google Network Members' websites compared to revenues generated through ads placed on our own websites or if we spend a proportionately larger amount to promote the distribution of certain products, including Google Chrome. Both the margin on revenues we generate from our Google Network Members and the margin on revenues from our Motorola business are significantly less than the margin on revenues we generate from advertising on our websites. Also, the margin on the sale of digital content and apps, advertising revenues from mobile devices and newer advertising formats are generally less than the margin on revenues we generate from advertising on our websites on traditional formats. Additionally, the margin we earn on revenues generated from our Google Network Members could decrease in the future if we pay an even larger percentage of advertising fees to our Google Network Members.

We are subject to increased regulatory scrutiny that may negatively impact our business.

The growth of our company and our expansion into a variety of new fields implicate a variety of new regulatory issues, and we have experienced increased regulatory scrutiny as we have grown. We continue to cooperate with the European Commission (EC) and other regulatory authorities around the world in investigations they are conducting with respect to our business and its impact on competition. Legislators and regulators may make legal and regulatory changes, or interpret and apply existing laws, in ways that make our products and services less useful to our users, require us to incur substantial costs, expose us to unanticipated civil or criminal liability, or cause us to change our business practices. These changes or increased costs could negatively impact our business and results of operations in material ways.

We are regularly subject to claims, suits, government investigations, and other proceedings that may result in adverse outcomes.

We are regularly subject to claims, suits, government investigations, and other proceedings involving competition and antitrust (such as the pending investigation by the EC), intellectual property, privacy, consumer protection, tax, labor and employment, commercial disputes, content generated by our users, goods and services offered by advertisers or publishers using our platforms, and other matters. The sale of hardware products also exposes us to the risk of product liability and other litigation involving assertions about product defects, as well as health and safety, hazardous materials usage, and other environmental concerns. In addition, our businesses face intellectual property litigation, as further discussed later, that exposes us to the risk of exclusion and cease and desist orders, which could limit our ability to sell products and services.

Such claims, suits, government investigations, and proceedings are inherently uncertain and their results cannot be predicted with certainty. Regardless of the outcome, such legal proceedings can have an adverse impact on us because of legal costs, diversion of management resources, and other factors. Determining reserves for our pending litigation is a complex, fact-intensive process that requires significant judgment. It is possible that a resolution of one or more such proceedings could result in substantial fines and penalties that could adversely affect our business, consolidated financial position, results of operations, or cash flows in a particular period. These proceedings could also result in reputational harm, criminal sanctions, consent decrees, or orders preventing us from offering certain features, functionalities, products, or services, requiring a change in our business practices or product recalls or other field action, or requiring development of non-infringing or otherwise altered products or technologies. Any of these consequences could adversely affect our business and results of operations.

Acquisitions and investments could result in operating difficulties, dilution, and other harmful consequences that may adversely impact our business and results of operations.

Acquisitions are an important element of our overall corporate strategy and use of capital, and these transactions could be material to our financial condition and results of operations. We expect to continue to evaluate and enter into discussions regarding a wide array of potential strategic transactions. The process of integrating an acquired company, business, or technology has created, and will continue to create, unforeseen operating difficulties and expenditures. The areas where we face risks include:

- Diversion of management time and focus from operating our business to acquisition integration challenges.
- Failure to successfully further develop the acquired business or technology.
- Implementation or remediation of controls, procedures, and policies at the acquired company.

- Integration of the acquired company's accounting, human resource, and other administrative systems, and coordination of product, engineering, and sales and marketing functions.
- Transition of operations, users, and customers onto our existing platforms.
- Failure to obtain required approvals on a timely basis, if at all, from governmental authorities, or conditions placed upon approval, under competition and antitrust laws which could, among other things, delay or prevent us from completing a transaction, or otherwise restrict our ability to realize the expected financial or strategic goals of an acquisition.
- In the case of foreign acquisitions, the need to integrate operations across different cultures and languages and to address the particular economic, currency, political, and regulatory risks associated with specific countries.
- Cultural challenges associated with integrating employees from the acquired company into our organization, and retention of employees from the businesses we acquire.
- Liability for activities of the acquired company before the acquisition, including patent and trademark infringement claims, violations of laws, commercial disputes, tax liabilities, and other known and unknown liabilities.
- Litigation or other claims in connection with the acquired company, including claims from terminated employees, customers, former stockholders, or other third parties.

Our failure to address these risks or other problems encountered in connection with our past or future acquisitions and investments could cause us to fail to realize the anticipated benefits of such acquisitions or investments, incur unanticipated liabilities, and harm our business generally.

Our acquisitions could also result in dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, or amortization expenses, or impairment of goodwill and purchased long-lived assets, and restructuring charges, any of which could harm our financial condition or results. Also, the anticipated benefit of many of our acquisitions may not materialize.

Our business depends on a strong brand, and failing to maintain and enhance our brand would hurt our ability to expand our base of users, advertisers, Google Network Members, and other partners.

The brand identity that we have developed has significantly contributed to the success of our business. Maintaining and enhancing the “Google” brand is critical to expanding our base of users, advertisers, Google Network Members, and other partners. We believe that the importance of brand recognition will increase due to the relatively low barriers to entry in the internet market. Our brand may be negatively impacted by a number of factors, including data protection and security issues, service outages, and product malfunctions. If we fail to maintain and enhance the “Google” brand, or if we incur excessive expenses in this effort, our business, operating results, and financial condition will be materially and adversely affected. Maintaining and enhancing our brand will depend largely on our ability to be a technology leader and continue to provide high-quality innovative products and services, which we may not do successfully.

A variety of new and existing U.S. and foreign laws could subject us to claims or otherwise harm our business.

We are subject to numerous U.S. and foreign laws and regulations covering a wide variety of subject matters. New laws and regulations (or new interpretations of existing laws and regulations) may also impact our business. The costs of compliance with these laws and regulations are high and are likely to increase in the future. Any failure on our part to comply with these laws and regulations can result in negative publicity and diversion of management time and effort and may subject us to significant liabilities and other penalties.

Furthermore, many of these laws were adopted prior to the advent of the internet and related technologies and, as a result, do not contemplate or address the unique issues of the internet and related technologies. The laws that do reference the internet are being interpreted by the courts, but their applicability and scope remain uncertain. For example, the laws relating to the liability of providers of online services are currently unsettled both within the U.S. and abroad. Claims have also been, or may be, threatened and filed against us under both U.S. and foreign laws for defamation, invasion of privacy and other tort claims, unlawful activity, patent, copyright and trademark infringement, or other theories based on the nature and content of the materials searched and the ads posted by our users, our products and services, or content generated by our users. Moreover, current and new patent laws such as U.S. patent laws and European patent laws may affect the ability of companies, including us, to protect their innovations and defend against claims of patent infringement.

In addition, the Digital Millennium Copyright Act has provisions that limit, but do not necessarily eliminate, our liability for caching or hosting, or for listing or linking to, third-party websites that include materials that infringe copyrights or other rights, so long as we comply with the statutory requirements of this act. Any future legislation impacting these

safe harbors may adversely impact us. Various U.S. and international laws restrict the distribution of materials considered harmful to children and impose additional restrictions on the ability of online services to collect information from minors. In the area of data protection, many states have passed laws requiring notification to users when there is a security breach for personal data, such as California's Information Practices Act. We face similar risks and costs as our products and services are offered in international markets and may be subject to additional regulations.

We are, and may in the future be, subject to intellectual property or other claims, which are costly to defend, could result in significant damage awards, and could limit our ability to use certain technologies in the future.

Internet, technology, media, and other companies own large numbers of patents, copyrights, trademarks, and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. In addition, patent holding companies may continue to seek to monetize patents they have purchased or otherwise obtained. As we have grown, the intellectual property rights claims against us have increased and may continue to increase as we develop new products, services, and technologies.

We have had patent, copyright, and trademark infringement lawsuits filed against us claiming that certain of our products, services, and technologies, including Android, Google Search, Google AdWords, Google AdSense, Motorola products, Google Maps, Google Books, Google News, Google Image Search, Google Chrome, Google Talk, Google Voice, and YouTube, among others, infringe the intellectual property rights of others. Third parties have also sought broad injunctive relief against us by filing claims in U.S. and international courts and the U.S. International Trade Commission (ITC) for exclusion and cease and desist orders, which could limit our ability to sell our products or services in the U.S. or elsewhere if our products or services or those of our customers or suppliers are found to infringe the intellectual property subject to the claims. Adverse results in any of these lawsuits may include awards of substantial monetary damages, costly royalty or licensing agreements (if licenses are available at all), or orders preventing us from offering certain features, functionalities, products, or services, and may also cause us to change our business practices, and require development of non-infringing products or technologies, which could result in a loss of revenues for us and otherwise harm our business.

