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October 16, 2015

VIA IBFS

Marlene H. Dortch, Secretary
Federal Communications Commission
Room TW-B204
445 12th Street, SW
Washington, DC 20554

Attention: International Bureau, Policy Division

Re: GU Holdings Inc., Notification of Pro Forma Transfer of Control

Dear Secretary Dortch:

GU Holdings Inc. ("GU Holdings"), by its undersigned counsel, submits this Notification of Pro Forma Transfer of Control, pursuant to Section 1.767(g)(7) of the Commission's Rules, 47 C.F.R. § 1.767(g)(7).

GU Holdings is a co-licensee and operates the U.S. cable landing station for the Unity cable system, connecting the United States to Japan, FCC License No. SCL-LIC-20080516-00010. In addition, GU Holdings is an applicant for two other submarine cable landing licenses: (i) the Monet cable system, which will connect the United States to Brazil, FCC File No. SCL-LIC-20150408-00008; and (ii) the FASTER cable system, which will connect the United States to Japan and Taiwan, FCC File No. SCL-LIC-20150626-00015.¹

By this filing, GU Holdings is providing the Commission notice of an ongoing corporate reorganization the ("Corporate Reorganization"), resulting in GU Holdings having a new ultimate parent company. On August 10, 2015, GU Holdings' parent company, Google Inc. ("Google") announced plans to reorganize its business units and create a new public holding

¹ GU Holdings respectfully requests the Commission to associate a copy of this filing with each of the foregoing submarine cable landing license files.

company, Alphabet Inc. (“Alphabet”). The first step in the Corporate Reorganization was implementing a holding company reorganization under Section 251(g) of the General Corporation Law of the State of Delaware (the “Alphabet Merger”).²

On October 2, 2015, Google implemented the Alphabet Merger pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of October 2, 2015, among Google, Alphabet and Maple Technologies Inc., a Delaware corporation (“Merger Sub”), which resulted in Alphabet owning all of the outstanding capital stock of Google. Pursuant to the Alphabet Merger, Merger Sub, a direct, wholly-owned subsidiary of Alphabet and an indirect, wholly-owned subsidiary of Google, merged with and into Google, with Google surviving as a direct, wholly-owned subsidiary of Alphabet. Each share of each class of Google stock issued and outstanding immediately prior to the Alphabet Merger automatically converted into an equivalent corresponding share of Alphabet stock, having the same designations, rights, powers and preferences and the qualifications, limitations and restrictions as the corresponding share of Google stock being converted. Accordingly, upon consummation of the Alphabet Merger, Google’s stockholders immediately prior to the consummation of the Alphabet Merger became stockholders of Alphabet. The directors of Alphabet were the same individuals who were the directors of Google immediately prior to the Alphabet Merger. Alphabet became the “successor issuer” to Google for SEC purposes. Accordingly, shares of Alphabet Class C Capital Stock and shares of Alphabet Class A Common Stock continue to trade on the NASDAQ Global Select Market (“NASDAQ”) on an uninterrupted basis under the symbol “GOOG” and “GOOGL” respectively.³ Pre and post transaction charts are attached hereto as Exhibit A.

Following the Alphabet Merger and as part of the ongoing Corporate Reorganization, Google will over time reorganize certain Google operations into subsidiary businesses that may be transferred out of Google. Currently, all of these businesses are still under Google.

The Corporate Reorganization, including the Alphabet Merger, does not involve an assignment of any license or a change in the day-to-day operations of GU Holdings. GU Holdings’ services and the terms for those services remain the same. The Corporate Reorganization only creates a new holding company structure, and does not result in a *de jure* or *de facto* change of control in GU Holdings. Shareholder control of GU Holdings is unaffected.

² This provision of Delaware law allows Delaware corporations to form the holding company without the vote of the stockholders and provides for certain requirements around shareholder rights and other aspects of the transaction, to prevent abuse.

³ Additional information about the Alphabet Merger is available on Google Inc.’s current report to the Securities and Exchange Commission in Form 8-K, dated October 2, 2015, available at: <http://www.sec.gov/Archives/edgar/data/1288776/000119312515336550/d56649d8k.htm>.

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5. Section 63.18(h): The name, address, citizenship and principal business activity of any person having a 10% or greater interest in GU Holdings is attached hereto as Exhibit B.

GU Holdings does not have any interlocking directorates with foreign carriers. Other than as previously reported to the Commission, there are no foreign affiliations with foreign carriers to report.

GU Holdings certifies that any change of control in the Corporate Reorganization, including the Alphabet Merger, is *pro forma* and, together with all previous *pro forma* transactions, did not, and will not, result in a change in the ultimate controlling shareholders of GU Holdings.

Please contact the undersigned at (202) 373-6664, if you have any questions or comments regarding this filing.

Respectfully submitted,

/s/ Ulises R. Pin

Ulises R. Pin
Danielle C. Burt

Counsel for GU Holdings Inc.

Attachments

cc: Austin Schlick, Esq.
Stephanie Selmer, Esq.

CERTIFICATION

On behalf of Google Inc., I hereby certify that the foregoing Notification of Pro Forma Transfer of Control was prepared under my direction and control. I further certify that all statements therein are true, complete, and correct to the best of my knowledge and are made in good faith and that any change of control in the Corporate Reorganization, including the Alphabet Merger, is *pro forma* pursuant to the Commission's Rules. I certify under penalty of perjury that the foregoing is true.

GOOGLE INC.

