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RESIDENT COUNSEL  
LOUISE M. PARENT  
OF COUNSEL

FEBRUARY 4, 2020

VIA E-MAIL (shareholderproposals@sec.gov)

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, DC 20549

## Re: Shareholder Proposal Submitted by the CtW Investment Group and Greater Manchester Pension Fund

Ladies and Gentlemen:

We are writing on behalf of our client, Alphabet Inc., a Delaware corporation (“Alphabet” or the “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to notify the staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) of the Company’s intention to exclude the shareholder proposal (the “Proposal”) and supporting statement (the “Supporting Statement”) submitted by the CtW Investment Group and Greater Manchester Pension Fund (the “Proponents” and each, the “Proponent”), by a letter dated December 20, 2019 and December 23, 2019, respectively, from the Company’s proxy statement for its 2020 annual meeting of shareholders (the “Proxy Statement”).

In accordance with Section C of SEC Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”), we are emailing this letter and its attachments to the Staff at shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponents as notice of the Company’s intent to omit the Proposal from the Proxy Statement. The Company expects to file its definitive Proxy Statement with the Commission on or about April 24, 2020, and this letter is being filed

with the Commission no later than 80 calendar days before that date in accordance with Rule 14a-8(j). Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponent elects to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponents that if the Proponents submit correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to the undersigned on behalf of the Company.

## THE PROPOSAL

The Proposal and Supporting Statement are attached hereto as Exhibit A. The Proposal states:

RESOLVED, shareholders of Alphabet, Inc. (“Alphabet” or the “Company”) request the Board nominate an Employee Representative Director for election to the Board by shareholders at Alphabet’s 2021 annual meeting of shareholders. The Employee Representative Director shall be a current non-executive Alphabet employee who consents to serve on the Board. Current employees shall be given the opportunity to suggest persons to serve as the Employee Representative Director to the Nominating and Corporate Governance Committee, which will recommend a candidate for nomination by the full Board. If the Employee Representative Director ceases to be a non-executive employee of Alphabet during his or her term, the Board should appoint a replacement who satisfies the criteria set forth above.

## BASIS FOR EXCLUSION

In accordance with Rule 14a-8(i)(12), we hereby respectfully request that the Staff confirm that no enforcement action will be recommended against the Company if the Proposal and the Supporting Statement are omitted from the Proxy Statement because the Proposal deals with substantially the same subject matter as a prior proposal that has been previously included in the Company’s proxy materials.

## ANALYSIS

**Under Rule 14a-8(i)(12), the Proposal may be omitted because it deals with substantially the same subject matter as a prior proposal that was included in the Company’s proxy materials within the last five years, which did not receive the necessary support for resubmission.**

### *A. Overview of Rule 14a-8(i)(12)*

Under Rule 14a-8(i)(12)(i), a shareholder proposal dealing with “substantially the same subject matter as another proposal or proposals that has or have been previously included in the company’s proxy materials within the preceding 5 calendar years” may be excluded from the proxy materials “for any meeting held within 3 calendar years of the last time it was included if the proposal received . . . [l]ess than 3% of the vote if proposed once within the preceding 5 calendar years.”

The Commission has stated that the condition in Rule 14a-8(i)(12) that the prior shareholder proposal(s) have dealt with “substantially the same subject matter” as the current proposal does not mean that the prior proposal and the current proposal must be exactly the same. At one time, the predecessor to Rule 14a-8(i)(12) required a proposal to be “substantially the same proposal” as the prior proposal(s) to be excludable. However, the Commission amended this rule in 1983 to permit exclusion of a proposal that “deals with substantially the same subject matter.” The Commission explained that the reason and meaning behind this revision was as follows:

The Commission believes that this change is necessary to signal a clean break from the strict interpretive position applied to the existing provision. The Commission is aware that the interpretation of the new provision will continue to involve difficult subjective judgments, but anticipates that those judgments will be based upon a consideration of the substantive concerns raised by a proposal rather than the specific language or actions proposed to deal with those concerns.

Exchange Act Release No. 20091 (Aug. 16, 1983).