In addition, many of our agreements with our customers and partners, including certain suppliers, require us to indemnify them for certain intellectual property infringement claims against them, which could increase our costs as a result of defending such claims, and may require that we pay significant damages if there were an adverse ruling in any such claims. Such customers and partners may also discontinue the use of our products, services, and technologies, as a result of injunctions or otherwise, which could result in loss of revenues and adversely impact our business. Moreover, supplier provided intellectual property indemnities to us, when obtainable, may not cover all damages and losses suffered by us and our customers from covered products.

Regardless of the merits of the claims, intellectual property claims are often time consuming, expensive to litigate or settle, and cause significant diversion of management attention. To the extent such intellectual property infringement claims are successful, they may have an adverse effect on our business, consolidated financial position, results of operations, or cash flows.

Our intellectual property rights are valuable, and any inability to protect them could reduce the value of our products, services, and brand.

Our patents, trademarks, trade secrets, copyrights, and other intellectual property rights are important assets for us. Various events outside of our control pose a threat to our intellectual property rights, as well as to our products, services and technologies. For example, effective intellectual property protection may not be available in every country in which our products and services are distributed or made available through the internet. Also, the efforts we have taken to protect our proprietary rights may not be sufficient or effective.

Although we seek to obtain patent protection for our innovations, it is possible we may not be able to protect some of these innovations. Moreover, because of our long-term interests in open source, we may not have adequate patent protection for certain innovations that later turn out to be important. Furthermore, there is always the possibility, despite our efforts, that the scope of the protection gained will be insufficient or that an issued patent may be deemed invalid or unenforceable.

We also seek to maintain certain intellectual property as trade secrets. The secrecy could be compromised by outside parties, or by our employees, which could cause us to lose the competitive advantage resulting from these trade secrets.

We also face risks associated with our trademarks. For example, there is a risk that the word “Google” could become so commonly used that it becomes synonymous with the word “search.” If this happens, we could lose protection for this trademark, which could result in other people using the word “Google” to refer to their own products, thus diminishing our brand.

Any significant impairment of our intellectual property rights could harm our business and our ability to compete. Also, protecting our intellectual property rights is costly and time consuming. Any increase in the unauthorized use of our intellectual property could make it more expensive to do business and harm our operating results.

We may be subject to legal liability associated with providing online services or content.

We host and provide a wide variety of services and products that enable users to exchange information, advertise products and services, conduct business, and engage in various online activities both domestically and internationally. The law relating to the liability of providers of these online services and products for activities of their users is still somewhat unsettled both within the U.S. and internationally. Claims have been threatened and have been brought against us for defamation, negligence, breaches of contract, copyright or trademark infringement, unfair competition, unlawful activity, tort, including personal injury, fraud, or other theories based on the nature and content of information that we publish or to which we provide links or that may be posted online or generated by us or by third parties, including our users. In addition, we are and have been and may again in the future be subject to domestic or international actions alleging that certain content we have generated or third-party content that we have made available within our services violates U.S. and non-U.S. law.

We also arrange for the distribution of third-party advertisements to third-party publishers and advertising networks, and we offer third-party products, services, or content. We may be subject to claims concerning these products, services, or content by virtue of our involvement in marketing, branding, broadcasting, or providing access to them, even if we do not ourselves host, operate, provide, or provide access to these products, services, or content. Defense of any such actions could be costly and involve significant time and attention of our management and other resources, may result in monetary liabilities or penalties, and may require us to change our business in an adverse manner.

Privacy concerns relating to our technology could damage our reputation and deter current and potential users from using our products and services.

From time to time, concerns have been expressed about whether our products, services, or processes compromise the privacy of users and others. Concerns about our practices with regard to the collection, use, disclosure, or security of personal information or other privacy related matters, even if unfounded, could damage our reputation and adversely affect our operating results.

In addition, as nearly all of our products and services are web-based, the amount of data we store for our users on our servers (including personal information) has been increasing. Any systems failure or compromise of our security that results in the release of our users’ data could seriously limit the adoption of our products and services, as well as harm our reputation and brand and, therefore, our business. We expect to continue to expend significant resources to protect against security breaches. The risk that these types of events could seriously harm our business is likely to increase as we expand the number of web-based products and services we offer, and operate in more countries.

Regulatory authorities around the world are considering a number of legislative and regulatory proposals concerning data protection. In addition, the interpretation and application of consumer and data protection laws in the U.S., Europe and elsewhere are often uncertain and in flux. It is possible that these laws may be interpreted and applied in a manner that is inconsistent with our data practices. If so, in addition to the possibility of fines, this could result in an order requiring that we change our data practices, which could have an adverse effect on our business and results of operations. Complying with these various laws could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business.

We face a number of manufacturing and supply chain risks that, if not properly managed, could adversely impact our financial results and prospects.

We face a number of risks related to manufacturing and supply chain management. For instance, the products we sell may have quality issues resulting from the design or manufacture of the product, or from the software used in the product. Sometimes, these issues may be caused by components we purchase from other manufacturers or suppliers. If the quality of our products does not meet our customers' expectations or our products are found to be defective, then our sales and operating earnings, and ultimately our reputation, could be negatively impacted.

We rely on third parties to manufacture many of our assemblies and finished products, and we have third-party arrangements for the design of some components and parts. Our business could be negatively affected if we are not able to engage third parties with the necessary capabilities or capacity on reasonable terms, or if those we engage fail to meet their obligations (whether due to financial difficulties or other reasons), or make adverse changes in the pricing or other material terms of our arrangements with them.

In the past, Motorola, like many electronics manufacturers, has experienced supply shortages and price increases driven by raw material availability, manufacturing capacity, labor shortages, industry allocations, natural disasters and significant changes in the financial or business condition of its suppliers. Workaround plans to address shortages have entailed in the past, and could entail in the future, increased freight costs for expedited shipments. There is no assurance that we will not experience shortages or other supply chain disruptions in the future or that they will not negatively impact our operations. In addition, some of the components we use in our products are available only from a single source or limited sources, and there is no assurance that we would be able to find replacement vendors on favorable terms or at all in the event of a supply chain disruption.

Additionally, because many of our supply contracts have volume-based pricing or minimum purchase requirements, if the volume of our hardware sales decreases or does not reach projected targets, we could face increased materials and manufacturing costs or other financial liabilities that could make our hardware products more costly per unit to manufacture and therefore less competitive and negatively impact our financial results. Further, certain of our competitors may negotiate more favorable contractual terms based on volume and other commitments that may provide them with competitive advantages and may impact our supply.

We also require our suppliers and business partners to comply with law and company policies regarding workplace and employment practices, environmental compliance and intellectual property licensing, but we do not control them or their practices. If any of them violates laws or implements practices regarded as unethical, we could experience supply chain disruptions, canceled orders, terminations of or damage to key relationships, and damage to our reputation. If any of them fails to procure necessary license rights to third-party intellectual property, legal action could ensue that could impact the saleability of our products and expose us to financial obligations to third parties.

The Dodd-Frank Wall Street Reform and Consumer Protection Act includes disclosure requirements regarding the use of certain minerals mined from the Democratic Republic of Congo and adjoining countries (DRC) and procedures pertaining to a manufacturer's efforts regarding the source of such minerals. SEC rules implementing these requirements may have the effect of reducing the pool of suppliers who can supply DRC "conflict free" components and parts, and we may not be able to obtain DRC conflict free products or supplies in sufficient quantities for our operations. Since our supply chain is complex, we may face reputational challenges with our customers, stockholders and other stakeholders if we are unable to sufficiently verify the origins for the minerals used in our products.

If our security measures are breached, or if our services are subject to attacks that degrade or deny the ability of users to access our products and services, our products and services may be perceived as not being secure, users and customers may curtail or stop using our products and services, and we may incur significant legal and financial exposure.

