FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-0287
OF OFFICE OF BEITE TOTAL OWNEROUM	Estimated average burder	n
rsuant to Section 16(a) of the Securities Exchange Act of 1934	hours per response:	0.5
r Section 30(h) of the Investment Company Act of 1940	-	

Section obligat	this box if no long 16. Form 4 or ions may continuition 1(b).		ST	ATEN		oursua	ant to S	Section 16	(a) of the	Secu	ENEFIC urities Excha Company Ac	ange Act of		SHIP	Estin	Number nated ave s per resp	erage burde	3235-0287 en 0.5	
Name and Address of Reporting Person* 2. Issue								ne and Tio			Symbol	Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner							
()							e of Ea 5/2020		saction (Monti	h/Day/Year)		Officer (give title Other (specify below) below)						
(Street) MOUNTAIN VIEW CA 94043					4. If A	mendm	nent, Date	of Origin	al File	ed (Month/D		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person							
(City)	(5	State)	(Zip)																
			able I - N			_			.	d, D	.			Illy Owned					
1. Title of Security (Instr. 3)			Date	saction	ay/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (Disposed Of (D) (Instr. 3		5) Securities Beneficially	Beneficially Owned Following		Direct Indirect Indir	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) or (D)	Price	Transaction (Instr. 3 and	(s) 4)				
Class A (Class A Common Stock			01/1	15/202	20			С		330,02	7 A	\$0.00	330,02	330,027			See Footnote ⁽⁵⁾	
Class A Common Stock			01/1	01/15/2020				S		330,02	7 D \$61.		8(2) 0	0			See Footnote ⁽⁵⁾		
Class A Common Stock			01/16/2020		20			С		169,97	3 A	\$0.00	0(1) 169,97	169,973		I Se Fo			
Class A Common Stock			01/1	01/16/2020						97,213 D		\$61.5	5 ⁽³⁾ 72,76	72,760		I Se			
Class A Common Stock				01/1	1/16/2020				S		72,760) D	\$62.2	1 ⁽⁴⁾ 0	0		I So		
Class A Common Stock												140,00	00			See Footnote ⁽⁶⁾			
			Table II								posed o			y Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Conversion Date Execution Date, (Month/Day/Year) Securities Privative Privative (Month/Day/Sear) Acquired (A) or Disposed Securities Privative Securities Privative Securities Securities Privative Privative Securities Privative Privative Securities Privative Priv		6. Date Expirati	te Exercisable and ration Date tht/Day/Year) 7. Title and Amou Securities Under Derivative Securi (Instr. 3 and 4)				of 8. Price of Derivative Security (Instr. 5)	Derivative derivat Security Securit (Instr. 5) Benefit Owned Follow Report Transa		10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficia Ownersh t (Instr. 4)						
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amount Number Shares	or	(Instr. 4				
Class B Common Stock	(7)(8)	01/15/2020			С			330,027	(7)(8)	(7)(8)	Class A Common Stock	330,02	27 \$0.00	5,012	2,017	I	See Footnote ⁽	
Class B Common Stock	(7)(8)	01/16/2020			С			169,973	(7)(8)	(7)(8)	Class A Common Stock	169,97	73 \$0.00	4,842	2,044	I	See Footnote ⁽	
Class B Common Stock	(7)(8)								(7)(8)	(7)(8)	Class A Common Stock	8,133,6	526	8,133	3,626	I	See Footnote ⁽	
Capital (Last)	<u>G LP</u>	Reporting Person* (First) TRE PARKWAN	(Mic	ldle)			-												

1. Name and Address of Reporting Person^{\star}

(State)

94043

(Zip)

CapitalG GP LLC

MOUNTAIN VIEW CA

(Street)

(City)

(Last) 1600 AMPHITHEA	(First) FRE PARKWAY	(Middle)					
(Street) MOUNTAIN VIEW	CA	94043					
(City)	(State)	(Zip)					
1. Name and Address of CapitalG 2015 L							
(Last) 1600 AMPHITHEA	(First) FRE PARKWAY	(Middle)					
(Street) MOUNTAIN VIEW	CA	94043					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* <u>CapitalG 2015 GP LLC</u>							
(Last) 1600 AMPHITHEA	(First) TRE PARKWAY	(Middle)					
(Street) MOUNTAIN VIEW	CA	94043					
(City)	(State)	(Zip)					
1. Name and Address of Alphabet Inc.	Reporting Person*						
(Last) 1600 AMPHITHEA	(First) TRE PARKWAY	(Middle)					
(Street) MOUNTAIN VIEW	CA	94043					
(City)	(State)	(Zip)					