Accordingly, the Staff has confirmed numerous times that Rule 14a-8(i)(12) does not require the shareholder proposal be textually identical to the prior proposals in order for a company to exclude it. Instead, pursuant to the Commission’s statement in Exchange Act Release No. 20091, the Staff has focused on the “substantive concerns” when considering whether proposals deal with substantially the same subject matter. Consistent with this, the Staff has allowed the exclusion of proposals under Rule 14a-8(i)(12) when they share the same substantive concerns even if the proposals differ in scope from the prior proposals. See, e.g., Apple, Inc. (avail. Nov. 20, 2018) (concurring that a proposal requesting a review of the company’s human rights policy was excludable under Rule 14a-8(i)(12) because it dealt with substantially the same subject matter as prior proposals seeking to establish a human rights committee); The Coca Cola Co. (avail. Jan. 18, 2017) (concurring that a proposal requesting a report identifying the number of Israel/Palestine employees who were Arab and non-Arab was excludable under Rule 14a-8(i)(12) because it dealt with substantially the same subject matter as a prior proposal requesting that the company implement a set of “Holy Land” equal employment principles); Pfizer Inc. (avail. Jan. 9, 2013) (concurring that a proposal seeking disclosure of the company’s lobbying policies and expenditures was excludable under Rule 14a-8(i)(12) because it dealt with substantially the same subject matter as prior proposals seeking disclosure of contributions to political campaigns, political parties and attempts to influence legislation); Exxon Mobil Corp. (avail. Mar. 7, 2013) (concurring that a proposal requesting the company review its facilities exposure to climate risk and issue a report to shareholders was excludable because it dealt with substantially the same subject matter as three prior proposals requesting that the company establish a committee or a task force to address issues relating to global climate change).

In addition, the Staff has concurred in the exclusion of proposals under Rule 14a-8(i)(12) where the same proponent largely reiterated the substantive concerns and goals contained in a prior proposal that had not received support adequate for resubmission. For example, in Wal-Mart Stores Inc. (avail. Feb. 2, 2017), the Staff considered a proposal addressing the company’s incentive compensation plans and programs and their effects on

investment decisions by senior executives. The Staff concurred that the proposal could be excluded under Rule 14a-8(i)(12) because it dealt with substantially the same subject matter as three prior proposals submitted by the same proponent that were nearly identical to the proposal under consideration.

*B. The Proposal deals with substantially the same subject matter as a prior proposal that was included in the Company's proxy materials within the preceding five calendar years.*

The Company has within the past five years included in its proxy materials a shareholder proposal regarding the election of an employee representative director to the Company's board. The Company included in its 2019 proxy materials a shareholder proposal (the "2019 Proposal") (See Exhibit B) from the Proponent, also requesting that the board nominate an employee representative for election to the board. The two proposals not only deal with "substantially the same subject matter," but their resolved clauses are virtually identical. Although the Proponent made minor updates to the supporting statement to reflect current events, it is clear that the two proposals are substantively identical, and therefore deal with "substantially the same subject matter."

In the resolved clause, the Proposal has merely updated the year of the annual shareholder's meeting at which the employee representative directors are to be nominated from 2020 to 2021. The only other change from the 2019 Proposal is the deletion of the word "that" from the phrase "shareholders of Alphabet, Inc...request *that* the Board nominate an Employee Representative Director..." (emphasis added). The resolved clauses for both the Proposal and the 2019 Proposal remain identical in all other aspects.

The Supporting Statement of the Proposal has also remained substantively identical, consisting of an introduction followed by a list of current events at Alphabet and other companies on the same general topic as the proposals. This year, the Proposal's introductory paragraph has been updated stylistically, while the examples have been updated to reflect the passage of time. For example, in the introduction such stylistic changes include changing the phrase "a great deal of value" to "copious value," or changing the word "critical" to "vital," while the examples have been updated to reflect events that occurred in 2019, and to more succinctly summarize the previously included examples that occurred in 2018.

The Proponent's decision to update the Supporting Statement with current examples of the same type as those contained in the 2019 Proposal, while leaving the resolved clause itself unchanged, strongly supports the conclusion that the Proposal and the 2019 Proposal address "substantially the same subject matter," namely that the Company nominate an employee representative for election to the board.