Our products and services involve the storage and transmission of users' and customers' proprietary information, and security breaches expose us to a risk of loss of this information, litigation, and potential liability. We experience cyber attacks of varying degrees on a regular basis, and as a result, unauthorized parties have obtained, and may in the future obtain, access to our data or our users' or customers' data. Our security measures may also be breached due to employee error, malfeasance, or otherwise. Additionally, outside parties may attempt to fraudulently induce employees, users, or customers to disclose sensitive information in order to gain access to our data or our users' or customers' data. Any such breach or unauthorized access could result in significant legal and financial exposure, damage to our reputation, and a loss of confidence in the security of our products and services that could potentially have an adverse effect on our business. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. If an actual or perceived breach of our security occurs, the market perception of the effectiveness of our security measures could be harmed and we could lose users and customers.

Web spam and content farms could decrease our search quality, which could damage our reputation and deter our current and potential users from using our products and services.

"Web spam" refers to websites that attempt to violate a search engine's quality guidelines or that otherwise seek to rank higher in search results than a search engine's assessment of their relevance and utility would rank them.

Although English-language web spam in our search results has been significantly reduced, and web spam in most other languages is limited, we expect web spammers will continue to seek ways to improve their rankings inappropriately. We continuously combat web spam, including through indexing technology that makes it harder for spam-like, less useful web content to rank highly. We face challenges from low-quality and irrelevant content websites, including “content farms”, which are websites that generate large quantities of low-quality content to help them improve their search rankings. We are continually launching algorithmic changes focused on low-quality websites. If web spam and content farms continue to increase on Google, this could hurt our reputation for delivering relevant information or reduce user traffic to our websites. In addition, as we continue to take actions to improve our search quality and reduce low-quality content, this may in the short run reduce our AdSense revenues, since some of these websites are AdSense partners.

Interruption or failure of our information technology and communications systems could hurt our ability to effectively provide our products and services, which could damage our reputation and harm our operating results.

The availability of our products and services depends on the continuing operation of our information technology and communications systems. Our systems are vulnerable to damage or interruption from earthquakes, terrorist attacks, floods, fires, power loss, telecommunications failures, computer viruses, computer denial of service attacks, or other attempts to harm our systems. Some of our data centers are located in areas with a high risk of major earthquakes. Our data centers are also subject to break-ins, sabotage, and intentional acts of vandalism, and to potential disruptions if the operators of certain of these facilities have financial difficulties. Some of our systems are not fully redundant, and our disaster recovery planning cannot account for all eventualities. The occurrence of a natural disaster, a decision to close a facility we are using without adequate notice for financial reasons, or other unanticipated problems at our data centers could result in lengthy interruptions in our service. In addition, our products and services are highly technical and complex and may contain errors or vulnerabilities. Any errors or vulnerabilities in our products and services, or damage to or failure of our systems, could result in interruptions in our services, which could reduce our revenues and profits, and damage our brand.

Our international operations expose us to additional risks that could harm our business, operating results, and financial condition.

Our international operations are significant to our revenues and net income, and we plan to continue to grow internationally. International revenues accounted for approximately 58% of our consolidated revenues in the nine months ended September 30, 2014. In certain international markets, we have limited operating experience and may not benefit from any first-to-market advantages or otherwise succeed.

Most of our Motorola products are manufactured outside the U.S., primarily in China, Taiwan and Brazil. If our manufacturing in these countries is disrupted, our overall capacity could be reduced and sales or profitability could be negatively impacted. We require suppliers and business partners to comply with the law and company policies regarding workplace and employment practices, environmental compliance and intellectual property licensing, but we do not control them or their practices. If any of them violates laws or implements practices regarded as unethical, we could experience supply chain disruptions, canceled orders, terminations of or damage to key relationships, and damage to our reputation. If any of them fails to procure necessary license rights to third-party intellectual property, legal action could ensue that could impact the salability of our products and expose us to financial obligations to third parties.

Moreover, in connection with Motorola Mobile’s operations in Brazil, we have had and continue to have legal disputes and controversies, including tax, labor and trade compliance controversies and other legal matters that take many years to resolve. We incur legal and other costs in managing and defending these matters and expect to continue to incur such costs. Based on our assessment of these matters, we have recorded reserves on only a small portion of the total potential exposure. It is, however, very difficult to predict the outcome of legal disputes and controversies, including litigation, in Brazil and our ultimate exposure may be greater than our current assessments and related reserves.

In addition to risks described elsewhere in this section, our international operations expose us to other risks, including the following:

- Changes in local political, economic, social, and labor conditions, which may adversely harm our business.
- Restrictions on foreign ownership and investments, and stringent foreign exchange controls that might prevent us from repatriating cash earned in countries outside the U.S.

- Import and export requirements, tariffs, trade disputes and barriers, and customs classifications that may prevent us from offering products or providing services to a particular market and may increase our operating costs.
- Potential injunctions from importation into the U.S. of our Motorola products manufactured outside the U.S. in an ITC matter.
- Longer payment cycles in some countries, increased credit risk, and higher levels of payment fraud.
- Still developing foreign laws and legal systems.
- Uncertainty regarding liability for services and content, including uncertainty as a result of local laws and lack of legal precedent.
- Different employee/employer relationships, existence of workers' councils and labor unions, and other challenges caused by distance, language, and cultural differences, making it harder to do business in certain jurisdictions.

In addition, compliance with complex foreign and U.S. laws and regulations that apply to our international operations increases our cost of doing business. These numerous and sometimes conflicting laws and regulations include internal control and disclosure rules, data privacy and filtering requirements, anti-corruption laws, such as the Foreign Corrupt Practices Act, and other local laws prohibiting corrupt payments to governmental officials, and antitrust and competition regulations, among others. Violations of these laws and regulations could result in fines and penalties, criminal sanctions against us, our officers, or our employees, prohibitions on the conduct of our business and on our ability to offer our products and services in one or more countries, and could also materially affect our brand, our international expansion efforts, our ability to attract and retain employees, our business, and our operating results. Although we have implemented policies and procedures designed to ensure compliance with these laws and regulations, there can be no assurance that our employees, contractors, or agents will not violate our policies.

Finally, since we conduct business in currencies other than U.S. dollars but report our financial results in U.S. dollars, we face exposure to fluctuations in currency exchange rates. Although we hedge a portion of our international currency exposure, significant fluctuations in exchange rates between the U.S. dollar and foreign currencies may adversely affect our net income. Additionally, hedging programs are inherently risky and could expose us to additional risks that could adversely affect our financial condition and results of operations.

Our operating results may fluctuate, which makes our results difficult to predict and could cause our results to fall short of expectations.

Our operating results may fluctuate as a result of a number of factors, many outside of our control. As a result, comparing our operating results on a period-to-period basis may not be meaningful, and you should not rely on our past results as an indication of our future performance. Our quarterly, year-to-date, and annual expenses as a percentage of our revenues may differ significantly from our historical or projected rates. Our operating results in future quarters may fall below expectations. Any of these events could cause our stock price to fall. Each of the risk factors listed in this section in addition to the following factors may affect our operating results:

- Our ability to continue to attract users to our websites and satisfy existing users on our websites.
- Our ability to monetize (or generate revenues from) traffic on our websites and our Google Network Members' websites.
- Revenue fluctuations caused by changes in property mix, platform mix, and geographical mix.
- The amount of revenues and expenses generated and incurred in currencies other than U.S. dollars, and our ability to manage the resulting risk through our foreign exchange risk management program.
- The amount and timing of operating costs and expenses and capital expenditures related to the maintenance and expansion of our businesses, operations, and infrastructure.
- Our focus on long-term goals over short-term results.
- The results of our investments in risky projects, including new businesses, products, services, technologies and acquisitions.
- Our ability to keep our websites operational at a reasonable cost and without service interruptions.
- Our ability to generate significant revenues from services in which we have invested considerable time and resources.

Because our business is changing and evolving, our historical operating results may not be useful to you in predicting our future operating results. In addition, advertising spending has historically been cyclical in nature, reflecting overall economic conditions, as well as budgeting and buying patterns. Also, user traffic tends to be seasonal. Our rapid growth has tended to mask the cyclicity and seasonality of our business. As our growth rate has slowed, the cyclicity and seasonality in our business has become more pronounced and caused our operating results to fluctuate.

If we were to lose the services of Larry, Sergey, Eric, or other key personnel, we may not be able to execute our business strategy.