Explanation of Responses:

- 1. Shares of Class B Common Stock automatically converted into shares of Class A Common Stock effective immediately prior to the sale of such shares.
- 2. Weighted average sale price for Class A Common Stock sold. Actual sales price for shares sold ranged from \$61.00 to \$61.97. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission full information regarding the number of shares purchased at each separate price.
- 3. Weighted average sale price for Class A Common Stock sold. Actual sales price for shares sold ranged from \$61.01 to \$62.00. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission full information regarding the number of shares purchased at each separate price.
- 4. Weighted average sale price for Class A Common Stock sold. Actual sales price for shares sold ranged from \$62.00 to \$62.50. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission full information regarding the number of shares purchased at each separate price.
- 5. These shares are owned directly by CapitalG 2015 LP. CapitalG 2015 GP LLC, the general partner of CapitalG 2015 LP. Alphabet Holdings LLC, the managing member of CapitalG 2015 GP LLC, XXVI Holdings Inc., the managing member of Alphabet Holdings LLC, and Alphabet Inc., the controlling stockholder of XXVI Holdings Inc., may each be deemed to have sole voting and dispositive power with respect to these shares. Each of CapitalG 2015 GP LLC, Alphabet Holdings LLC, XXVI Holdings Inc., and Alphabet Inc. disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- 6. These shares are owned directly by CapitalG CP. CapitalG GP LLC, the general partner of CapitalG LP, Alphabet Holdings LLC, the managing member of CapitalG GP LLC, XXVI Holdings Inc., the managing member of Alphabet Holdings LLC, and Alphabet Inc., the controlling stockholder of XXVI Holdings Inc., may each be deemed to have sole voting and dispositive power with respect to these shares. Each of CapitalG GP LLC, Alphabet Holdings LLC, XXVI Holdings Inc., and Alphabet Inc. disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- 7. The Class B Common Stock is convertible into the Issuer's Class A Common Stock on a one-for-one basis upon (i) the affirmative written election of the holder thereof or (ii) the occurrence of a transfer, except for certain transfers described in the Issuer's amended and restated certificate of incorporation (the "Restated Certificate") and has no expiration date.
- 8. In addition, Class B Common Stock will automatically convert into Class A Common Stock on the earliest of (i) the date specified by the holders of two-thirds of the then outstanding shares of Class B Common Stock, (ii) the date on which the number of outstanding shares of Class B Common Stock represents less than 5% of the number of outstanding shares of Class A Common Stock and Class B Common Stock, taken together as a single class, which calculation excludes certain Acquisition Securities, as defined in the Restated Certificate, and (iii) the date that is nine months after the death or permanent and total disability of the Issuer's Goorge Kurtz, provided that such date may be extended by a majority of the independent members of the Issuer's board of directors to a date that is not longer than 18 months from the date of such death or disability.

Remarks:

CAPITALG LP, by: CapitalG GP LLC, its General Partner, by: /s/ Bryan S. Keighery, as 01/17/2020 attorney-in-fact for Jeremiah Gordon, General Counsel and **Secretary** CAPITALG GP LLC, by: /s/ Bryan S. Keighery, as attorneyin-fact for Jeremiah Gordon, General Counsel and Secretary CAPITALG 2015 LP, by: 01/17/2020 CapitalG 2015 GP LLC, its General Partner, by: /s/ Bryan S. Keighery, as attorney-in-fact for

Jeremiah Gordon, General Counsel and Secretary

CAPITALG 2015 GP LLC, by:

/s/ Bryan S. Keighery, as

attorney-in-fact for Jeremiah

Gordon, General Counsel and

<u>Secretary</u> ALPHABET INC., by: /s/ Bryan

S. Keighery, as attorney-in-fact for Kathryn W. Hall, Assistant

01/17/2020

01/17/2020

<u>Secretary</u>

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.