



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 16, 2019

Pamela L. Marcogliese
Cleary Gottlieb Steen & Hamilton LLP
pmarcogliese@cgsh.com

Re: Alphabet Inc.
Incoming letter dated February 5, 2019

Dear Ms. Marcogliese:

This letter is in response to your correspondence dated February 5, 2019 concerning the shareholder proposal (the "Proposal") submitted to Alphabet Inc. (the "Company") by the National Center for Public Policy Research (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfm/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

M. Hughes Bates
Special Counsel

Enclosure

cc: Justin Danhof
National Center for Public Policy Research
jdanhof@nationalcenter.org

April 16, 2019

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Alphabet Inc.
Incoming letter dated February 5, 2019

The Proposal requests that the board adopt a policy to disclose a description of the specific minimum qualifications that the nominating committee believes must be met by a nominee to be on the board of directors and each nominee's skills, ideological perspectives and experience presented in a chart or matrix form.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(i)(12)(i). In this regard, we note that a proposal dealing with substantially the same subject matter was included in the Company's proxy materials for a meeting held in 2018 and that the 2018 proposal received 1.98 percent of the vote. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on rule 14a-8(i)(12)(i).

Sincerely,

Kasey L. Robinson
Special Counsel

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.

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SUSANNA E. PARKER
RESIDENT COUNSEL
LOUISE M. PARENT
OF COUNSEL

FEBRUARY 5, 2019

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: Stockholder Proposal Submitted by the National Center for Public Policy Research

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 National Center for Public Policy Research (the “Proponent”), by a letter dated December 20, 2018, from the Company’s proxy statement for its 2019 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 Proponent 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 26, 2019, 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 Proponent that if the Proponent submits 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, that the shareholders of the [sic] Alphabet Inc. (the “Company”) request the Board adopt a policy to disclose to shareholders the following:

1. A description of the specific minimum qualifications that the Board’s nominating committee believes must be met by a nominee to be on the board of directors; and
2. Each nominee’s skills, ideological perspectives, and experience presented in a chart or matrix form.

The disclosure shall be presented to the shareholders through the annual proxy statement and the Company’s website within six (6) months of the date of the annual meeting and updated on an annual basis.

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)(ii), 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 Company's board composition and qualifications. The Company included in its 2018 proxy materials a shareholder proposal (the "2018 Proposal") (See Exhibit B) from the Proponent, also requesting that the Company adopt a policy to disclose the composition and qualifications of its Board nominees. The two proposals not only deal with "substantially the same subject matter," but they are also nearly identical in both the resolved clause and the supporting statements. Although there are minor differences in the language, it is clear that the two proposals are substantively identical.

In the resolved clause, the Proposal has merely removed gender and race/ethnicity from the 2018 Proposal, and changed "ideological diversity" to "ideological perspectives." Both the Proposal and the 2018 Proposal request that the Company adopt a policy to disclose "[a] description of the specific minimum qualifications that the Board's nominating committee believes must be met by a nominee to be on the board of directors." Whereas the Proposal further requests a disclosure of "[e]ach nominee's *skills, ideological perspectives, and experience* presented in a chart or matrix form," (emphasis added) the 2018 Proposal requested disclosure of "[e]ach nominee's gender, race/ethnicity, *skills, ideological diversity, and experience* presented in a chart or matrix form" (emphasis added).

The Supporting Statement of the Proposal is also nearly identical to that of the 2018 Proposal. Of the six paragraphs in the Supporting Statement, four are exactly the same in both the Proposal and the 2018 Proposal and the two paragraphs that are not identical contain only minor differences. The third paragraph only changes one sentence from "Information such as a candidate's race and gender will satiate liberal bean counters" to "Ideological diversity contemplates differences in political/policy beliefs." Similarly, the fourth paragraph merely changes a few words from "There is ample evidence that *the Company - and Silicon Valley generally* - operate in ideological hegemony" (emphasis added) to "There is ample evidence that *many companies* operate in ideological hegemony" (emphasis added).

