

These
are
Google
Docs *-pr*

Probes Reporter, LLC

From: (b)(6),(b)(7)(C)

Sent: Thursday, July 14, 2016 5:20 PM

To: Cunningham, Leo

Cc: (b)(6),(b)(7)(C) @google.com; Liddiard, Dylan; (b)(6),(b)(7)(C)

Subject: RE: Google Inc. (SF-4044)

Leo,

Sure, we'll just need a written request (by email is fine) with the following warranties:

"The undersigned represents [client's name] in the above captioned matter. Pursuant to 17 C.F.R. §203.7 [I/we] hereby request on behalf of [my/our] client[s] to be furnished with a copy of the Commission's Formal Order of Investigation in the above matter. [I/We] warrant that the Formal Order and information contained therein will remain confidential and will not be disseminated to any person or party except [my/our] client[s] for use in connection with [my/our] representation of [him/her/it/them] in this matter."

See you on the 26th,

(b)(6),(b)(7)(C)

Non Responsive

On Jul 12, 2016, at 5:46 PM, (b)(6),(b)(7)(C) wrote:

Lee-Anne,

Please review the attached preservation letter. Feel free to reach out with any questions.

Separately, can you please confirm that we are set for an interview on July 26 at 10 a.m.? Who will be attending from Google?

Thanks,

(b)(6),(b)(7)(C)

Counsel | Division of Enforcement
U.S. Securities & Exchange Commission
44 Montgomery Street, Suite 2800
San Francisco, California 94104

(b)(6),(b)(7)(C)

<In the Matter of Google Inc. (SF-4044) - Preservation Letter (7.12.2016).pdf>

This email and any attachments thereto may contain private, confidential, and privileged material for the sole use of the intended recipient. Any review, copying, or distribution of this email (or any attachments thereto) by others is strictly prohibited. If you are not the intended recipient, please contact the sender immediately and permanently delete the original and any copies of this email and any attachments thereto.

Probes Reporter, LLC



**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

San Francisco Regional Office
44 Montgomery Street, Suite 2800
San Francisco, CA 94104

DIVISION OF ENFORCEMENT

December 6, 2017

Via Email (b)(6),(b)(7)(C)

Google Inc.

c/o: Lee-Ann Mulholland, Litigation Counsel

cc: Leo Cunningham, Wilson Sonsini Goodrich & Rosati PC

Re: In the Matter of Google Inc. (SF-4044)

Dear Ms. Mulholland:

We have concluded the investigation as to Google Inc. Based on the information we have as of this date, we do not intend to recommend an enforcement action by the Commission against Google Inc. We are providing this notice under the guidelines set out in the final paragraph of Securities Act Release No. 5310, which states in part that the notice "must in no way be construed as indicating that the party has been exonerated or that no action may ultimately result from the staff's investigation." (The full text of Release No. 5310 can be found at: <http://www.sec.gov/divisions/enforce/wells-release.pdf>.)

(b)(6),(b)(7)(C)



SUBPOENA

UNITED STATES OF AMERICA SECURITIES AND EXCHANGE COMMISSION

In the Matter of Google Inc. (SF-4044)

To: (b)(6),(b)(7)(C)

C/o: Michael Crane, Esq.
Associate General Counsel, Ernst & Young LLP
(b)(6),(b)(7)(C)

☒ **YOU MUST TESTIFY** before officers of the Securities and Exchange Commission, at the place, date and time specified below:

Securities and Exchange Commission, San Francisco Regional Office, 44
Montgomery Street, Suite 2800, San Francisco, California, 94104 on
September 15, 2016 at 9:30 a.m.

FEDERAL LAW REQUIRES YOU TO COMPLY WITH THIS SUBPOENA.

If you do not comply with this subpoena, the SEC may bring an action in Federal Court to enforce this subpoena. Failure to comply with a court order enforcing this subpoena may result in the court imposing a fine, imprisonment, or both.

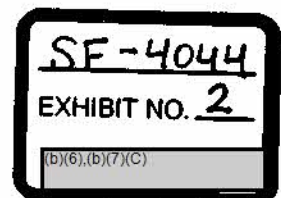
By: (b)(6),(b)(7)(C)

Date: August 9, 2016

U.S. Securities and Exchange Commission
44 Montgomery Street, Suite 2800
San Francisco, California 94104

I am an officer of the U.S. Securities and Exchange Commission authorized to issue subpoenas in this matter. The Securities and Exchange Commission has issued a formal order authorizing this investigation under Section 20(a) of the Securities Act of 1933 and Section 21(a) of the Securities Exchange Act of 1934.