Our future success depends in a large part upon the continued service of key members of our senior management team. In particular, Larry Page and Sergey Brin are critical to the overall management of Google and the development of our technology. Along with our Executive Chairman Eric E. Schmidt, they also play a key role in maintaining our culture and setting our strategic direction. All of our executive officers and key employees are at-will employees, and we do not maintain any key-person life insurance policies. The loss of key personnel could seriously harm our business.

We rely on highly skilled personnel and, if we are unable to retain or motivate key personnel, hire qualified personnel, or maintain our corporate culture, we may not be able to grow effectively.

Our performance largely depends on the talents and efforts of highly skilled individuals. Our future success depends on our continuing ability to identify, hire, develop, motivate, and retain highly skilled personnel for all areas of our organization. Competition in our industry for qualified employees is intense, and certain of our competitors have directly targeted our employees. In addition, our compensation arrangements, such as our equity award programs, may not always be successful in attracting new employees and retaining and motivating our existing employees. Our continued ability to compete effectively depends on our ability to attract new employees and to retain and motivate our existing employees.

In addition, we believe that our corporate culture fosters innovation, creativity, and teamwork. As our organization grows, and we are required to implement more complex organizational management structures, we may find it increasingly difficult to maintain the beneficial aspects of our corporate culture. This could negatively impact our future success.

Our business depends on continued and unimpeded access to the internet by us and our users. Internet access providers may be able to block, degrade, or charge for access to certain of our products and services, which could lead to additional expenses and the loss of users and advertisers.

Our products and services depend on the ability of our users to access the internet, and certain of our products require significant bandwidth to work effectively. Currently, this access is provided by companies that have significant market power in the broadband and internet access marketplace, including incumbent telephone companies, cable companies, mobile communications companies, and government-owned service providers. Some of these providers have taken, or have stated that they may take measures, including legal actions, that could degrade, disrupt, or increase the cost of user access to certain of our products by restricting or prohibiting the use of their infrastructure to support or facilitate our offerings, or by charging increased fees to us or our users to provide our offerings. Such interference could result in a loss of existing users and advertisers, and increased costs, and could impair our ability to attract new users and advertisers, thereby harming our revenues and growth.

New technologies could block our ads, which would harm our business.

Technologies have been developed that can block the display of our ads and that provide tools to users to opt out of our advertising products. Most of our revenues are derived from fees paid to us by advertisers in connection with the display of ads on web pages for our users. As a result, such technologies and tools could adversely affect our operating results.

We are exposed to fluctuations in the market values of our investment portfolio.

Given the global nature of our business, we have investments both domestically and internationally. Credit ratings and pricing of these investments can be negatively impacted by liquidity, credit deterioration or losses, financial results, or other factors. As a result, the value or liquidity of our cash equivalents and marketable securities could decline and result in a material impairment, which could materially adversely affect our financial condition and operating results.

We may have exposure to greater than anticipated tax liabilities.

Our future income taxes could be adversely affected by earnings being lower than anticipated in jurisdictions that have lower statutory tax rates and higher than anticipated in jurisdictions that have higher statutory tax rates, by changes in the valuation of our deferred tax assets and liabilities, as a result of gains on our foreign exchange risk management program, or changes in tax laws, regulations, or accounting principles, as well as certain discrete items. We are subject to regular review and audit by both domestic and foreign tax authorities. Any adverse outcome of such

a review or audit could have a negative effect on our operating results and financial condition. In addition, the determination of our worldwide provision for income taxes and other tax liabilities requires significant judgment, and there are many transactions and calculations where the ultimate tax determination is uncertain. Although we believe our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded in our financial statements and may materially affect our financial results in the period or periods for which such determination is made.

Risks Related to Ownership of Our Stock

The trading price for our Class A common stock may continue to be volatile and the trading price for our newly distributed non-voting Class C capital stock may also be volatile.

The trading price of our stock has at times experienced substantial price volatility and may continue to be volatile. For example, from October 1, 2013 through September 30, 2014, the post-split closing price of our Class A common stock ranged from \$427.26 per share to \$610.70 per share.

In addition, following the settlement of litigation involving the authorization to distribute our non-voting Class C capital stock, our board of directors approved a distribution of shares of Class C capital stock as a dividend to our holders of Class A and Class B common stock with a payment date of April 2, 2014, and on April 3, 2014, Class C capital stock was listed on The NASDAQ Global Select Market. We expect that the market price for the shares of Class A common stock will continue to generally reflect the effect of the Stock Split. In accordance with the settlement, we may be obligated to make a payment to holders of Class C capital stock if, on average, Class C capital stock trades below Class A common stock during the first 365 days following the Class C dividend. We cannot reliably predict what, if any, patterns will emerge over time with respect to the relative trading prices of Class A common stock and Class C capital stock, and we may be obligated to make such a payment to holders of the Class C stock in cash, Class A stock, Class C stock, or a combination thereof, at the discretion of the board of directors. For further disclosure regarding this potential payment, please refer to Note 12 “Stockholders’ Equity - Stock Split Effected in Form of Stock Dividend” of the Notes to Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

The trading price of our Class A common stock and Class C capital stock may fluctuate widely in response to various factors, some of which are beyond our control. These factors include, among others:

- Quarterly variations in our results of operations or those of our competitors.
- Announcements by us or our competitors of acquisitions, new products, significant contracts, commercial relationships, or capital commitments.
- Recommendations by securities analysts or changes in earnings estimates.
- Announcements about our earnings that are not in line with analyst expectations, the risk of which is enhanced because it is our policy not to give guidance on earnings.
- Announcements by our competitors of their earnings that are not in line with analyst expectations.
- Commentary by industry and market professionals about our products, strategies, and other matters affecting our business and results, regardless of its accuracy.
- The volume of shares of Class A common stock and Class C capital stock available for public sale.
- Sales of Class A common stock and Class C capital stock by us or by our stockholders (including sales by our directors, executive officers, and other employees).
- Short sales, hedging, and other derivative transactions on shares of our Class A common stock and Class C capital stock.
- The perceived values of Class A common stock and Class C capital stock relative to one another.

In addition, the stock market in general, and the market for technology companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. These broad market and industry factors may harm the market price of our Class A common stock and our Class C capital stock regardless of our actual operating performance.

The concentration of our stock ownership limits our stockholders’ ability to influence corporate matters.

Our Class B common stock has 10 votes per share, our Class A common stock has one vote per share, and our Class C capital stock has no voting rights. As of September 30, 2014, Larry, Sergey, and Eric beneficially owned approximately 92.5% of our outstanding Class B common stock and represented approximately 60.8% of the voting power of our outstanding capital stock. Larry, Sergey, and Eric therefore have significant influence over management and affairs and over all matters requiring stockholder approval, including the election of directors and significant corporate transactions, such as a merger or other sale of our company or our assets, for the foreseeable future. In addition, because our Class C capital stock carries no voting rights (except as required by applicable law), the issuance

of the Class C capital stock, including in future stock-based acquisition transactions and to fund employee equity incentive programs, could prolong the duration of Larry and Sergey's current relative ownership of our voting power and their ability to elect all of our directors and to determine the outcome of most matters submitted to a vote of our stockholders. Together with Eric, they would also continue to be able to control any required stockholder vote with respect to certain change in control transactions involving Google (including an acquisition of Google by another company).

This concentrated control limits or severely restricts our stockholders' ability to influence corporate matters and, as a result, we may take actions that our stockholders do not view as beneficial. As a result, the market price of our Class A common stock and our Class C capital stock could be adversely affected.

Provisions in our charter documents and under Delaware law could discourage a takeover that stockholders may consider favorable.

Provisions in our certificate of incorporation and bylaws may have the effect of delaying or preventing a change of control or changes in our management. These provisions include the following:

- Our certificate of incorporation provides for a tri-class capital stock structure. As a result of this structure, Larry, Sergey, and Eric have significant influence over all matters requiring stockholder approval, including the election of directors and significant corporate transactions, such as a merger or other sale of our company or our assets. This concentrated control could discourage others from initiating any potential merger, takeover, or other change of control transaction that other stockholders may view as beneficial. As noted above, the issuance of the Class C capital stock could have the effect of prolonging the influence of Larry, Sergey, and Eric.
- Our board of directors has the right to elect directors to fill a vacancy created by the expansion of the board of directors or the resignation, death, or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors.
- Our stockholders may not act by written consent. As a result, a holder, or holders, controlling a majority of our capital stock would not be able to take certain actions without holding a stockholders' meeting.
- Our certificate of incorporation prohibits cumulative voting in the election of directors. This limits the ability of minority stockholders to elect director candidates.
- Stockholders must provide advance notice to nominate individuals for election to the board of directors or to propose matters that can be acted upon at a stockholders' meeting. These provisions may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of our company.
- Our board of directors may issue, without stockholder approval, shares of undesignated preferred stock. The ability to issue undesignated preferred stock makes it possible for our board of directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to acquire us.

