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Google Inc.
Form SC 13G
February 10, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

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

GOOGLE, INC.

(Name of Issuer)

CLASS A COMMON STOCK

(Title of Class of Securities)

38259P508

(CUSIP Number)

12/31/04

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Continued on following pages)

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1 NAME OF REPORTING PERSON
SEQUOIA CAPITAL VIII, A DELAWARE LIMITED PARTNERSHIP ("SC VIII")
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
94-3294956

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 15,158,467 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 15,158,467 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 15,158,467

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
13.7% (2)

12 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON
SEQUOIA INTERNATIONAL TECHNOLOGY PARTNERS VIII, A DELAWARE LIMITED PARTNERSHIP ("SIT")
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
94-3294958

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 192,349 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 192,349 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 192,349

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.2% (2)

12 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON
SEQUOIA INTERNATIONAL TECHNOLOGY PARTNERS VIII (Q), A DELAWARE LIMITED PARTNERSHIP ()
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
94-3294957

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5

SOLE VOTING POWER
0

6

SHARED VOTING POWER
1,003,537 (1)

7

SOLE DISPOSITIVE POWER
0

8

SHARED DISPOSITIVE POWER
1,003,537 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 1,003,537

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.0% (2)

12 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON
SC VIII MANAGEMENT, LLC ("SC VIII LLC")
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
94-3294955

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

3 SEC USE ONLY

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF
SHARES 5 SOLE VOTING POWER
BENEFICIALLY 393,573
OWNED BY EACH
REPORTING
PERSON 6 SHARED VOTING POWER
WITH 16,354,353 shares of which 15,158,467 shares are di
VIII, 192,349 shares are directly held by SITP VIII
shares are directly held by SITP VIII Q. Mr. Moritz
Member of SC VIII LLC. Mr. Moritz disclaims benefi
all such shares except to the extent of his individ
interest therein. (1)

7 SOLE DISPOSITIVE POWER
393,573

8 SHARED DISPOSITIVE POWER
16,354,353 shares of which 15,158,467 shares are di
VIII, 192,349 shares are directly held by SITP VIII
shares are directly held by SITP VIII Q. Mr. Moritz
Member of SC VIII LLC. Mr. Moritz disclaims benefi
all such shares except to the extent of his individ
interest therein. (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 16,747,926

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
15.0% (2)

12 TYPE OF REPORTING PERSON
IN

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1 NAME OF REPORTING PERSON
DOUGLAS LEONE
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5 SOLE VOTING POWER
259,746

6 SHARED VOTING POWER
16,354,353 shares of which 15,158,467 shares are di
VIII, 192,349 shares are directly held by SITP VIII
shares are directly held by SITP VIII Q. Mr. Leone
Member of SC VIII LLC. Mr. Leone disclaims benefi
all such shares except to the extent of his individ
interest therein. (1)

7 SOLE DISPOSITIVE POWER
259,746

8 SHARED DISPOSITIVE POWER
16,354,353 shares of which 15,158,467 shares are di
VIII, 192,349 shares are directly held by SITP VIII
shares are directly held by SITP VIII Q. Mr. Leone
Member of SC VIII LLC. Mr. Leone disclaims benefi
all such shares except to the extent of his individ
interest therein. (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 16,614,099

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
14.9% (2)

12 TYPE OF REPORTING PERSON
IN

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1 NAME OF REPORTING PERSON
 MARK STEVENS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 USA

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH
 REPORTING
 PERSON
 WITH

5 SOLE VOTING POWER
 383,573

6 SHARED VOTING POWER
 16,354,353 shares of which 15,158,467 shares are di
 VIII, 192,349 shares are directly held by SITP VIII
 shares are directly held by SITP VIII Q. Mr. Steve
 Member of SC VIII LLC. Mr. Stevens disclaims benef
 all such shares except to the extent of his individ
 interest therein. (1)

7 SOLE DISPOSITIVE POWER
 383,573

8 SHARED DISPOSITIVE POWER
 16,354,353 shares of which 15,158,467 shares are di
 VIII, 192,349 shares are directly held by SITP VIII
 shares are directly held by SITP VIII Q. Mr. Steve
 Member of SC VIII LLC. Mr. Stevens disclaims benef
 all such shares except to the extent of his individ
 interest therein. (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 16,737,926

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
15.0% (2)

12 TYPE OF REPORTING PERSON
IN

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1 NAME OF REPORTING PERSON
MICHAEL GOGUEN
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION USA

NUMBER OF
SHARES 5 SOLE VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,333

6 SHARED VOTING POWER
16,354,353 shares of which 15,158,467 shares are di
VIII, 192,349 shares are directly held by SITP VIII
shares are directly held by SITP VIII Q. Mr. Gogue
Member of SC VIII LLC. Mr. Goguen disclaims benefi
all such shares except to the extent of his individ
interest therein. (1)

7 SOLE DISPOSITIVE POWER
15,333

8 SHARED DISPOSITIVE POWER
16,354,353 shares of which 15,158,467 shares are di
VIII, 192,349 shares are directly held by SITP VIII
shares are directly held by SITP VIII Q. Mr. Gogue
Member of SC VIII LLC. Mr. Goguen disclaims benefi
all such shares except to the extent of his individ
interest therein. (1)

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 16,369,686

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
14.7% (2)

12 TYPE OF REPORTING PERSON

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ITEM 1.

- (a) Name of Issuer: Google, Inc.
- (b) Address of Issuer's Principal Executive Offices:
1600 Amphitheatre Parkway
Mountain View, CA 94043

ITEM 2.

- (a) Name of Persons Filing:
Sequoia Capital VIII, a Delaware Limited Partnership
Sequoia International Technology Partners VIII,
a Delaware Limited Partnership
Sequoia International Technology Partners VIII (Q),
a Delaware Limited Partnership
SC VIII Management, LLC
Michael Moritz ("MM")
Douglas Leone ("DL")
Mark Stevens ("MS")
Michael Goguen ("MG")

SCVIII LLC is the General Partner of SC VIII, SITP
VIII and SITP VIII Q. MM, DL, MS, and MG are Managing
Members of SC VIII LLC.

- (b) Address of Principal Business Office or, if none, Residence:
3000 Sand Hill Road, 4-180 Menlo Park, CA 94025
- (c) Citizenship: MM, DL, MS, MG: USA
SC VIII LLC, SC VIII, SITP VIII, SITP VIII Q: Delaware
- (d) Title of Class of Securities: Class A Common
- (e) CUSIP Number: 38259P508

ITEM 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b)
or (c), check whether the person filing is a:

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NOT APPLICABLE

ITEM 4. Ownership

SEE ROWS 5 THROUGH 11 OF COVER PAGES

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. []

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM 10. CERTIFICATION

NOT APPLICABLE

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SIGNATURE

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Date: February 8, 2005

Sequoia Capital VIII, a Delaware Limited Partnership

Sequoia International Technology Partners VIII,
a Delaware Limited Partnership

Sequoia International Technology Partners VIII (Q),
a Delaware Limited Partnership

By: SC VIII Management, LLC,
their General Partner

By: /s/ Michael Moritz

Michael Moritz, Managing Member

/s/ Douglas Leone

Douglas Leone

/s/ Michael Moritz

Michael Moritz

/s/ Michael Goguen

Michael Goguen

/s/ Mark Stevens

Mark Stevens