Report of Organizational Actions Affecting Basis of Securities

Part I Reporting Issuer

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

3.375% Alphabet Inc. notes due 2024

10 CUSIP number

02079KAB3

11 Serial number(s)

12 Ticker symbol

GOOG; GOOGL

13 Account number(s)

Part II Organizational Action

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 3.375% Alphabet notes due 2024 in exchange for 3.375% Google notes due 2024 (the “Exchange”).

A U.S. taxpayer that acquired the 3.375% Alphabet notes due 2024 in the Exchange generally has an initial tax basis in such notes equal to their issue price of 108.844, as published on Alphabet Inc.'s Investor Relations web page.

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(b)(6), Alphabet Inc. determined that the 3.375% Alphabet notes due 2024 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 108.844.
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 3.375% Google notes due 2024 for 3.375% Alphabet notes due 2024 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 3.375% Alphabet notes due 2024 received and (ii) such U.S. taxpayer's adjusted tax basis in the 3.375% Google notes due 2024 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.

Signature ➤ Tom Hutchinson ⇒ Date ➤ 6/16/2011

Paid Preparer Use Only

Print/Type preparer's name
Preparer's signature
Date
Check if self-employed
Firm’s EIN ➤
Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054