As a Delaware corporation, we are also subject to certain Delaware anti-takeover provisions. Under Delaware law, a corporation may not engage in a business combination with any holder of 15% or more of its outstanding voting stock unless the holder has held the stock for three years or, among other things, the board of directors has approved the transaction. Our board of directors could rely on Delaware law to prevent or delay an acquisition of us.

ITEM 5. OTHER INFORMATION

As previously disclosed, on March 25, 2014, Google entered into a transfer restriction agreement with each of Larry Page, Google's Chief Executive Officer and Co-Founder, and his Permitted Entities (as defined in the agreement) and Sergey Brin, Google's Co-Founder, and his Permitted Entities (as defined in the agreement) (together, the "Transfer Restriction Agreements"). Since that date, each of Larry Page's and Sergey Brin's Permitted Entities have complied with the terms and conditions of the Transfer Restriction Agreements. On October 23, 2014, each of their Permitted Entities memorialized their entry into the Transfer Restriction Agreements by executing a joinder agreement (together, the "Joinder Agreements").

The foregoing descriptions of the Joinder Agreements are qualified in their entirety by the terms of such agreements, which are filed hereto as Exhibits 4.01 and 4.02 and are incorporated herein by reference. The foregoing descriptions of the Transfer Restriction Agreements are qualified in their entirety by the terms of such agreements, which were filed as Exhibits 4.01 and 4.02 to Google's Current Report on Form 8-K filed on March 26, 2014, and are incorporated herein by reference.

ITEM 6. EXHIBITS

See the Exhibit Index following the signature page to this Quarterly Report on Form 10-Q for a list of exhibits filed or furnished with this report, which Exhibit Index is incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: October 23, 2014

GOOGLE INC.

By:

/s/ PATRICK PICHETTE

Patrick Pichette

Senior Vice President and Chief Financial Officer

(Principal financial officer and duly authorized signatory)

EXHIBIT INDEX

Exhibit Number	Description	Incorporated by reference herein	
		Form	Date
4.01	* Joinder Agreement, dated October 23, 2014, among Google Inc., Larry Page and his Permitted Entities		
4.02	* Joinder Agreement, dated October 23, 2014, among Google Inc., Sergey Brin and his Permitted Entities		
10.01	Letter Agreement, dated July 9, 2014, between Alan R. Mulally and Google Inc.	Current Report on Form 8-K (File No. 001-36380)	July 15, 2014
10.02	* Transition Letter, dated July 18, 2014, between Nikesh Arora and Google Inc.		
10.03	* Separation Agreement and Release, dated August 20, 2014, between Nikesh Arora and Google Inc.		
12	* Computation of Ratio of Earnings to Fixed Charges		
31.01	* Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002		
31.02	* Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002		
32.01	‡ Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002		
101.INS	XBRL Instance Document		
101.SCH	XBRL Taxonomy Extension Schema Document		
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document		
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document		
101.LAB	XBRL Taxonomy Extension Label Linkbase Document		
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document		

* Filed herewith.

‡ Furnished herewith.

JOINDER AGREEMENT

October 23, 2014

Reference is hereby made to that certain Transfer Restriction Agreement, dated March 25, 2014 (the “Transfer Restriction Agreement”), among Google Inc., a Delaware corporation, Larry Page and his Permitted Entities. Unless otherwise defined herein, terms defined in the Transfer Restriction Agreement and used herein shall have the meanings given to them in the Transfer Restriction Agreement.

Each of the undersigned parties hereby agrees that it is, and shall be deemed to be for all purposes, a Permitted Entity, a Holder and a member of the Holder Group under the Transfer Restriction Agreement, and bound by all of the terms and conditions of the Transfer Restriction Agreement, effective March 25, 2014, as if it were an original signatory thereto.

This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware applicable to contracts executed in and to be performed entirely within such State, without regard to the conflict of laws principles thereof which would result in the application of the laws of any other jurisdiction.

This Agreement may be executed in one or more counterparts (including by facsimile or electronic signature and by electronic mail or PDF), each of which when executed shall be deemed to be an original, but all of which taken together shall constitute one and the same agreement.

* * * * *

(Signature Page Follows)

IN WITNESS WHEREOF, the Permitted Entities named below have executed this Agreement as of the date set forth above and agree to be bound by the terms of this Agreement applicable to Permitted Entities as Holders and members of the Holder Group.

Google Inc.

/s/ Kent Walker

Name: Kent Walker

Title: Senior Vice President and General Counsel

Larry Page

/s/ Larry Page

**J.P. Morgan Trust Company of Delaware
as Trustee**

Lawrence Page Trust

/s/ Danielle M. Kiss

Name: Danielle M. Kiss

Title: Authorized Signatory

**J.P. Morgan Trust Company of Delaware
as Trustee**

Lawrence Page Trust II

/s/ Danielle M. Kiss

Name: Danielle M. Kiss

Title: Authorized Signatory

**J.P. Morgan Trust Company of Delaware
as Trustee**

Lawrence Page Trust III

/s/ Danielle M. Kiss

Name: Danielle M. Kiss

Title: Authorized Signatory

JOINDER AGREEMENT

October 23, 2014

Reference is hereby made to that certain Transfer Restriction Agreement, dated March 25, 2014 (the "Transfer Restriction Agreement"), among Google Inc., a Delaware corporation, Sergey Brin and his Permitted Entities. Unless otherwise defined herein, terms defined in the Transfer Restriction Agreement and used herein shall have the meanings given to them in the Transfer Restriction Agreement.

Each of the undersigned parties hereby agrees that it is, and shall be deemed to be for all purposes, a Permitted Entity, a Holder and a member of the Holder Group under the Transfer Restriction Agreement, and bound by all of the terms and conditions of the Transfer Restriction Agreement, effective March 25, 2014, as if it were an original signatory thereto.

This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware applicable to contracts executed in and to be performed entirely within such State, without regard to the conflict of laws principles thereof which would result in the application of the laws of any other jurisdiction.

This Agreement may be executed in one or more counterparts (including by facsimile or electronic signature and by electronic mail or PDF), each of which when executed shall be deemed to be an original, but all of which taken together shall constitute one and the same agreement.

* * * * *

(Signature Page Follows)

IN WITNESS WHEREOF, the Permitted Entities named below have executed this Agreement as of the date set forth above and agree to be bound by the terms of this Agreement applicable to Permitted Entities as Holders and members of the Holder Group.

Google Inc.

/s/ Kent Walker

Name: Kent Walker

Title: Senior Vice President and General Counsel

Sergey Brin

/s/ Sergey Brin

**J.P. Morgan Trust Company of Delaware
as Trustee**

MDC Trust I

/s/ Danielle M. Kiss

Name: Danielle M. Kiss

Title: Authorized Signatory

**J.P. Morgan Trust Company of Delaware
as Trustee**

MDC Trust II

/s/ Danielle M. Kiss

Name: Danielle M. Kiss

Title: Authorized Signatory

**J.P. Morgan Trust Company of Delaware
as Trustee**

MDC Trust III

/s/ Danielle M. Kiss

Name: Danielle M. Kiss

Title: Authorized Signatory



July 18, 2014

Re: Transition Promises, Release of Claims and Solicitation of Employees (“Transition Letter”)

Dear Nikesh:

Pursuant to our discussions, we have agreed that your employment with Google Inc. (“Google” or “the Company”) will end effective September 7, 2014. As we discussed, your last day of work in your current position as Senior Vice President at the Company will be August 1, 2014. Effective August 1, 2014 through September 7, 2014, you will be performing services as an Advisor for the Company upon request (the “Advisory Period”). You agree to make yourself available as requested to perform these services for the Company during the Advisory Period; provided that you may perform services for Softbank as long as you are not an employee of Softbank at such time and such services do not materially interfere with you duties during the Advisory Period. Your employment with the Company will end on September 7, 2014 (the “Termination Date”). To assist you in your transition, we will make the following promises to you conditioned on your agreement with the terms of this letter, including the general release of claims and the non-solicitation agreement:

- i. You will continue to be paid your salary and will be eligible for benefits and vest in equity through the Termination Date. All stock options that have vested on or before the Termination Date will continue to be exercisable, and all Google Stock Units (GSUs) that have vested on or before the Termination Date will be settled, pursuant to their terms.
- ii. You may characterize your departure from the Company as voluntary and communicate the same to your team and peers, however, any written communications related to your departure must be pre-approved by Google’s Communications representative; provided, however, that such communications shall not include any communications generated by Softbank on or before October 17, 2014 relating to your new position with Softbank.
- iii. On the Termination Date, the Company will forgive repayment of the \$8,000,000 bonus that was approved by the Leadership Development and Compensation Committee of the Company’s Board of Directors, and reported on a Form 8-K with the U.S. Securities and Exchange Commission, on April 26, 2012 (the “Bonus”); provided, however, that the Company’s forgiveness of your repayment of the Bonus is expressly conditioned on your execution of another general release of claims covering the time period from the date you execute this letter and your actual termination date. A sample, non-execution copy of the

Severance and Release Letter is attached hereto for your review. A final execution copy will be provided to you closer to your actual termination date.