*C. The 2019 Proposal did not receive the shareholder support necessary to permit resubmission.*

In addition to requiring that the proposals address the same substantive concern, Rule 14a-8(i)(12) sets thresholds with respect to the percentage of shareholder votes cast in favor of the last proposal submitted and included in the Company's proxy materials. Staff Legal

Bulletin No. 14 (July 13, 2001) (“SLB 14”) states that only votes for and against a proposal are included in the calculation of the shareholder vote for the proposal for the purposes of counting votes under Rule 14a-8(i)(12). As reported in the Company’s Form 8-K filed with the Commission on June 21, 2019 (See Exhibit C), the 2019 Proposal received 11,577,257 “for” votes and 647,233,858 “against” votes at the Company’s 2019 annual meeting of shareholders. Tallying the votes in accordance with the guidelines established by SLB 14, approximately 1.76% of the votes cast were in favor of the 2019 Proposal. Accordingly, this vote falls short of the 3% required for the resubmission of a substantially similar proposal within the subsequent three-year period.

For the foregoing reasons, the Company believes it may properly exclude the Proposal under Rule 14a-8(i)(12)(i). The Company respectfully requests the Staff’s concurrence in the omission of the Proposal as a resubmission pursuant to Rule 14a-8(i)(12).

\* \* \* \* \*

### **Conclusion**

By copy of this letter, the Proponents are being notified that for the reasons set forth herein, the Company intends to omit the Proposal and Supporting Statement from its Proxy Statement. We respectfully request that the Staff confirm that it will not recommend any enforcement action if the Company omits the Proposal and Supporting Statement from its Proxy Statement. If we can be of assistance in this matter, please do not hesitate to call me.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jeffrey D. Karpf', with a long horizontal line extending to the right.

Jeffrey D. Karpf

Enclosures

cc: Emma Bayes ([emma.bayes@ctwinvestmentgroup.com](mailto:emma.bayes@ctwinvestmentgroup.com)), CtW Investment Group;  
Mushfiqur Rahman ([mushfiqur.rahman@gmpf.org.uk](mailto:mushfiqur.rahman@gmpf.org.uk)), Greater Manchester Pension Fund;  
Tessa Younger ([tessa.younger@pirc.co.uk](mailto:tessa.younger@pirc.co.uk)), PIRC

**EXHIBIT A**

RESOLVED, shareholders of Alphabet, Inc. (“Alphabet” or the “Company”) request the Board nominate an Employee Representative Director for election to the Board by shareholders at Alphabet’s 2021 annual meeting of shareholders. The Employee Representative Director shall be a current non-executive Alphabet employee who consents to serve on the Board. Current employees shall be given the opportunity to suggest persons to serve as the Employee Representative Director to the Nominating and Corporate Governance Committee, which will recommend a candidate for nomination by the full Board. If the Employee Representative Director ceases to be a non-executive employee of Alphabet during his or her term, the Board should appoint a replacement who satisfies the criteria set forth above.

## **SUPPORTING STATEMENT**

Alphabet employees create copious value for the Company and its shareholders. In last year’s annual report, Alphabet asserted, “Our employees are among our best assets and are critical for our continued success”. The Company cited problems with employee recruitment, retention, or motivation as a risk to its continued growth, while acknowledging that, “Competition for qualified personnel in our industry is intense”. Clearly, the Company’s relationship with its employees and its employment brand are critical to long-term shareholder value.

Employee representation on Alphabet’s Board would add knowledge and insight on issues vital to the Company’s success and may result in better informed decision making. An employee perspective would be particularly useful in the Board’s oversight of corporate culture, given their unique vantage point. Recent corporate crises, such as at Wynn Resorts and Wells Fargo, serve as a stark reminder that culture-related risk is substantial and requires board oversight.