NOTICE TO WITNESS: If you claim a witness fee or mileage, submit this subpoena with the claim voucher



SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**Supplemental Information for Persons Requested to Supply
Information Voluntarily or Directed to Supply Information
Pursuant to a Commission Subpoena**

A. False Statements and Documents

Section 1001 of Title 18 of the United States Code provides that fines and terms of imprisonment may be imposed upon:

[W]hoever, in any matter within the jurisdiction of the executive, legislative, or judicial branch of the Government of the United States, knowingly and willfully--

- (1) falsifies, conceals, or covers up by any trick, scheme, or device a material fact;
- (2) makes any materially false, fictitious, or fraudulent statement or representation; or
- (3) makes or uses any false writing or document knowing the same to contain any materially false, fictitious, or fraudulent statement or entry.

Section 1519 of Title 18 of the United States Code provides that fines and terms of imprisonment may be imposed upon:

Whoever knowingly alters, destroys, mutilates, conceals, covers up, falsifies, or makes a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence the investigation or proper administration of any matter within the jurisdiction of any department or agency of the United States . . . , or in relation to or contemplation of any such matter.

B. Testimony

If your testimony is taken, you should be aware of the following:

1. *Record.* Your testimony will be transcribed by a reporter. If you desire to go off the record, please indicate this to the Commission employee taking your testimony, who will determine whether to grant your request. The reporter will not go off the record at your, or your counsel's, direction.
2. *Counsel.* You have the right to be accompanied, represented and advised by counsel of your choice. Your counsel may advise you before, during and after your testimony; question you briefly at the conclusion of your testimony to clarify any of the answers you give during testimony; and make summary notes during your testimony solely for your use. If you are accompanied by counsel, you may consult privately.

If you are not accompanied by counsel, please advise the Commission employee taking your testimony if, during the testimony, you desire to be accompanied, represented and advised by counsel. Your testimony will be adjourned once to afford you the opportunity to arrange to be so accompanied, represented or advised.

You may be represented by counsel who also represents other persons involved in the Commission's investigation. This multiple representation, however, presents a potential conflict of interest if one client's interests are or may be adverse to another's. If you are represented by counsel who also represents other persons involved in the investigation, the Commission will assume that you and counsel have discussed and resolved all issues concerning possible conflicts of interest. The choice of counsel, and the responsibility for that choice, is yours.

3. *Transcript Availability.* Rule 6 of the Commission's Rules Relating to Investigations, 17 CFR 203.6, states:

A person who has submitted documentary evidence or testimony in a formal investigative proceeding shall be entitled, upon written request, to procure a copy of his documentary evidence or a transcript of his testimony on payment of the appropriate fees: *Provided, however,* That in a nonpublic formal investigative proceeding the Commission may for good cause deny such request. In any event, any witness, upon proper identification, shall have the right to inspect the official transcript of the witness' own testimony.

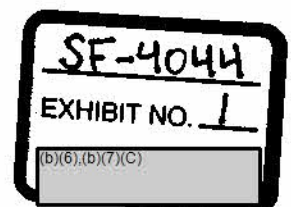
If you wish to purchase a copy of the transcript of your testimony, the reporter will provide you with a copy of the appropriate form. Persons requested to supply information voluntarily will be allowed the rights provided by this rule.

4. *Perjury.* Section 1621 of Title 18 of the United States Code provides that fines and terms of imprisonment may be imposed upon:

Whoever--

- (1) having taken an oath before a competent tribunal, officer, or person, in any case in which a law of the United States authorizes an oath to be administered, that he will testify, declare, depose, or certify

SEC 1662 (08-16)



truly, or that any written testimony, declaration, deposition, or certificate by him subscribed, is true, willfully and contrary to such oath states or subscribes any material matter which he does not believe to be true; or

(2) in any declaration, certificate, verification, or statement under penalty of perjury as permitted under section 1746 of title 28, United States Code, willfully subscribes as true any material matter which he does not believe to be true.

5. *Fifth Amendment and Voluntary Testimony.* Information you give may be used against you in any federal, state, local or foreign administrative, civil or criminal proceeding brought by the Commission or any other agency.

You may refuse, in accordance with the rights guaranteed to you by the Fifth Amendment to the Constitution of the United States, to give any information that may tend to incriminate you.

If your testimony is not pursuant to subpoena, your appearance to testify is voluntary, you need not answer any question, and you may leave whenever you wish. Your cooperation is, however, appreciated.

6. *Formal Order Availability.* If the Commission has issued a formal order of investigation, it will be shown to you during your testimony, at your request. If you desire a copy of the formal order, please make your request in writing.