It is clear that these minor differences do not change the subject matter of the proposals, which is for the Company to provide additional information about the composition and qualifications of its board nominees, and therefore, the Proposal still addresses "substantially the same subject matter" as the 2018 Proposal. Although the 2018 Proposal requested disclosure of the gender and race/ethnicity of the board nominees in addition to what is requested in the Proposal, the supporting statement of the 2018 Proposal itself makes evident that gender and race were not the main subject matter of the 2018 Proposal. The phrase "Information such as a candidate's race and gender will satiate liberal bean counters" in the 2018 Proposal's supporting statement suggests that the Proponent added the request for race and gender for political

purposes, and that it was not the Proponent's main concern. The removal of this request from the 2018 Proposal does not change the actual substantive focus of the shareholder proposal. Therefore, it remains clear that the Proposal and the 2018 Proposal address the same substantive concern, and thus deal with substantially the same subject matter, namely that the Company provide additional information about the composition and qualifications of its board nominees.

C. *The 2018 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 stockholder 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 8, 2018 (See Exhibit C), the 2018 Proposal received 13,099,716 "for" votes and 649,681,385 "against" votes at the Company's 2018 annual meeting of shareholders. Tallying the votes in accordance with the guidelines established by SLB 14, approximately 1.98% of the votes cast were in favor of the 2018 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)(iii). 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 Proponent is 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,



Pamela L. Marcogliese

Enclosures

cc: Justin Danhof, Esq., National Center for Public Policy Research

EXHIBIT A



Via FedEx and Email (corporatesecretary@abc.xyz)

December 20, 2018

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

Dear Mr. Drummond,

I hereby submit the enclosed shareholder proposal ("Proposal") for inclusion in the Alphabet Inc. (the "Company") proxy statement to be circulated to Company shareholders in conjunction with the next annual meeting of shareholders. The Proposal is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the United States Securities and Exchange Commission's proxy regulations.

I submit the Proposal as General Counsel of the National Center for Public Policy Research, which has continuously owned Alphabet Inc. Class A stock with a value exceeding \$2,000 for a year prior to and including the date of this Proposal and which intends to hold these shares through the date of the Company's 2019 annual meeting of shareholders. A Proof of Ownership letter is forthcoming and will be delivered to the Company.

Copies of correspondence or a request for a "no-action" letter should be forwarded to Justin Danhof, Esq, General Counsel, National Center for Public Policy Research, 20 F Street, NW, Suite 700, Washington, DC 20001 and emailed to JDanhof@nationalcenter.org.

Sincerely,

A handwritten signature in blue ink, appearing to read "Justin Danhof", with a long horizontal flourish extending to the right.

Justin Danhof, Esq.

Enclosure: Shareholder Proposal

True Diversity Board Policy

Resolved, that the shareholders of the Alphabet Inc. (the “Company”) request the Board adopt a policy to disclose to shareholders the following:

1. A description of the specific minimum qualifications that the Board’s nominating committee believes must be met by a nominee to be on the board of directors; and
2. Each nominee’s skills, ideological perspectives, and experience presented in a chart or matrix form.

The disclosure shall be presented to the shareholders through the annual proxy statement and the Company’s website within six (6) months of the date of the annual meeting and updated on an annual basis.

Supporting Statement

We believe that boards that incorporate diverse perspectives can think more critically and oversee corporate managers more effectively. By providing a meaningful disclosure about potential Board members, shareholders will be better able to judge how well-suited individual board nominees are for the Company and whether their listed skills, experience and attributes are appropriate in light of the Company’s overall business strategy.

The Company’s compliance with Item 407(c)(2)(v) of SEC Regulation S-K requires it to identify the minimum skills, experience, and attributes that all board candidates are expected to possess.

Ideological diversity contemplates differences in political/policy beliefs.