The Company suffered mass protests by Google employees in 2018. Approximately 20,000 Googlers, representing about a fifth of Google’s workforce, staged a walkout protesting the Company’s handling of sexual harassment and discrimination. The protest was triggered by the revelation that Google had paid millions of dollars to three male executives despite credible accusations of sexual misconduct. In addition, Google employees wrote open letters, signed petitions, and resigned in protest of Google’s work on what they saw as unethical AI projects with the Pentagon and the Chinese government. The protesting employees made a series of demands, including the appointment of an Employee Representative to the Board.

Alphabet has since struggled to resolve the cultural crisis. Last May, Google employees participated in an international sit-in to protest alleged retaliation against walkout organizers. The following August, employees publicly demanded that Google not bid on a contract with US Customs and Border Protection. Last October, Google employees publicly accused Company leadership of developing and using an internal surveillance tool to spy on employees in order to disrupt protests.

Indeed, employee protests at Google are now a regular media topic, damaging Alphabet’s employment brand. Alphabet has long described its culture as a competitive advantage, helping it attract and retain top talent. We strongly believe the Employee Representative Director is an important step towards strengthening its relationship with employees and protecting its culture, thereby promoting Alphabet’s continued success.



**Alphabet Inc.**  
Attn: Corporate Secretary  
1600 Amphitheatre Parkway  
Mountain View  
California, 94043

Guardsman *Tony Downes* House  
5 Manchester Road, Droylsden  
Tameside, M43 6SF

Tel: 0161 301 7145  
Fax: 0161 301 7001  
Email: [mushfiquir.rahman@gmpf.org.uk](mailto:mushfiquir.rahman@gmpf.org.uk)

Website: [www.gmpf.org.uk](http://www.gmpf.org.uk)

Our ref:  
Date: 23 December 2019

Dear Corporate Secretary

**RE: Resolution for 2020 Annual Meeting of Stockholders**

Greater Manchester Pension Fund is a UK local government pension fund with assets with a market value of £23.8 billion as of 31<sup>st</sup> March 2019. Greater Manchester Pension Fund is a long-term owner of Alphabet Inc. stock.

Please include the enclosed proposal in the Company's Proxy Statement as a Form of Proxy relating to the 2020 Annual Meeting of Stockholders of Alphabet Inc. Greater Manchester Pension Fund is co-filing this resolution with the CtW Investment Group.

Also enclosed is certification from our current and previous custodian, Northern Trust Company and JPMorgan Chase Bank NA respectively, of our long position of Alphabet Inc. stock and the fulfilment of the market value amount and time requirements of SEC Rule 14a-8, as we understand these requirements to be. Greater Manchester Pension Fund intends to fulfil all requirements of Rule 14a-8, including holding the requisite amount of equity through the date of the 2020 Meeting.

Regarding this proposal, I designate CtW Investment Group as the lead filer. Correspondence related to this proposal can be directed to Emma Bayes at [emma.bayes@ctwinvestmentgroup.com](mailto:emma.bayes@ctwinvestmentgroup.com).

Copies of correspondence, as well as any questions related to this co-filing, can be directed to Mushfiquir Rahman, Investments Manager at +44 (0) 161 301 7145 or [mushfiquir.rahman@gmpf.org.uk](mailto:mushfiquir.rahman@gmpf.org.uk) and copied to Tessa Younger of PIRC, our research and engagement partner at [tessa.younger@pirc.co.uk](mailto:tessa.younger@pirc.co.uk).

Yours Sincerely

Tom Harrington  
Assistant Director

cc: [Tom.Harrington@gmpf.org.uk](mailto:Tom.Harrington@gmpf.org.uk); [tessa.younger@pirc.co.uk](mailto:tessa.younger@pirc.co.uk);  
[emma.bayes@ctwinvestmentgroup.com](mailto:emma.bayes@ctwinvestmentgroup.com)





RESOLVED, shareholders of Alphabet, Inc. ("Alphabet" or the "Company") request the Board nominate an Employee Representative Director for election to the Board by shareholders at Alphabet's 2021 annual meeting of shareholders. The Employee Representative Director shall be a current non-executive Alphabet employee who consents to serve on the Board. Current employees shall be given the opportunity to suggest persons to serve as the Employee Representative Director to the Nominating and Corporate Governance Committee, which will recommend a candidate for nomination by the full Board. If the Employee Representative Director ceases to be a non-executive employee of Alphabet during his or her term, the Board should appoint a replacement who satisfies the criteria set forth above.