C. Submissions and Settlements

Rule 5(c) of the Commission's Rules on Informal and Other Procedures, 17 CFR 202.5(c), states:

Persons who become involved in . . . investigations may, on their own initiative, submit a written statement to the Commission setting forth their interests and position in regard to the subject matter of the investigation. Upon request, the staff, in its discretion, may advise such persons of the general nature of the investigation, including the indicated violations as they pertain to them, and the amount of time that may be available for preparing and submitting a statement prior to the presentation of a staff recommendation to the Commission for the commencement of an administrative or injunction proceeding. Submissions by interested persons should be forwarded to the appropriate Division Director or Regional Director with a copy to the staff members conducting the investigation and should be clearly referenced to the specific investigation to which they relate. In the event a recommendation for the commencement of an enforcement proceeding is presented by the staff, any submissions by interested persons will be forwarded to the Commission in conjunction with the staff memorandum.

The staff of the Commission routinely seeks to introduce submissions made pursuant to Rule 5(c) as evidence in Commission enforcement proceedings, when the staff deems appropriate.

Rule 5(f) of the Commission's Rules on Informal and Other Procedures, 17 CFR 202.5(f), states:

In the course of the Commission's investigations, civil lawsuits, and administrative proceedings, the staff, with appropriate authorization, may discuss with persons involved the disposition of such matters by consent, by settlement, or in some other manner. It is the policy of the Commission, however, that the disposition of any such matter may not, expressly or impliedly, extend to any criminal charges that have been, or may be, brought against any such person or any recommendation with respect thereto. Accordingly, any person involved in an enforcement matter before the Commission who consents, or agrees to consent, to any judgment or order does so solely for the purpose of resolving the claims against him in that investigative, civil, or administrative matter and not for the purpose of resolving any criminal charges that have been, or might be, brought against him. This policy reflects the fact that neither the Commission nor its staff has the authority or responsibility for instituting, conducting, settling, or otherwise disposing of criminal proceedings. That authority and responsibility are vested in the Attorney General and representatives of the Department of Justice.

D. Freedom of Information Act

The Freedom of Information Act, 5 U.S.C. 552 (the "FOIA"), generally provides for disclosure of information to the public. Rule 83 of the Commission's Rules on Information and Requests, 17 CFR 200.83, provides a procedure by which a person can make a written request that information submitted to the Commission not be disclosed under the FOIA. That rule states that no determination as to the validity of such a request will be made until a request for disclosure of the information under the FOIA is received. Accordingly, no response to a request that information not be disclosed under the FOIA is necessary or will be given until a request for disclosure under the FOIA is received. If you desire an acknowledgment of receipt of your written request that information not be disclosed under the FOIA, please provide a duplicate request, together with a stamped, self-addressed envelope.

E. Authority for Solicitation of Information

Persons Directed to Supply Information Pursuant to Subpoena. The authority for requiring production of information is set forth in the subpoena. Disclosure of the information to the Commission is mandatory, subject to the valid assertion of any legal right or privilege you might have.

Persons Requested to Supply Information Voluntarily. One or more of the following provisions authorizes the Commission to solicit the information requested: Sections 19 and/or 20 of the Securities Act of 1933; Section 21 of the Securities Exchange Act of 1934; Section 321 of the Trust Indenture Act of 1939; Section 42 of the Investment Company Act of 1940; Section 209 of the Investment Advisers Act of 1940; and 17 CFR 202.5. Disclosure of the requested information to the Commission is voluntary on your part.

F. Effect of Not Supplying Information

Persons Directed to Supply Information Pursuant to Subpoena. If you fail to comply with the subpoena, the Commission may seek a court order requiring you to do so. If such an order is obtained and you thereafter fail to supply the information, you may be subject to civil and/or criminal sanctions for contempt of court. In addition, Section 21(c) of the Securities Exchange Act of 1934, Section 42(c) of the Investment Company Act of 1940, and Section 209(c) of the Investment Advisers Act of 1940 provide that fines and terms of imprisonment may be imposed upon any person who shall, without just cause, fail or refuse to attend and testify or to answer any lawful inquiry, or to produce books, papers, correspondence, memoranda, and other records in compliance with the subpoena.

Persons Requested to Supply Information Voluntarily. There are no direct sanctions and thus no direct effects for failing to provide all or any part of the requested information.

G. Principal Uses of Information

The Commission's principal purpose in soliciting the information is to gather facts in order to determine whether any person has violated, is violating, or is about to violate any provision of the federal securities laws or rules for which the Commission has enforcement authority, such as rules of securities exchanges and the rules of the Municipal Securities Rulemaking Board. Facts developed may, however, constitute violations of other laws or rules. Information provided may be used in Commission and other agency enforcement proceedings. Unless the Commission or its staff explicitly agrees to the contrary in writing, you should not assume that the Commission or its staff acquiesces in, accedes to, or concurs or agrees with, any position, condition, request, reservation of right, understanding, or any other statement that purports, or may be deemed, to be or to reflect a limitation upon the Commission's receipt, use, disposition, transfer, or retention, in accordance with applicable law, of information provided.