True diversity comes from diversity of thought. There is ample evidence that the many companies operate in ideological hegemony that eschews conservative people, thoughts, and values. This ideological echo chamber can result in groupthink that is the antithesis of diversity. This can be a major risk factor for shareholders.

We believe a diverse board is a good indicator of sound corporate governance and a well-functioning board. Diversity in board composition is best achieved through highly qualified candidates with a wide range of skills, experience, beliefs, and board independence from management.

We are requesting comprehensive disclosures about board composition and what qualifications the Company seeks for its Board, therefore we urge shareholders to vote FOR this proposal.

EXHIBIT B

Proposal Number 9 Stockholder Proposal Regarding Board Diversity and Qualifications

The National Center for Public Policy Research has advised us that it intends to submit the proposal set forth below for consideration at our Annual Meeting.

True Diversity Board Policy

Resolved, that the shareholders of Alphabet, Inc. (the “Company”) request the Board adopt a policy to disclose to shareholders the following:

1. A description of the specific minimum qualifications that the Board’s nominating committee believes must be met by a nominee to be on the board of directors; and
2. Each nominee’s gender, race/ethnicity, skills, ideological diversity and experience presented in a chart or matrix form.

The disclosure shall be presented to the shareholders through the annual proxy statement and the Company’s website within six (6) months of the date of the annual meeting and updated on an annual basis.

Supporting Statement

We believe that boards that incorporate diverse perspectives can think more critically and oversee corporate managers more effectively. By providing a meaningful disclosure about potential Board members, shareholders will be better able to judge how well-suited individual board nominees are for the Company and whether their listed skills, experience and attributes are appropriate in light of the Company’s overall business strategy. The Company’s compliance with Item 407(c)(2)(v) of SEC Regulation S-K requires it to identify the minimum skills, experience and attributes that all board candidates are expected to possess.

Information such as a candidate’s race and gender will satiate liberal bean counters.

However, true diversity comes from diversity of thought. There is ample evidence that the Company - and Silicon Valley generally - operate in ideological hegemony that eschews conservative people, thoughts and values. This ideological echo chamber can result in groupthink that is the antithesis of diversity. This can be a major risk factor for shareholders.

We believe a diverse board is a good indicator of sound corporate governance and a well-functioning board. Diversity in board composition is best achieved through highly qualified candidates with a wide range of skills, experience, beliefs and board independence from management.

We are requesting comprehensive disclosures about board composition and what qualifications the Company seeks for its Board, therefore we urge shareholders to vote FOR this proposal.

Alphabet Opposing Statement

Diversity and inclusion are values critical to our success and future innovation. As such, we are committed to diversity in all areas of business, including in the boardroom.

Our Board of Directors believes it is important to consider diversity in evaluating board candidates, particularly given the global and dynamic nature of our business. Specifically, as described on pages 26-28 of this proxy statement, the Nominating and Corporate Governance Committee factors into consideration diversity of race, ethnicity, gender, age, education, cultural background, and professional experiences, among many other qualities, when considering a potential candidate. We also disclose that overall diversity of perspective and experience are used to evaluate whether the directors as a group meet the criteria for the composition of the Board of Directors and the needs of our Board of Directors.

This multifaceted director nomination and evaluation process has ensured that our Board of Directors remains comprised of highly qualified leaders with diverse backgrounds, experiences, and skill sets. For example, we have directors who draw on their multinational business experience; those who bring entrepreneurial perspectives; those who have been devoted to academic, research, government service, and philanthropic endeavors; and those who lead financial institutions, to name a few.

This wide range of attributes, along with those detailed on pages 27-28 of this proxy statement in accordance with Item 407(c)(2) (v) of SEC Regulation S-K, bring unique perspectives and judgment necessary to guide our strategies and monitor their executions, all the while inspiring robust, thoughtful discussions in the boardroom.

Our Board of Directors believes the proxy statement already contains much of the information requested in this proposal. Given our commitment to diversity in and outside of the boardroom and our existing disclosures, our Board of Directors does not believe that implementing this proposal would benefit our stockholders.