### **SUPPORTING STATEMENT**

Alphabet employees create copious value for the Company and its shareholders. In last year's annual report, Alphabet asserted, "Our employees are among our best assets and are critical for our continued success". The Company cited problems with employee recruitment, retention, or motivation as a risk to its continued growth, while acknowledging that, "Competition for qualified personnel in our industry is intense". Clearly, the Company's relationship with its employees and its employment brand are critical to long-term shareholder value.

Employee representation on Alphabet's Board would add knowledge and insight on issues vital to the Company's success and may result in better informed decision making. An employee perspective would be particularly useful in the Board's oversight of corporate culture, given their unique vantage point. Recent corporate crises, such as at Wynn Resorts and Wells Fargo, serve as a stark reminder that culture-related risk is substantial and requires board oversight.

The Company suffered mass protests by Google employees in 2018. Approximately 20,000 Googlers, representing about a fifth of Google's workforce, staged a walkout protesting the Company's handling of sexual harassment and discrimination. The protest was triggered by the revelation that Google had paid millions of dollars to three male executives despite credible accusations of sexual misconduct. In addition, Google employees wrote open letters, signed petitions, and resigned in protest of Google's work on what they saw as unethical AI projects with the Pentagon and the Chinese government. The protesting employees made a series of demands, including the appointment of an Employee Representative to the Board.

Alphabet has since struggled to resolve the cultural crisis. Last May, Google employees participated in an international sit-in to protest alleged retaliation against walkout organizers. The following August, employees publicly demanded that Google not bid on a contract with US Customs and Border Protection. Last October, Google employees publicly accused Company leadership of developing and using an internal surveillance tool to spy on employees in order to disrupt protests.

Indeed, employee protests at Google are now a regular media topic, damaging Alphabet's employment brand. Alphabet has long described its culture as a competitive advantage, helping it attract and retain top talent. We strongly believe the Employee Representative Director is an important step towards strengthening its relationship with employees and protecting its culture, thereby promoting Alphabet's continued success.

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**Brett Kushin**  
Vice President

Direct Line: +44 207 982 1424  
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Email: [bk27@ntrs.com](mailto:bk27@ntrs.com)

23 December 2019

To Whom It May Concern

Re: ALPHABET INC - ISIN US02079K3059

The Northern Trust Company as global custodian to Tameside Metropolitan Borough Council as the administering authority of the Greater Manchester Pension Fund, hereby confirm that according to our records Tameside Metropolitan Borough Council as the administering authority of the Greater Manchester Pension Fund has held the above asset with The Northern Trust Company since 1<sup>st</sup> July 2019, and the market value of the holding has been more than USD 2,000 since this date.

Although there was a change of custodian on 1<sup>st</sup> July 2019 there has been no change in beneficial owner.

Yours sincerely

**Brett Kushin**  
Vice President

# J.P.Morgan

Mushfiqur Rahman  
Greater Manchester Pension Fund  
Guardsman Tony Downes House  
5 Manchester Road  
Droylsden  
Tameside  
M43 6SF

23<sup>rd</sup> December 2019

Dear Mr. Rahman

Please accept this letter as confirmation that JPMorgan Chase Bank NA, London Branch ("JP Morgan") was acting as global custodian for Tameside Metropolitan Borough Council in its capacity as the administering authority of the Greater Manchester Pension Fund ("GMPF") up until 30<sup>th</sup> June 2019. JP Morgan did not provide audited account valuation services for GMPF but can confirm that between 01Oct18 and 30Jun19, our custody records show that GMPF held shares of Alphabet Inc, CUSIP US02079K3059, and the balance was continually maintained to over the value of \$2,000.00 during this time.

Please note that this information is strictly confidential, is provided to the intended recipient at the request of GMPF and is for informational purposes.