Release of Claims. You understand and agree that the benefits outlined herein, except for those to which you are already entitled, are provided to you in consideration for the covenants undertaken and the releases contained in this Transition Letter. You, on your own behalf, and on behalf of your respective heirs, family members, executors, and assigns, hereby unconditionally and irrevocably release the Company and its current and former officers, directors, employees, investors, shareholders, administrators, affiliates, divisions, subsidiaries, predecessor and successor corporations, and assigns (the "Released Parties"), from, and agree not to sue concerning, any claim, duty, obligation or cause of action relating to any matters of any kind, whether presently known or unknown, suspected or unsuspected, that you may possess arising from any omissions, acts or facts that have occurred up until and including the date you execute this Transition Letter (the "Released Claims"). The Released Claims include, without limitation: any and all claims arising from or relating to your employment relationship with the Company and the termination of that relationship; any and all claims for wrongful discharge of employment, termination in violation of public policy, constructive discharge, negligent hiring, retention or supervision, quantum meruit, breach of contract, both express and implied, breach of a covenant of good faith and fair dealing, both express and implied, promissory estoppel, negligent or intentional infliction of emotional distress, negligent or intentional misrepresentation, negligent or intentional interference with contract or prospective economic advantage, unfair business practices, defamation, libel, slander, negligence, personal injury, assault, battery, invasion of privacy, false imprisonment, and conversion; any and all claims for wages, bonuses, commissions, overtime, vacation pay, severance pay, or any other form of compensation of any kind; any and all claims for discrimination, harassment, and retaliation; and any all claims for attorneys' fees and costs. The Released Claims include, without limitation, any and all claims arising under any federal, state or municipal constitution, statute, regulation, ordinance, and common law, including, but not limited to, Title VII of the Civil Rights Act of 1964, the Civil Rights Act of 1991, the Americans with Disabilities Act of 1990, 42 U.S.C. section 1981, the Employee Retirement Income Security Act of 1974, the National Labor Relations Act, the Worker Adjustment and Retraining Notification Act, the Family Medical Leave Act, and the Equal Pay Act.

The Released Claims, however, do not include: claims that may not be waived by private agreement without judicial or governmental supervision; claims for workers' compensation benefits or unemployment insurance benefits; claims arising under this Transition Letter; any rights or claims that cannot be waived as a matter of law; or any rights you may have to indemnification by the Company on account of your role as an officer or under any fiduciary policy maintained by the Company.

You understand the provisions of this release and acknowledge your agreement to its terms is knowing and voluntary.

You agree that the release set forth in this section shall be and remain in effect in all respects as a complete general release as to the matters released. This release does not extend to any obligations incurred under this Transition Letter.

Waiver of Unknown Claims. Your release of claims is intended to release all Released Claims, even if you are aware of them, and even if knowledge of the existence of the claims would have materially affected your acceptance of this Transition Letter. Accordingly, you waive the protection of California Civil Code Section 1542 and any other analogous rule or principle of law. Section 1542 states:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

Solicitation of Employees. To the fullest extent permitted under applicable law, during your employment with Google and for twelve months immediately following its termination for any reason, whether voluntary or involuntary, with or without cause, you will not directly or indirectly solicit any of the Company's employees to leave their employment, other than the one individual who served in the role as your administrative assistant at Google on July 17, 2014.

Confidentiality. The existence of and provisions of the Transition Letter shall be held in strictest confidence by you and shall not be publicized or disclosed in any manner whatsoever, including but not limited to any reference to its existence, meaning, importance, value or comparative value; provided, however, you may disclose this Transition Letter to your spouse or domestic partner (if any), attorney, accountant, tax preparer, and financial advisor, and you may also disclose this Transition Letter insofar as such disclosure is required by law or in connection with filing a charge or participating in any investigation or proceeding conducted by the Equal Employment Opportunity Commission, National Labor Relations Board, or comparable federal, state or local agency. **You specifically agree that your obligation to maintain the confidentiality of this Transition Letter is a material term of this Transition Letter without which the Company would not have entered into this Transition Letter. Therefore, you agree that a violation of the terms of this provision will obligate you to repay the Bonus in full in accordance with its terms; provided, however, that the Company and you agree that it will not be a violation of the terms of this provision for you to disclose the information with respect to the waiver of the tenure-based repayment requirement in the Bonus as contained in the Form 8-K filed with the U.S. Securities and Exchange Commission on July 17, 2014 (the "Form 8-K"), but only to the extent that such disclosure is limited to the language set forth in Item 5.02 of the Form 8-K.** Nothing in this paragraph shall prejudice the Company's ability to recover damages for the breach of any other provision of this Transition Letter.

Travel Expenses/Taxes. Prior to your Termination Date, the Company will provide you with a summary of the amount of imputed income that will be added to your compensation with respect to personal travel on Company aircraft during 2014. You are responsible for applicable taxes and withholdings on that imputed income on or before your Termination Date.

If this Transition Letter, including the Release of Claims, Confidentiality and Solicitation of Employees provisions are acceptable to you, please indicate your acceptance of the above terms by signing this below by 12:00 p.m. on July 18, 2014 and returning it to Laszlo Bock. In the event that

you reject this offer, your employment may be terminated in advance of the anticipated termination date outlined above, within the Company's sole discretion, and the Bonus must be repaid in full in accordance with its terms.

**Sincerely,
Google Inc.**

/s/ Laszlo Bock

Laszlo Bock
Senior Vice President, People Operations

By my signature below, I acknowledge that I have carefully reviewed and considered this Transition Letter; that I have had the opportunity to consult with counsel of my choosing before signing this Transition Letter; that I understand the terms of the Transition Letter; and that I voluntarily agree to them.

/s/ Nikesh Arora

Signature



August 20, 2014

Re: Separation Agreement and Release

Dear Nikesh:

In accordance with the Transition Letter dated July 18, 2014, to assist in your transition from employment which is scheduled to end on September 7, 2014 (“Termination Date”), Google Inc. (the “Company”) offers the following benefits to you subject to the conditions described in this letter (the “Agreement”). We hope that you accept this package of benefits by agreeing to the terms outlined below and we wish you well in your future endeavors.

1. Payment of Salary; Other Benefits. On your Termination Date, the Company will pay to you all salary, wages, bonuses, accrued vacation, commissions and any and all other benefits due to you through that date.

2. Bonus Repayment Forgiveness. Conditioned on your accepting this Agreement, the Company will forgive repayment of the \$8,000,000 bonus that was approved by the Leadership Development and Compensation Committee of the Company’s Board of Directors, and reported on a Form 8-K with the U.S. Securities and Exchange Commission, on April 26, 2012 (the “Bonus”).

3. Continuation of Benefits. Many of your employment benefits (*e.g.*, health insurance coverage) will cease as of September 30, 2014. Following the Termination Date, you may elect to receive health insurance benefits under the Company’s group health plan pursuant to COBRA.

4. Submission and Reimbursement of Gcard Charges. If you have a Gcard, you must return your Gcard and submit your expenses on or before the Termination Date. Per the Gcard Terms and Conditions, the Gcard is for business expenses, not personal expenses. You understand and agree that you have a legal obligation to reimburse the Company for any personal expenses charged to your Gcard account and that payment of such reimbursement is a condition precedent to receiving the benefit of paragraph 2 above. You agree to provide the Company with reimbursement for any and all personal expenses charged to your Gcard within 15 days of the Termination Date.