H. Routine Uses of Information

The Commission often makes its files available to other governmental agencies, particularly United States Attorneys and state prosecutors. There is a likelihood that information supplied by you will be made available to such agencies where appropriate. Whether or not the Commission makes its files available to other governmental agencies is, in general, a confidential matter between the Commission and such other governmental agencies.

Set forth below is a list of the routine uses which may be made of the information furnished.

1. To appropriate agencies, entities, and persons when (a) it is suspected or confirmed that the security or confidentiality of information in the system of records has been compromised; (b) the SEC has determined that, as a result of the suspected or confirmed compromise, there is a risk of harm to economic or property interests, identity theft or fraud, or harm to the security or integrity of this system or other systems or programs (whether maintained by the SEC or another agency or entity) that rely upon the compromised information; and (c) the disclosure made to such agencies, entities, and persons is reasonably necessary to assist in connection with the SEC's efforts to respond to the suspected or confirmed compromise and prevent, minimize, or remedy such harm.
2. To other federal, state, local, or foreign law enforcement agencies; securities self-regulatory organizations; and foreign financial regulatory authorities to assist in or coordinate regulatory or law enforcement activities with the SEC.
3. To national securities exchanges and national securities associations that are registered with the SEC, the Municipal Securities Rulemaking Board; the Securities Investor Protection Corporation; the Public Company Accounting Oversight Board; the federal banking authorities, including, but not limited to, the Board of Governors of the Federal Reserve System, the Comptroller of the Currency, and the Federal Deposit Insurance Corporation; state securities regulatory agencies or organizations; or regulatory authorities of a foreign government in connection with their regulatory or enforcement responsibilities.
4. By SEC personnel for purposes of investigating possible violations of, or to conduct investigations authorized by, the federal securities laws.
5. In any proceeding where the federal securities laws are in issue or in which the Commission, or past or present members of its staff, is a party or otherwise involved in an official capacity.

6. In connection with proceedings by the Commission pursuant to Rule 102(e) of its Rules of Practice, 17 CFR 201.102(e).
7. To a bar association, state accountancy board, or other federal, state, local, or foreign licensing or oversight authority; or professional association or self-regulatory authority to the extent that it performs similar functions (including the Public Company Accounting Oversight Board) for investigations or possible disciplinary action.
8. To a federal, state, local, tribal, foreign, or international agency, if necessary to obtain information relevant to the SEC's decision concerning the hiring or retention of an employee; the issuance of a security clearance; the letting of a contract; or the issuance of a license, grant, or other benefit.
9. To a federal, state, local, tribal, foreign, or international agency in response to its request for information concerning the hiring or retention of an employee; the issuance of a security clearance; the reporting of an investigation of an employee; the letting of a contract; or the issuance of a license, grant, or other benefit by the requesting agency, to the extent that the information is relevant and necessary to the requesting agency's decision on the matter.
10. To produce summary descriptive statistics and analytical studies, as a data source for management information, in support of the function for which the records are collected and maintained or for related personnel management functions or manpower studies; may also be used to respond to general requests for statistical information (without personal identification of individuals) under the Freedom of Information Act.
11. To any trustee, receiver, master, special counsel, or other individual or entity that is appointed by a court of competent jurisdiction, or as a result of an agreement between the parties in connection with litigation or administrative proceedings involving allegations of violations of the federal securities laws (as defined in section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)) or pursuant to the Commission's Rules of Practice, 17 CFR 201.100 – 900 or the Commission's Rules of Fair Fund and Disgorgement Plans, 17 CFR 201.1100-1106, or otherwise, where such trustee, receiver, master, special counsel, or other individual or entity is specifically designated to perform particular functions with respect to, or as a result of, the pending action or proceeding or in connection with the administration and enforcement by the Commission of the federal securities laws or the Commission's Rules of Practice or the Rules of Fair Fund and Disgorgement Plans.
12. To any persons during the course of any inquiry, examination, or investigation conducted by the SEC's staff, or in connection with civil litigation, if the staff has reason to believe that the person to whom the record is disclosed may have further information about the matters related therein, and those matters appeared to be relevant at the time to the subject matter of the inquiry.
13. To interns, grantees, experts, contractors, and others who have been engaged by the Commission to assist in the performance of a service related to this system of records and who need access to the records for the purpose of assisting the Commission in the efficient administration of its programs, including by performing clerical, stenographic, or data analysis functions, or by reproduction of records by electronic or other means. Recipients of these records shall be required to comply with the requirements of the Privacy Act of 1974, as amended, 5 U.S.C. 552a.
14. In reports published by the Commission pursuant to authority granted in the federal securities laws (as such term is defined in section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)), which authority shall include, but not be limited to, section 21(a) of the Securities Exchange Act of 1934, 15 U.S.C. 78u(a)).
15. To members of advisory committees that are created by the Commission or by Congress to render advice and recommendations to the Commission or to Congress, to be used solely in connection with their official designated functions.
16. To any person who is or has agreed to be subject to the Commission's Rules of Conduct, 17 CFR 200.735-1 to 200.735-18, and who assists in the investigation by the Commission of possible violations of the federal securities laws (as such term is defined in section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)), in the preparation or conduct of enforcement actions brought by the Commission for such violations, or otherwise in connection with the Commission's enforcement or regulatory functions under the federal securities laws.
17. To a Congressional office from the record of an individual in response to an inquiry from the Congressional office made at the request of that individual.
18. To members of Congress, the press, and the public in response to inquiries relating to particular Registrants and their activities, and other matters under the Commission's jurisdiction.
19. To prepare and publish information relating to violations of the federal securities laws as provided in 15 U.S.C. 78c(a)(47)), as amended.
20. To respond to subpoenas in any litigation or other proceeding.
21. To a trustee in bankruptcy.