Yours sincerely



Rob Calder

Executive Director

**EXHIBIT B**

RESOLVED, shareholders of Alphabet Inc. (Alphabet or the Company) request that the Board nominate an Employee Representative Director for election to the Board by shareholders at Alphabet's 2020 annual meeting of shareholders. The Employee Representative Director shall be a current non-executive Alphabet employee who consents to serve on the Board. Current employees shall be given the opportunity to suggest persons to serve as the Employee Representative Director to the Nominating and Corporate Governance Committee, which will recommend a candidate for nomination by the full Board. If the Employee Representative Director ceases to be a non-executive employee of Alphabet during his or her term, the Board should appoint a replacement who satisfies the criteria set forth above.

## SUPPORTING STATEMENT

Alphabet employees create a great deal of value for the Company and its shareholders. In last year's annual report, Alphabet asserted, "Our employees are among our best assets and are critical for our continued success" and cited problems with employee recruitment, retention, or motivation as a risk to the Company's continued growth. Clearly, the Company's relationship with its employees is critical to long-term shareholder value.

Employee representation on Alphabet's Board would add knowledge and insight on issues critical to the success of the Company, beyond that currently present on the Board, and may result in more informed decision making. An employee perspective would be particularly useful in the Board's oversight of corporate culture. Recent scandals, such as sexual harassment controversies at Wynn Resorts, Fox News, and CBS, have shown that culture-related risk is substantial and requires board oversight. An Employee Representative on the Board has the advantage of personally observing the company's culture on a regular basis.

Several actions by Google employees in 2018 highlight the risks posed by a corporate culture that is out of alignment with the values of its employees:

- In November, Google employees wrote an open letter asking executives to discontinue Project Dragonfly, an effort to create a censored search engine in China.
- Earlier that month, approximately 20,000 employees and contractors, representing about a fifth of Google's workforce, staged a walkout to protest how the Company handles sexual harassment and discrimination. The protest was triggered by the revelation that Google had paid millions of dollars to three male executives despite credible accusations of sexual misconduct.
- In June, employees launched a petition citing ethical concerns over the Maven Project and several employees resigned in protest. The backlash caused Google not to renew its contract with the Pentagon.

In November, protesting employees made a series of demands, including greater transparency in ethical matters and the appointment of an Employee Representative to the Board.

Alphabet has long described its culture as a competitive advantage, helping it attract and retain top talent. Alphabet should act to protect and strengthen its human capital, particularly given tight labor markets and intense competition for technology workers. We strongly believe the Employee Representative Director would promote Alphabet's continued success.

We urge shareholders to vote for this proposal.

**EXHIBIT C**

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**June 19, 2019**

**ALPHABET INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37580**  
(Commission  
File Number)

**61-1767919**  
(IRS Employer  
Identification No.)

**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)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

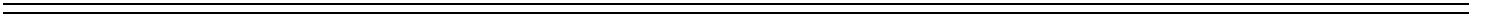
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.001 par value	GOOGL	Nasdaq Stock Market LLC (Nasdaq Global Select Market)
Class C Capital Stock, \$0.001 par value	GOOG	Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.





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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Alphabet Inc. Amended and Restated 2012 Stock Plan***

At the Annual Meeting of Stockholders of Alphabet Inc. (“Alphabet”) held on June 19, 2019 (the “2019 Annual Meeting”), Alphabet’s stockholders approved the amendment and restatement of the Alphabet Inc. 2012 Stock Plan (the “2012 Stock Plan”) to increase the number of authorized shares of Class C capital stock that may be issued under the 2012 Stock Plan by 3,000,000. The 2012 Stock Plan also includes certain revisions in light of changes in the tax treatment of performance-based awards. A description of the 2012 Stock Plan and related matters was set forth in Alphabet’s definitive proxy statement on Form 14A filed with the U.S. Securities and Exchange Commission on April 30, 2019 (the “2019 Proxy Statement”) and is qualified in its entirety by reference to the full text of the 2012 Stock Plan, a copy of which is being filed as Exhibit 10.01 to this Form 8-K.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the 2019 Annual Meeting, Alphabet’s stockholders voted on seventeen proposals as set forth below, sixteen of which are described in detail in the 2019 Proxy Statement. Holders of the shares of Class A common stock were entitled to one vote per share held as of the close of business on April 22, 2019 (the “Record Date”) and holders of the shares of Class B common stock were entitled to ten votes per share held as of the Record Date. Holders of the shares of Class A common stock and holders of the shares of Class B common stock voted together as a single class on all matters (including the election of directors) submitted to a vote of stockholders at the 2019 Annual Meeting. The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below.