5. Travel Expenses/Taxes. Prior to your Termination Date, the Company will provide you with a summary of the amount of imputed income that will be added to your compensation with respect to personal travel on Company aircraft during 2014. You are responsible for applicable taxes and withholdings on that imputed income on or before your Termination Date.

6. Vesting of Stock. The final stock vesting date for any stock option or GSU grants made to you during your employment with the Company and in accordance with its Stock Plans shall be the Termination Date. All stock options that have vested on or before the Termination Date will continue to be exercisable, and all Google Stock Units (GSUs) that have vested on or before the Termination Date will be settled, pursuant to their terms.

7. Confidential Information. You shall continue to maintain the confidentiality of all confidential and proprietary information of the Company and shall continue to comply with the terms and conditions of the Confidentiality Agreement between you and the Company, a copy of which will be provided to you upon request. You shall return all the Company property and confidential and proprietary information in your possession to the Company on or before the Termination Date.

8. Release of Claims. You understand and agree that the Severance Benefit and other benefits provided for herein, except for those to which you are already entitled, are provided to you in consideration for the covenants undertaken and the releases contained in this Agreement. You, on your own behalf, and on behalf of your respective heirs, family members, executors, and assigns, hereby unconditionally and irrevocably release the Company and its current and former officers, directors, employees, investors, shareholders, administrators, affiliates, divisions, subsidiaries, predecessor and successor corporations, and assigns (the “Released Parties”), from, and agree not to sue concerning, any claim, duty, obligation or cause of action relating to any matters of any kind, whether presently known or unknown, suspected or unsuspected, that you may possess arising from any omissions, acts or facts that have occurred up until and including the date you execute this Agreement (the “Released Claims”). The Released Claims include, without limitation: any and all claims arising from or relating to your employment relationship with the Company and the termination of that relationship; any and all claims for wrongful discharge of employment, termination in violation of public policy, constructive discharge, negligent hiring, retention or supervision, quantum meruit, breach of contract, both express and implied, breach of a covenant of good faith and fair dealing, both express and implied, promissory estoppel, negligent or intentional infliction of emotional distress, negligent or intentional misrepresentation, negligent or intentional interference with contract or prospective economic advantage, unfair business practices, defamation, libel, slander, negligence, personal injury, assault, battery, invasion of privacy, false imprisonment, and conversion; any and all claims for wages, bonuses, commissions, overtime, vacation pay, severance pay, or any other form of compensation of any kind; any and all claims for discrimination, harassment, and retaliation; and any all claims for attorneys’ fees and costs. The Released Claims include, without limitation, any and all claims arising under any federal, state or municipal constitution, statute, regulation, ordinance, and common law, including, but not limited to, Title VII of the Civil Rights Act of 1964, the Civil Rights Act of 1991, the Americans with Disabilities Act of 1990, 42 U.S.C. section 1981, the Employee Retirement Income Security Act of 1974, the National Labor Relations Act, the Worker Adjustment and Retraining Notification Act, the Family Medical Leave Act, and the Equal Pay Act.

In addition, if you work or worked for the Company in any of the following states, the Released Claims include any and all claims arising under the following state or local laws, but not limited to:

California: California Constitution; California Labor Code, including but not limited to Cal. Lab. Code §§ 200 *et seq.*, 970 *et seq.*, 1198, 2698 *et seq.*; any applicable California Industrial Welfare Commission

order; the California Fair Employment and Housing Act; the San Francisco Minimum Wage Ordinance; the San Francisco Paid Sick Leave Ordinance; the San Francisco Health Care Security Ordinance; the San Francisco Fair Chance Ordinance (NOTE: effective August 13, 2014); the San Francisco Family Friendly Workplace Ordinance.

Illinois: The Illinois Human Rights Act; the Illinois Equal Pay Act; the Illinois Wage Payment and Collection Act; the Minimum Wage Law; the Right to Privacy in the Workplace Act; the Personnel Record Review Act; the Whistleblower Act; the Family Military Leave Act.

Massachusetts: The Massachusetts Fair Employment Practices Law (M.G.L. c. 151B); the Massachusetts Civil Rights Act (M.G.L. c. 12, §§ 11H-11I); the Massachusetts Equal Pay Law (M.G.L. c. 149, § 105A); the Massachusetts Maternity Leave Act (M.G.L. c. 149, § 105D); the Massachusetts Small Necessities Leave Act (M.G.L. c. 149, § 52D); the Massachusetts Equal Rights Act (M.G.L. c. 93, §§ 102, 103); the Massachusetts Right of Privacy Act (M.G.L. c. 214, § 1B); the Freedom from Sexual Harassment Law (M.G.L. c. 214, § 1C); the Massachusetts Law Regarding Credit Reports (M.G.L. c. 93, § 62(a)); the Massachusetts Wage Act (M.G.L. c. 149, §§ 27-27H *et seq.*, 100, 101, 148, 148A, 148B, and 152A, and M.G.L. c. 151, §§ 1 and 1A).

You agree and understand that by entering into this Agreement, you are waiving rights and releasing all claims and potential claims under Massachusetts statutory provisions relating to misclassification, the payment of wages, the payment of overtime compensation, vacation pay, leave with pay, and other forms of compensation due or allegedly due, timely payment of any such compensation, tip pooling, meal breaks and retaliation, and you are doing so knowingly, voluntarily, and without coercion or duress.

Michigan: The Michigan Elliot-Larsen Civil Rights Act; the Michigan Equal Pay Law (MI Comp. Laws Ann. § 750.556); the Michigan Persons with Disabilities Civil Rights Act; the Payment of Wages and Fringe Benefits Act; the Michigan Minimum Wage Law of 1964; the Michigan Whistleblowers' Protection Act; the Bullard-Plawecki Employee Right to Know Act; the Michigan Occupational Safety and Health Act; the Michigan Social Security Number Privacy Act; the Michigan Sales Representatives Commission Act.

New York: The New York Labor Law; the New York Executive Law; the New York State Human Rights Law; the New York City Human Rights Law.

Pennsylvania: The Pennsylvania Human Relations Act (43 P.S. § 951 *et seq.*); the Pennsylvania Whistleblower Law (43 P.S. § 1421 *et seq.*); the Philadelphia Fair Practices Ordinance; the Allegheny County Code of Ordinances (No. 26-09-OR, § 215-32); the Pittsburgh City Non-Discrimination Code (6 Pittsburgh Code § 659.02).

Washington State: The Washington Law Against Discrimination in Employment; the Washington Equal Pay Act; the Washington Sex Discrimination Law; the Washington Age Discrimination Law; the Washington Family Leave Act; the Washington Military Family Leave Act; the Washington Domestic Violence Leave Act; the Revised Code of Washington 49.12.360; the Revised Code of Washington 49.78.390; the Seattle Municipal Code Chapters 14.04 and 14.16.

The Released Claims, however, do not include: claims that may not be waived by private agreement without judicial or governmental supervision; claims for workers' compensation benefits or unemployment insurance benefits; claims arising under this Agreement; any rights or claims that cannot be waived as a matter of law; or any rights you may have to indemnification by the Company on account of your role as an officer or under any fiduciary policy maintained by the Company.

You understand the provisions of this release and acknowledge your agreement to its terms is knowing and voluntary.

You acknowledge that you are knowingly and voluntarily waiving and releasing any rights you may have under the ADEA. You also acknowledge that the consideration given for the waiver and release above is in addition to anything of value to which you were already entitled. You acknowledge that this Agreement is written in a manner calculated to be understood by you. Your waiver and release do not apply to any rights or claims that may arise after you execute this Agreement. You should consult with an attorney (at your own expense) prior to executing this Agreement. You have twenty-one (21) days to consider this Agreement (although you may choose to voluntarily execute this Agreement earlier). You have seven (7) days following the execution of this Agreement to revoke the Agreement, which if you opt to do so, must be in writing by facsimile to 650-618-1859. This Agreement shall not be effective until the revocation period has expired, *i.e.*, as of the eighth day after this Agreement is executed by you.

You agree that the release set forth above shall be and remain in effect in all respects as a complete general release as to the matters released. You represent and warrant that you have not assigned or given away any of the Released Claims.