22. To any governmental agency, governmental or private collection agent, consumer reporting agency or commercial reporting agency, governmental or private employer of a debtor, or any other person, for collection, including collection by administrative offset, federal salary offset, tax refund offset, or administrative wage garnishment, of amounts owed as a result of Commission civil or administrative proceedings.

* * * * *

Small Business Owners: The SEC always welcomes comments on how it can better assist small businesses. If you would like more information, or have questions or comments about federal securities regulations as they affect small businesses, please contact the Office of Small Business Policy, in the SEC's Division of Corporation Finance, at 202-551-3460. If you would prefer to comment to someone outside of the SEC, you can contact the Small Business Regulatory Enforcement Ombudsman at <http://www.sba.gov/ombudsman> or toll free at 888-REG-FAIR. The Ombudsman's office receives comments from small businesses and annually evaluates federal agency enforcement activities for their responsiveness to the special needs of small business.

Probes Reporter, LLC



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
SAN FRANCISCO REGIONAL OFFICE
44 Montgomery Street
SUITE 2800
SAN FRANCISCO, CALIFORNIA 94104

DIRECT DIAL: (b)(6), (b)(7)(C)
FAX NUMBER: (415) 705-2501

July 20, 2016

VIA EMAIL

Leo Cunningham
Wilson Sonsini Goodrich & Rosati
601 S. California Avenue
Palo Alto, CA 94304

Re: Google Inc., SF-04044

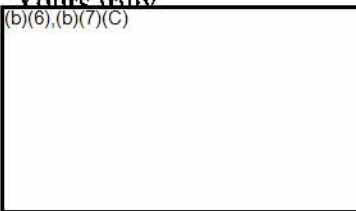
Dear Mr. Cunningham:

We have received your July 16, 2016, request for a copy of the formal order of private investigation (the "order") issued by the Securities and Exchange Commission in the above-captioned matter. Pursuant to Rule 7(a) of the Commission's Rules Relating to Investigations, your request has been granted, and we herewith enclose a copy of the formal order and the supplemental formal order.

The order is a confidential document directing a non-public investigation and is being furnished to you pursuant to your representation that **(1) the order will be utilized only in connection with the representation of your clients involved in the investigation; and (2) the order will not be furnished, in whole or in part, to anyone else.**

If you have any questions concerning this matter, feel free to contact me at (b)(6), (b)(7)(C). Our fax number is (415) 705-2501.

Yours truly,
(b)(6), (b)(7)(C)



Enclosure

NON-PUBLIC

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
February 8, 2016

In the Matter of

Google, Inc.

SF-4044

**ORDER DIRECTING PRIVATE
INVESTIGATION AND DESIGNATING
OFFICERS TO TAKE TESTIMONY**

I.

The Commission's public official files disclose that:

A. Google Inc. ("Google") is a Delaware corporation headquartered in Mountain View, California, and a wholly-owned subsidiary of Alphabet Inc. ("Alphabet"). Google's common stock (now Alphabet common stock) is registered with the Commission pursuant to Section 12(b) of the Securities Exchange Act of 1934 ("Exchange Act") and trades on NASDAQ under the ticker symbols "GOOG" and "GOOGL." Google files periodic reports, including Forms 10-K and 10-Q, with the Commission pursuant to Section 13(a) of the Exchange Act and related rules thereunder.

II.

