

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. ☐

**Item 8.01. Other Events.**

Alphabet Inc. (the “Company”) has received notice of an unsolicited mini-tender offer by Tutanota LLC to purchase up to 350,000 shares of Alphabet’s Class C capital stock at a price of \$180 per share in cash. This offer to purchase up to 350,000 shares by Tutanota LLC represents less than 0.01 percent of the shares of Alphabet’s Class C capital stock outstanding as of the September 3, 2024 offer date, and is subject to numerous conditions.

On September 24, 2024, the Company issued the release attached to this Report as Exhibit 99.1, informing its stockholders that the Company does not endorse Tutanota LLC’s unsolicited mini-tender offer, urges caution, and expresses no opinion whether or not stockholders should tender their shares. Stockholders who have already tendered their shares may withdraw them at any time prior to the expiration of the offer, in accordance with Tutanota LLC’s offering documents. The offer is currently scheduled to expire at 5:00 p.m., New York City time, on October 7, 2024, but Tutanota LLC may extend the offer period at its discretion. The Company is not affiliated, or associated in any way, with Tutanota LLC, its mini-tender offer or its offer documentation.

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

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release of Alphabet Inc. dated September 24, 2024</a>
104	Cover Page Interactive Data File (formatted as inline XBRL)

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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.

Date: September 24, 2024

**ALPHABET INC.**

/s/ KATHRYN W. HALL

Kathryn W. Hall

*Assistant Secretary*