

Google's offering

Technology



Any additional information that will enable the underwriter to identify the investor, confirm their eligibility and suitability for participating in Google's offering. The underwriter should also be able to determine that the investor has the ability to purchase the shares bided on, if the bid is successful. Bids may be within, above or below the estimated price range of the IPO on the cover of this prospectus.

An investor may submit more than one bid, as long as the bid is for a number of shares greater than the amount stipulated on the prospectus. The underwriters will have the ability to receive bids from their customers over the Internet, by telephone or facsimile. To participate in the auction for the IPO, the underwriters will require that an investor agrees to accept electronic delivery of Google's prospectus, any amended prospectus and the final prospectus.

If the investor does not consent to electronic delivery they will not be able to submit a bid or participate in Google's offering. An investor that does not have a brokerage account with either of Google's underwriters, but is interested in submitting a bid, may contact one of the underwriters to inquire about opening an account and submitting a bid. The investors should be aware that, due to each underwriter's requirements for new customer accounts, the investor may not be able to open an account with a particular underwriter.

In addition, investors that are customers of one of Google's underwriters may not be permitted to submit a bid due to legal requirements, even if the investor has received a unique bidder ID. Google's underwriters will

document all bids, including the identity of the bidders, in a master order book that will be reviewed by Google. Thereafter, Google and their underwriters will have the ability to reject speculative bids and bids that have the potential to manipulate or disrupt the bidding process.

Speculative bids include bids that are substantially in excess of the high end of the price range printed on the cover of this prospectus. Manipulative bids include inappropriately large bids, or a series of bids that Google and their underwriters consider disruptive to the auction process. Google's master order book will not be available for viewing by bidders. The shares offered by this prospectus may not be sold, nor may offers to buy be accepted, prior to the time that the registration statement filed with the SEC becomes effective.

A bid received by any underwriter will not constitute an obligation or commitment of any kind by the bidder prior to the closing of the auction and the acceptance of the bid by Google and their underwriters. Therefore, an investor will always be able to withdraw a bid at any time before the closing of the auction and the acceptance of the bid. The auction process will attempt to assess the market demand for Google's Class A common stock and to set the size of the offering and the initial public offering price to meet the demand.

Buyers hoping to capture profits shortly after Google's Class A common stock begins trading may be disappointed. During the bidding process, Google and its underwriters will monitor the master order book to evaluate the demand that exists for IPO. Based on this information and other factors, Google and

the underwriters may revise the IPO price range as described on the cover of this prospectus. In addition, Google and the selling stockholders may decide to change the number of shares of Class A common stock offered through this prospectus.

It is very likely that the number of shares offered by the selling stockholders will increase if the price range increases. In an auction, this could result in downward pressure on the price. The investors should be aware that Google has the ability to make multiple revisions such as the ones above, up until closing of the auction and pricing of the offering. The Auction Closing Process Before Google and the underwriters close the auction to bidding, Google will ask the SEC to declare the registration statement effective.

The investor will have the ability to modify or withdraw any bid until the auction is closed and successful bids are accepted. If investors fail to confirm their bid before the auction is closed to bidding, the bid will be rejected. Before the registration statement is declared effective, Google will expect the underwriters to give bidders an electronic notice indicating the proposed effective date. When the registration statement is declared effective, the underwriters will then provide bidders with an electronic notice of effectiveness.

Google and their underwriters may close the auction to bidding in as little as two hours after the notice of effectiveness has been given. Underwriters can accept a bid that has not been withdrawn by an investor at any time following the closing of the auction. The underwriter will accept the investor's bid if the price for Google's shares set in the auction is at or below

the price the investor bid. Once the auction has closed and the underwriters have accepted investors' bids, the investor will not be able to withdraw it.

The investor will receive an electronic notice of the bid acceptance from the underwriter. The investor will be obligated to purchase the shares allocated to them in the auction process, up to the total number of shares represented by the investor's successful bid. If the auction is not closed within 15 business days after the effective date of the registration statement, Google will file an amended registration statement with the SEC. If this occurs, Google's underwriters will require all bidders to reconfirm their bids.