The Commission has information that tends to show that from at least 2010:

A. In possible violation of Section 17(a) of the Securities Act of 1933 ("Securities Act") and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, Google, its officers, directors, employees, partners, parents, subsidiaries, and/or affiliates and/or other persons or entities, directly or indirectly, in the offer or sale or in connection with the purchase or sale of certain securities, may have been or may be employing devices, schemes, or artifices to defraud, obtaining money or property by means of untrue statements of material fact or omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were or are made, not misleading, or engaging in transactions, acts, practices or courses of business which operated, operate, or would operate as a fraud or deceit upon any person. As part of or in connection with these activities, such persons or entities, directly or indirectly, may have been or may be, among other things, making false statements of material fact or failing to disclose material facts concerning, among other things, click measurement and/or invalid traffic on Google's advertising network.

B. In possible violation of Section 13(a) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11 and 13a-13 thereunder, Google, its officers, directors, employees, partners, parents,

subsidiaries, and/or affiliates, may have been or may be filing or causing to be filed with the Commission annual reports on Form 10-K, current reports on Form 8-K, quarterly reports on Form 10-Q, and any amendments thereto that may have contained and may contain false statements of material fact or may have omitted and may omit to state material facts necessary, or may have failed to add such further material information as may be necessary, in order to make the statements made, in the light of the circumstances under which they were or are made, not misleading.

C. In possible violation of Section 13(b)(2)(A) of the Exchange Act, Google may have failed to, or its officers, directors, employees, partners, parents, subsidiaries, and/or affiliates, and/or other persons or entities may have been or may be causing the failure to or may have aided and abetted a failure to, make and keep books, records and accounts which, in reasonable detail, accurately and fairly reflected or reflect Google's transactions and disposition of assets.

D. In possible violation of Section 13(b)(2)(B) of the Exchange Act, Google may have failed to, or its officers, directors, employees, partners, parents, subsidiaries, and/or affiliates, and/or other persons or entities may have been or may be causing the failure or may have aided and abetted the failure to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurance that: transactions were or are executed in accordance with management's general and specific authorization; transactions were or are recorded as necessary to permit preparation of financial statements in conformity with Generally Accepted Accounting Principles or any other criteria applicable to such statements, and to maintain accountability for assets; access to assets was or is permitted only in accordance with management's general or specific authorization; and the recorded accountability for assets was or is compared with the existing assets at reasonable intervals and appropriate action was taken with respect to any differences.

E. In possible violation of Rule 13b2-1 under the Exchange Act, officers, directors, employees or partners of the issuer or entity and/or other persons, directly or indirectly, may have been or may be falsifying or causing to be falsified, books, records, or accounts required to be maintained by Google.

F. In possible violation of Section 13(b)(5) of the Exchange Act, officers, directors, employees or partners of the issuer or entity, and/or other persons may have been or may be knowingly circumventing or knowingly failing to implement a system of internal accounting controls or knowingly falsifying or causing to be falsified any book, record, or account required to be maintained by Google.

G. In possible violation of Rule 13a-15 under the Exchange Act, Google may have been or may be failing to maintain disclosure controls and procedures and internal control over financial reporting; or Google's management may have been or may be failing to evaluate, with the participation of Google's principal executive and principal financial officers, or persons performing similar functions, the effectiveness of Google's disclosure controls and procedures as of the end of each fiscal quarter; or Google's management may have been or may be failing to evaluate, with the participation of Google's principal executive and principal financial officers,

or persons performing similar functions, the effectiveness, as of the end of each fiscal year, of Google's internal control over financial reporting; or Google's management may have been or may be failing to evaluate, with the participation of Google's principal executive and principal financial officers, or persons performing similar functions, any change in Google's internal control.

H. While engaged in the above-described activities, such persons or entities, directly or indirectly, may have been or may be making use of any means or instruments of transportation or communication in interstate commerce, or of the mails, or of any facility of any national securities exchange.

III.

The Commission, deeming such acts and practices, if true, to be possible violations of Section 17(a) of the Securities Act and Sections 10(b), 13(a), 13(b)(2)(A), 13(b)(2)(B), and 13(b)(5) of the Exchange Act and Rules 10b-5, 12b-20, 13a-1, 13a-11, 13a-13, 13a-15 and 13b2-1 thereunder, finds it necessary and appropriate and hereby:

ORDERS, pursuant to the provisions of Section 20(a) of the Securities Act and Section 21(a) of the Exchange Act, that a private investigation be made to determine whether any persons or entities have engaged in, or are about to engage in, any of the reported acts or practices or any acts or practices of similar purport or object; and

FURTHER ORDERS, pursuant to the provisions of Section 19(c) of the Securities Act and Section 21(b) of the Exchange Act, that for purposes of such investigation, (b)(6),(b)(7)(C)

(b)(6),(b)(7)(C)

(b)(6),(b)(7)(C)

and each of them, are hereby designated as officers of the Commission and are empowered to administer oaths and

affirmations, subpoena witnesses, compel their attendance, take evidence, and require the production of any books, papers, correspondence, memoranda, or other records deemed relevant or material to the inquiry, and to perform all other duties in connection therewith as prescribed by law.