9. Waiver of Unknown Claims. Your release of claims is intended to release all Released Claims, even if you are aware of them, and even if knowledge of the existence of the claims would have materially affected your acceptance of this Agreement. Accordingly, you waive the protection of California Civil Code Section 1542 and any other analogous rule or principle of law. Section 1542 states:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

10. Pending and Future Claims. You represent that no lawsuits, claims, complaints, charges or other proceedings arising out of or based upon your employment with the Company are pending in any court, administrative agency, commission or other forum. You also agree that you will not file any claims arising out of or based upon your employment with the Company. Nothing in the Agreement is intended or shall be construed to prohibit you from filing a charge or participating in any investigation or proceeding conducted by the Equal Employment Opportunity Commission, National Labor Relations Board, or other comparable federal, state, or local agency, although by signing this Agreement you agree to waive your right to recover individual relief based on any claims asserted in such a charge or

complaint. Nothing in the Agreement is intended or shall be construed to prohibit you from challenging under the Older Workers Benefit Protection Act or your waiver of claims under the ADEA.

11. Medicare Eligibility. If amounts you are receiving under this Agreement are for Medicare-paid medical expenses, the government may require you to reimburse Medicare, which you promise to do as required by law. That is why the Company has to report all settlements with Medicare-eligible employees to the government, which you promise to assist the Company to do if it requests your assistance, e.g., by providing it with reporting information. The Company may delay paying you the Severance Benefit under this Agreement until you provide the reporting assistance it reasonably requests. You hereby represent that (initial one):

- You are not Medicare-eligible.
- You are Medicare-eligible¹, but have never enrolled in Medicare.
- You have enrolled in Medicare and your Medicare claim number is _____.

If you violate any promise in this provision or if any of your representations in it are false, you agree to hold the Company and all Released Parties harmless from any Medicare-related liability, reporting penalties, and defense costs.

12. Application for Employment. You understand and agree that, as a condition of this Agreement, while you may in the future apply for employment or re-employment with the Company, its subsidiaries or any successor, the Company will be under no obligation to accept or consider such application.

13. Confidentiality. The existence of and provisions of the Agreement shall be held in strictest confidence by you and shall not be publicized or disclosed in any manner whatsoever, including but not limited to any reference to its existence, meaning, importance, value or comparative value; provided, however, you may disclose this Agreement to your spouse or domestic partner (if any), attorney, accountant, tax preparer, and financial advisor, and you may also disclose this Agreement insofar as such disclosure is required by law or in connection with filing a charge or participating in any investigation or proceeding conducted by the Equal Employment Opportunity Commission, National Labor Relations Board, or comparable federal, state or local agency. **You specifically agree that your obligation to maintain the confidentiality of this Agreement is a material term of this Agreement without which the Company would not have entered into this Agreement. Therefore, you agree that a violation of the terms of this provision will obligate you to repay the Bonus described in paragraph 2 in full in accordance with its terms; provided, however, that the Company and you agree that it will not be a violation of the terms of this provision for you to disclose the information with respect to the waiver of the tenure-based repayment requirement in the Bonus as contained in the Form 8-K filed with the U.S. Securities and Exchange Commission on July 17, 2014 (the "Form 8-K"), but only to the extent that such disclosure is limited to the language set forth in Item 5.02 of the Form 8-K.** Nothing in this paragraph shall prejudice the Company's ability to recover damages for the breach of any other provision of this Agreement.

14. Non-Disparagement; No Cooperation. Other than in connection with filing a charge or participating in any investigation or proceeding conducted by the Equal Employment Opportunity Commission, the National Labor Relations Board, or other comparable federal, state, or local agency, or under a valid subpoena or court order to do so, you will not criticize, denigrate, or otherwise disparage the Company, or any other Released Party, or any of their products, processes, policies, practices, standards of business conduct, or areas of research; or counsel or assist any attorneys or their clients in the presentation or prosecution of any disputes, differences, grievances, claims, charges, or complaints by any third party against the Company or Released Party. The Company will use its best efforts to assure that neither its executive officers or its directors will criticize, denigrate or disparage you.

15. Employment References. All inquiries by potential future employers will be directed to <http://www.google.com/verifyemployee>. Upon inquiry, the Company shall only state the following: your last position and dates of employment.

16. No Admission of Liability. Nothing contained herein shall be deemed to constitute an admission or evidence of liability on the part of the Company.

17. Severability. Should an arbitrator or court of competent jurisdiction determine that any provision of this Agreement is wholly or partially illegal, invalid, or unenforceable, the legality, validity, and enforceability of the remaining parts, terms, or provisions shall not be affected, and the illegal, unenforceable, or invalid part, term, or provision shall be deemed not to be a part of this Agreement.

18. Arbitration and Applicable Law. In the event that a dispute arises concerning the interpretation or enforcement of this Agreement, or any other related matter, you agree that any such dispute (except that brought by the Equal Employment Opportunity Commission, the National Labor Relations Board, or other comparable federal, state, or local agency) shall be submitted to binding arbitration before JAMS under its Employment Arbitration Rules & Procedures or, if there is not a JAMS office in the state where you were last employed by the Company, before the American Arbitration Association under its Employment Arbitration Rules. The arbitration will take place at the tribunal office closest to where you last worked for the Company. The Federal Arbitration Act shall govern the enforceability of this arbitration agreement. Otherwise, the Agreement shall be construed according to the laws of the state in which you were last employed by the Company, without giving effect to any choice of law rules or principles that may result in the application of the laws of any jurisdiction other than that of that state. The arbitrator's award may be enforced by a court of competent jurisdiction.

Initial:

Company L.B.

Employee N.A.

19. Miscellaneous. This Agreement constitutes the final and exclusive embodiment of the entire agreement between you and the Company with regard to its subject matter. It is entered into without reliance on any promise or representation, written or oral, other than those expressly contained herein, and it supersedes any other such promises, warranties or representations. This Agreement may not be modified or amended except in a writing signed by both you and a duly authorized officer of the Company. The Agreement shall be binding upon you and the Company and the respective heirs, personal representatives, successors and assigns of you and the Company, but neither this Agreement nor any

right hereunder shall be assignable by you without the written consent of the Company. If any provision of this Agreement is held to be invalid, void or unenforceable, the remaining provisions shall remain in full force and effect.

20. Effective Date. If you accept this Agreement, please sign and date this Agreement in the space provided below and return it to me **on or before September 10, 2014, but no earlier than the Termination Date (September 7, 2014)**. This Agreement shall be effective as of the eighth day after it is executed by you (“the Effective Date”), provided that you have not revoked it in writing to me.

Sincerely,
Google Inc.

/s/ Laszlo Bock

Laszlo Bock
Senior Vice President, People Operations

By my signature below, I acknowledge that I have carefully reviewed and considered this Separation Agreement and Release; that I have had the opportunity to consult with counsel of my choosing before signing this Separation Agreement and Release; that I understand the terms of the Separation Agreement and Release; and that I voluntarily agree to them.

/s/ Nikesh Arora
September 8, 2014

Signature
Date

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

(In millions, except ratios)	2009	2010	2011	2012	2013	Nine Months Ended September 30, 2014
Earnings:						
Pre-tax income from continuing operations	\$ 8,381	\$ 10,796	\$ 12,326	\$ 14,469	\$ 15,899	\$ 12,732
Add:						
Fixed charges	109	103	185	233	258	223
Pre-tax income from continuing operations plus fixed charges	<u>\$ 8,490</u>	<u>\$ 10,899</u>	<u>\$ 12,511</u>	<u>\$ 14,702</u>	<u>\$ 16,157</u>	<u>\$ 12,955</u>
Fixed charges:						
Interest expense and amortization of capitalized expenses related to indebtedness	\$ 1	\$ 5	\$ 58	\$ 84	\$ 83	\$ 76
Estimated interest component included in rent expense	108	98	127	149	175	147
Total fixed charges	<u>\$ 109</u>	<u>\$ 103</u>	<u>\$ 185</u>	<u>\$ 233</u>	<u>\$ 258</u>	<u>\$ 223</u>
Ratio of earnings to fixed charges	78	106	68	63	63	58

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Larry Page, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Google Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 23, 2014

/s/ LARRY PAGE

Larry Page

Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO
EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Patrick Pichette, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Google Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 23, 2014

/s/ PATRICK PICHETTE

Patrick Pichette
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

