
**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):
May 1, 2025**

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)(Zip Code)

(650) 253-0000
Address of principal executive office

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. ☐

Item 8.01. Other Events.***Alphabet Inc. U.S. Dollar-Denominated Bond Offering***

On May 1, 2025, Alphabet Inc. (“Alphabet”) closed its underwritten public offering of \$750,000,000 aggregate principal amount of 4.000% notes due 2030 (the “2030 Notes”), \$1,250,000,000 aggregate principal amount of 4.500% notes due 2035 (the “2035 Notes”), \$1,500,000,000 aggregate principal amount of 5.250% notes due 2055 (the “2055 Notes”) and \$1,500,000,000 aggregate principal amount of 5.300% notes due 2065 (the “2065 Notes” and collectively, the “Notes”) pursuant to Alphabet’s registration statement on Form S-3 (File No. 333-286752). The Notes were issued pursuant to an Indenture (the “Indenture”), dated as of February 12, 2016, between Alphabet and The Bank of New York Mellon Trust Company, N.A., as trustee.

The foregoing description of the Indenture is qualified in its entirety by the terms of such agreement, which is filed hereto as Exhibit 4.1 and incorporated herein by reference. The foregoing description of the Notes is qualified in its entirety by reference to the full text of the respective forms of the Notes filed hereto as Exhibit 4.2 with respect to the 2030 Notes, Exhibit 4.3 with respect to the 2035 Notes, Exhibit 4.4 with respect to the 2055 Notes and Exhibit 4.5 with respect to the 2065 Notes, and each incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Indenture, dated February 12, 2016, between Alphabet Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.3 of Alphabet Inc.’s Registration Statement on Form S-3 filed on February 12, 2016 (File No. 333-209510))</u>
4.2	<u>Form of Global Note representing the Registrant’s 4.000% notes due 2030</u>
4.3	<u>Form of Global Note representing the Registrant’s 4.500% notes due 2035</u>
4.4	<u>Form of Global Note representing the Registrant’s 5.250% notes due 2055</u>
4.5	<u>Form of Global Note representing the Registrant’s 5.300% notes due 2065</u>
5.1	<u>Opinion of Cleary Gottlieb Steen & Hamilton LLP</u>
23.1	<u>Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.1)</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

Date: May 1, 2025

ALPHABET INC.

/s/ Anat Ashkenazi

Anat Ashkenazi

Senior Vice President, Chief Financial Officer