For the Commission, by the Division of Enforcement, pursuant to delegated authority.¹

Brent J. Fields
Secretary

Will M. Peterson
By: Will M. Peterson
Assistant Secretary

¹ 17 CFR 200.30-4(a)(13)



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
SAN FRANCISCO REGIONAL OFFICE
44 Montgomery Street
SUITE 2800
SAN FRANCISCO, CALIFORNIA 94104

DIRECT DIAL: (b)(6),(b)(7)(C)
FAX NUMBER: (415) 705-2501

November 7, 2016

Re: In the Matter of Google, Inc. (SF-4044)

Dear (b)(6),(b)(7)(C)

We have received your November 4, 2016 request for a copy of the formal order of private investigation (the "order") issued by the Securities and Exchange Commission in the above-captioned matter. Pursuant to Rule 7(a) of the Commission's Rules Relating to Investigations, your request has been granted, and we herewith enclose a copy of the order.

The order is a confidential document directing a non-public investigation and is being furnished to you pursuant to your representation that **(1) the order will be utilized only in connection with the representation of your clients involved in the investigation; and (2) the order will not be furnished, in whole or in part, to anyone else.**

If you have any questions concerning this matter, feel free to contact me at (b)(6),(b)(7)(C).
(b)(6),(b)(7)(C) Our fax number is (415) 705-2501.

Yours truly

(b)(6),(b)(7)(C)

Enclosure



SEC DIVISION OF ENFORCEMENT

Case Closing Report

As of: 11/17/2017

Matter No.: SF-04044-A

Matter Name: GOOGLE INC.

The undersigned has been designated by the Director of the Division of Enforcement to exercise delegated authority to terminate and close all investigations authorized by the Commission pursuant to Section 20 of the Securities Act of 1933 [15 U.S.C. 77t], Section 21 of the Securities Exchange Act of 1934 [15 U.S.C. 78u], Section 18 of the Public Utility Holding Company Act of 1935 [15 U.S.C. 79r], Section 42 of the Investment Company Act of 1940 [15 U.S.C. 80a-41], and section 209 of the Investment Advisers Act of 1940 [15 U.S.C. 80b-9].

I hereby close this case, pursuant to delegated authority.

Signature

Associate Regional Director

Title

11/25/17

Date

Non Responsive

-----Original Message-----

From: (b)(6),(b)(7)(C)
Sent: Tuesday, July 05, 2016 12:46 PM
To: Shayne Stevenson
Cc: (b)(6),(b)(7)(C)
Subject: Re: Google

How about 2 or 3 tomorrow?

(b)(6),(b)(7)(C)

U.S. Securities & Exchange Commission
44 Montgomery Street, Suite 2800
San Francisco, CA 94104
Direct: (b)(6),(b)(7)(C)

Non Responsive

Non Responsive

-----Original Message-----

From: (b)(6),(b)(7)(C)

Sent: Tuesday, July 05, 2016 10:03 AM

To: Shayne Stevenson

Cc: (b)(6),(b)(7)(C)

Subject: Google

Hi Shayne,

Just wanted to check in with you and see what (if anything) is new with your clients. Do you have time for a short call tomorrow?

Thanks,

(b)(6),(b)(7)(C)

U.S. Securities & Exchange Commission
44 Montgomery Street, Suite 2800
San Francisco, CA 94104
Direct: (b)(6),(b)(7)(C)

Probes Reporter, LLC

Non Responsive

-----Original Message-----

From: (b)(6),(b)(7)(C)
Sent: Wednesday, July 06, 2016 8:28 AM
To: Shayne Stevenson; (b)(6),(b)(7)(C)
Subject: RE: Google

Thanks Shayne. We can use the dial-in below. Speak to you at 2.

Audio Connection

(b)(6),(b)(7)(C) (US/Canada)
(US/Canada Toll-free)

Access Code

(b)(6),(b)(7)(C)

Non Responsive

-----Original Message-----

From: (b)(6),(b)(7)(C)
Sent: Tuesday, July 05, 2016 12:46 PM
To: Shayne Stevenson

Cc: (b)(6),(b)(7)(C)

Subject: Re: Google

How about 2 or 3 tomorrow?

(b)(6),(b)(7)(C)

U.S. Securities & Exchange Commission
44 Montgomery Street, Suite 2800
San Francisco, CA 94104

Direct: (b)(6),(b)(7)(C)

Non Responsive

-----Original Message-----

From: (b)(6),(b)(7)(C)

Sent: Tuesday, July 05, 2016 10:03 AM

To: Shayne Stevenson

Cc: (b)(6),(b)(7)(C)

Subject: Google

Hi Shayne,

Just wanted to check in with you and see what (if anything) is new with your clients. Do you have time for a short call tomorrow?