Accordingly, our Board of Directors recommends that stockholders vote “AGAINST” this proposal.

Required Vote

Approval of the stockholder proposal requires the affirmative “FOR” vote of the holders of a majority of the voting power of Alphabet’s shares of Class A common stock and Class B common stock present in person or represented by proxy at the Annual Meeting and entitled to vote thereon, voting together as a single class. Unless marked to the contrary, proxies received will be voted “AGAINST” the stockholder proposal.

Alphabet Recommendation

Our Board of Directors recommends a vote “AGAINST” the stockholder 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 6, 2018

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))

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.***Alphabet Inc. 2012 Stock Plan***

At the Annual Meeting of Stockholders of Alphabet Inc. ("Alphabet") held on June 6, 2018 (the "2018 Annual Meeting"), Alphabet's stockholders approved amendments to 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 11,500,000 and to prohibit the repricing of stock options granted under the 2012 Stock Plan without stockholder approval. A description of the 2012 Stock Plan is set forth in Alphabet's definitive proxy statement on Form 14A filed with the U.S. Securities and Exchange Commission on April 27, 2018 (the "2018 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 2018 Annual Meeting, Alphabet's stockholders voted on ten proposals as set forth below, each of which is described in detail in the 2018 Proxy Statement. Holders of the shares of Class A common stock are entitled to one vote per share and holders of the shares of Class B common stock are entitled to ten votes per share. 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 2018 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 2018 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:

Director Nominee	Votes For	Votes Withheld	Broker Non-Votes
Larry Page	658,538,237	6,993,662	36,786,414
Sergey Brin	657,256,122	8,275,777	36,786,414
Eric E. Schmidt	657,039,816	8,492,083	36,786,414
L. John Doerr	586,620,785	78,911,114	36,786,414
Roger W. Ferguson, Jr.	662,337,514	3,194,385	36,786,414
Diane B. Greene	654,754,769	10,777,130	36,786,414
John L. Hennessy	639,878,324	25,653,575	36,786,414
Ann Mather	557,770,515	107,761,384	36,786,414
Alan R. Mulally	663,265,440	2,266,459	36,786,414
Sundar Pichai	655,076,629	10,455,270	36,786,414
K. Ram Shriram	604,614,301	60,917,598	36,786,414

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, 2018. This proposal was approved as set forth below:

For	Against	Abstain	Broker Non-Votes
697,701,155	4,345,973	271,185	0

3. The approval of amendments to the 2012 Stock Plan to increase the share reserve by 11,500,000 shares of Class C capital stock and to prohibit the repricing of stock options granted under the 2012 Stock Plan without stockholder approval. This proposal was approved as set forth below:

For	Against	Abstain	Broker Non-Votes
584,194,626	80,179,102	1,158,171	36,786,414

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

For	Against	Abstain	Broker Non-Votes
192,439,836	472,515,142	576,921	36,786,414

5. A stockholder proposal regarding a lobbying report. This proposal was not approved as set forth below:

For	Against	Abstain	Broker Non-Votes
61,924,629	597,364,714	6,242,556	36,786,414

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

For	Against	Abstain	Broker Non-Votes
103,806,543	558,506,092	3,219,264	36,786,414

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

For	Against	Abstain	Broker Non-Votes
58,134,413	606,790,145	607,341	36,786,414

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

For	Against	Abstain	Broker Non-Votes
57,893,994	605,452,276	2,185,629	36,786,414

9. A stockholder proposal regarding board diversity and qualifications. This proposal was not approved as set forth below:

For	Against	Abstain	Broker Non-Votes
13,099,716	649,681,385	2,750,798	36,786,414

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

For	Against	Abstain	Broker Non-Votes
84,481,308	577,340,067	3,710,524	36,786,414

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.01	Alphabet Inc. 2012 Stock Plan

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: June 8, 2018

ALPHABET INC.

/s/ Kathryn W. Hall

Kathryn W. Hall
Assistant Secretary