

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

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|---|---|--|----------------------|
| 1 Issuer's name Alphabet Inc. | | 2 Issuer's employer identification number (EIN) 61-1767919 | |
| 3 Name of contact for additional information Jennifer Lu | 4 Telephone No. of contact 650-253-7906 | 5 Email address of contact jenniferlu@google.com | |
| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 1600 Amphitheatre Parkway | | 7 City, town, or post office, state, and Zip code of contact Mountain View, CA 94043 | |
| 8 Date of action April 27, 2016 | | 9 Classification and description 3.625% Alphabet Inc. notes due 2021 | |
| 10 CUSIP number 02079KAA5 | 11 Serial number(s) | 12 Ticker symbol GOOG; GOOGL | 13 Account number(s) |

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On April 27, 2016, Alphabet Inc. consummated exchange offers and consent solicitations with holders of Google Inc. notes pursuant to which, among other things, Alphabet Inc. issued 3.625% Alphabet notes due 2021 in exchange for 3.625% Google notes due 2021 (the "Exchange").

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ A U.S. taxpayer that acquired the 3.625% Alphabet notes due 2021 in the Exchange generally has an initial tax basis in such notes equal to their issue price of 109.913, as published on Alphabet Inc.'s Investor Relations web page.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The Exchange is taxable for U.S. federal income tax purposes. Pursuant to U.S. Treasury Regulations section 1.1273-2(f)(i), Alphabet Inc. determined that the 3.625% Alphabet notes due 2021 are "traded on an established market," and that their issue price within the meaning of U.S. Treasury Regulations section 1.1273-2(b) is 109.913.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 1001, 1273

18 Can any resulting loss be recognized? ▶ A U.S. taxpayer who exchanged 3.625% Google notes due 2021 for 3.625% Alphabet notes due 2021 recognized gain or loss equal to the difference, if any, between (i) the sum of the amount of cash received and the issue price of the 3.625% Alphabet notes due 2021 received and (ii) such U.S. taxpayer's adjusted tax basis in the 3.625% Google notes due 2021 tendered in the Exchange.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Alphabet Inc. is providing this form for informational purposes only. Because the Exchange was a taxable exchange resulting in the issuance of new debt instruments for property, the Exchange should not constitute an "organizational action that affects the basis" of a security within the meaning of Section 6045B of the Internal Revenue Code of 1986, as amended, or the U.S. Treasury Regulations issued thereunder.

The reportable taxable year is the year that includes April 27, 2016.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶  Date ▶ 6/16/2016

Print your name ▶ TOM HUTCHINSON Title ▶ VP, Finance

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| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | Firm's name ▶ | | | | Firm's EIN ▶ |
| | Firm's address ▶ | | | | Phone no. |