Thanks,

(b)(6),(b)(7)(C)

U.S. Securities & Exchange Commission

44 Montgomery Street, Suite 2800
San Francisco, CA 94104
Direct: (b)(6),(b)(7)(C)

Probes Reporter, LLC

From: (b)(6),(b)(7)(C)
Sent: 26 Jul 2016 15:18:12 -0400
To: Planzos, Ted
Cc: (b)(6),(b)(7)(C)
Subject: RE: MRC production

Ted,

A secure FTP link is fine if you'd prefer that method. A CD is also fine.

Best,

(b)(6),(b)(7)(C)

Non Responsive

Probes Reporter, LLC

Non Responsive

On Tue, Jul 12, 2016 at 2:46 PM, (b)(6),(b)(7)(C) wrote:

Lee-Anne,

Please review the attached preservation letter. Feel free to reach out with any questions.

Separately, can you please confirm that we are set for an interview on July 26 at 10 a.m.? Who will be attending from Google?

Thanks,

(b)(6),(b)(7)(C)

U.S. Securities & Exchange Commission

44 Montgomery Street, Suite 2800

San Francisco, California 94104

(b)(6),(b)(7)(C)

--

Lee-Anne Mulholland | Senior Litigation Counsel | (b)(6),(b)(7)(C) @google.com (b)(6),(b)(7)(C)

PRIVILEGE AND CONFIDENTIALITY NOTICE:

This message may contain privileged and confidential information. If you have received this message in error, please notify the sender by return email and then delete the message. Please do not copy or disclose the contents of this message. Thank you.

Probes Reporter, LLC

Non Responsive

-----Original Message-----

From: (b)(6),(b)(7)(C)

Sent: Wednesday, June 15, 2016 10:27 AM

To: Cunningham, Leo

Subject: Re: Google

Yes, that's great. Thanks. Sorry I've been hard to reach also -- traveling for work this week.

(b)(6),(b)(7)(C)

U.S. Securities & Exchange Commission
44 Montgomery Street, Suite 2800
San Francisco, CA 94104

Direct: (b)(6),(b)(7)(C)

Non Responsive

Non Responsive

On Apr 18, 2016, at 11:50 AM, (b)(6),(b)(7)(C) wrote:

Thanks, Leo. No need to bring a portable white board. We have one.

Non Responsive

Non Responsive

From: (b)(6),(b)(7)(C)
Sent: Friday, August 05, 2016 1:32 PM
To: Cunningham, Leo; (b)(6),(b)(7)(C)
Cc: Lee-Anne Mulholland (b)(6),(b)(7)(C); Liddiard, Dylan
Subject: RE: Call Next Friday re Google?

Leo,

How about 11 AM on 8/12?

Thanks,

(b)(6),(b)(7)
(C)

Non Responsive

Non Responsive

On Jul 12, 2016, at 5:46 PM, (b)(6),(b)(7)(C) wrote:

Lee-Anne,

Please review the attached preservation letter. Feel free to reach out with any questions.

Separately, can you please confirm that we are set for an interview on July 26 at 10 a.m.? Who will be attending from Google?

Thanks,

(b)(6),(b)(7)(C)

U.S. Securities & Exchange Commission
44 Montgomery Street, Suite 2800
San Francisco, California 94104

(b)(6),(b)(7)(C)

<In the Matter of Google Inc. (SF-4044) - Preservation Letter (7.12.2016).pdf>

This email and any attachments thereto may contain private, confidential, and privileged material for the sole use of the intended recipient. Any review, copying, or distribution of this email (or any attachments thereto) by others is strictly prohibited. If you are not the intended recipient,

please contact the sender immediately and permanently delete the original and any copies of this email and any attachments thereto.

Probes Reporter, LLC

Non Responsive

From: (b)(6),(b)(7)(C)
Sent: Monday, May 09, 2016 8:22 PM
To: Cunningham, Leo
Cc: Liddiard, Dylan; (b)(6),(b)(7)(C)
Subject: Re: SF-4044

10 or 1030 AM?

(b)(6),(b)(7)(C)

U.S. Securities & Exchange Commission
44 Montgomery Street, Suite 2800
San Francisco, CA 94104
Direct: (b)(6),(b)(7)(C)

Non Responsive

Non Responsive

On Tue, Mar 22, 2016 at 9:16 AM, (b)(6),(b)(7)(C) wrote:

Christine,

Can you please send me the password for the production?

Thank you,

(b)(6),(b)(7)
(C)

Non Responsive