1. The individuals listed below were elected at the 2019 Annual Meeting to serve as directors of Alphabet until the next annual meeting of stockholders or until their respective successors have been duly elected and qualified:

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Larry Page	655,657,154	4,043,560	37,722,293
Sergey Brin	655,104,530	4,596,184	37,722,293
John L. Hennessy	615,553,739	44,146,975	37,722,293
L. John Doerr	582,911,649	76,789,065	37,722,293
Roger W. Ferguson, Jr.	656,772,507	2,928,207	37,722,293
Ann Mather	557,847,209	101,853,505	37,722,293
Alan R. Mulally	657,475,379	2,225,335	37,722,293
Sundar Pichai	652,983,080	6,717,634	37,722,293
K. Ram Shriram	597,895,807	61,804,907	37,722,293
Robin L. Washington	639,890,402	19,810,312	37,722,293

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2. The ratification of the appointment of Ernst & Young LLP as Alphabet's independent registered public accounting firm for the fiscal year ending December 31, 2019. There were no broker non-votes on this matter. This proposal was approved as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
691,234,682	5,505,451	682,874

3. The approval of amendment and restatement of Alphabet's 2012 Stock Plan to increase the share reserve by 3,000,000 shares of Class C capital stock. This proposal was approved as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
578,970,212	80,125,062	605,340	37,722,293

4. A stockholder proposal regarding equal shareholder voting. This proposal was not approved as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
198,006,368	460,834,473	859,873	37,722,293

5. A stockholder proposal regarding inequitable employment practices. This proposal was not approved as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
81,672,263	572,238,148	5,790,303	37,722,293

6. A stockholder proposal regarding the establishment of a societal risk oversight committee. This proposal was not approved as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
57,757,560	598,089,219	3,853,935	37,722,293

7. A stockholder proposal regarding a report on sexual harassment risk management. This proposal was not approved as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
115,171,078	533,711,638	10,817,998	37,722,293

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8. A stockholder proposal regarding majority vote for the election of directors. This proposal was not approved as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
200,177,935	458,684,478	838,301	37,722,293

9. A stockholder proposal regarding a report on gender pay. This proposal was not approved as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
73,287,283	576,966,952	9,446,479	37,722,293

10. A stockholder proposal regarding strategic alternatives. This proposal was not approved as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
3,098,848	654,073,005	2,528,861	37,722,293

11. A stockholder proposal regarding the nomination of an employee representative director. This proposal was not approved as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
11,577,257	647,233,858	889,599	37,722,293

12. A stockholder proposal regarding simple majority vote. This proposal was not approved as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
44,870,099	613,973,012	857,603	37,722,293

13. A stockholder proposal regarding a sustainability metrics report. This proposal was not approved as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
63,801,439	592,757,722	3,141,543	37,722,293

14. A stockholder proposal regarding Google Search in China. This proposal was not approved as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
14,201,226	638,898,701	6,600,787	37,722,293

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15. A stockholder proposal regarding a clawback policy. This proposal was not approved as set forth below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
162,592,876	495,082,316	2,025,522	37,722,293

16. A stockholder proposal regarding a report on content governance. This proposal was not approved as set forth below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
44,886,156	602,726,228	12,088,320	37,722,293

17. A stockholder proposal presented at the 2019 Annual Meeting but not included in 2019 Proxy Statement regarding Alphabet's compliance with sanctions programs. This proposal was not approved as set forth below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
139	443,132,658	0	254,290,210

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.01	<a href="#">Alphabet Inc. Amended and Restated 2012 Stock Plan</a>

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**SIGNATURE**

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

**ALPHABET INC.**

Date: June 21, 2019

/s/ Kathryn W. Hall  
Kathryn W. Hall  
Assistant Secretary

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