By: 

Name: Austin Schlick

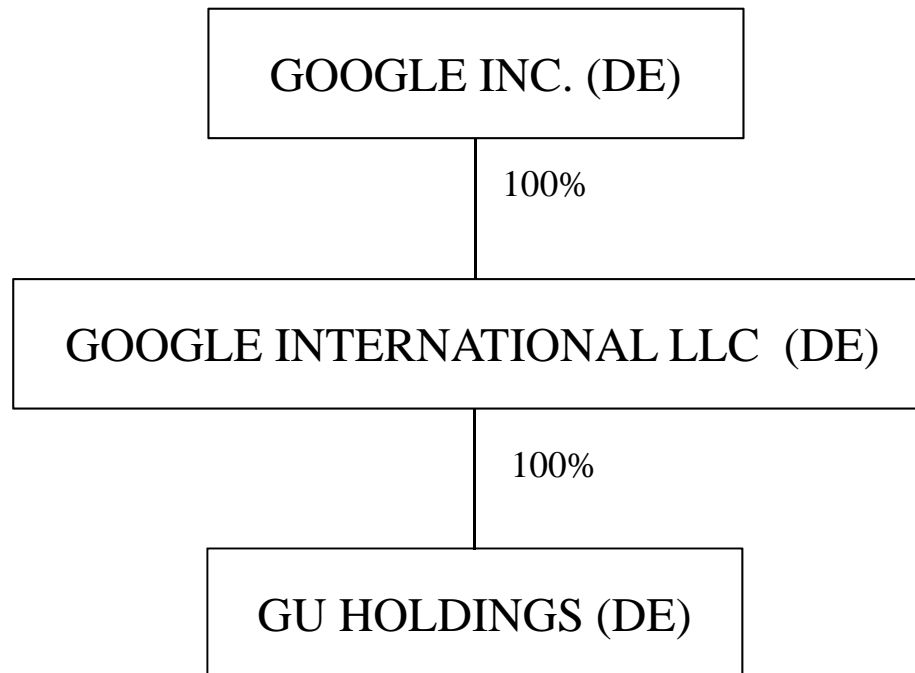
Title: Director, Communications Law

Date: October 15, 2015

Exhibit A

Organizational Charts

Pre-Transaction Illustrative Chart



Post-Transaction Illustrative Chart

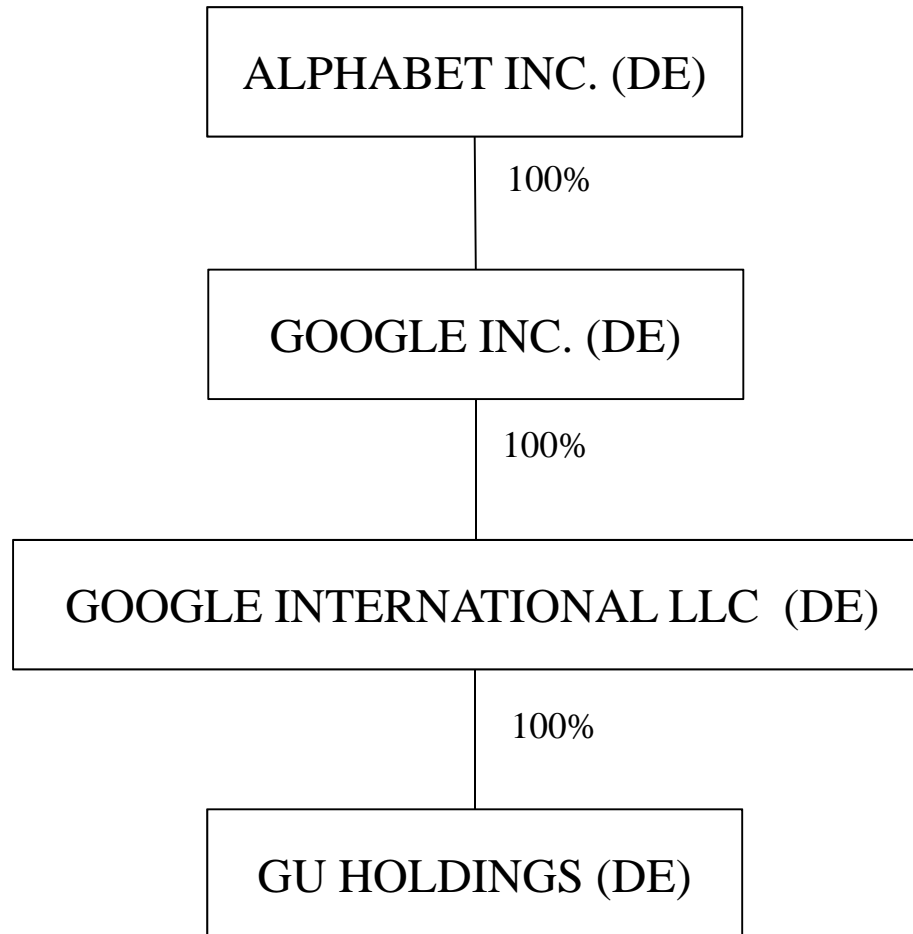


Exhibit B

Ownership Information

After giving effect to the Corporate Reorganization, the ownership structure of GU Holdings will be as follows:

GU Holdings is wholly-owned by Google International LLC:

Name: Google International LLC
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding company

Google International LLC is wholly-owned by Google Inc.:

Name: Google Inc.
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Technology search services and advertising

Google Inc. is wholly-owned by Alphabet Inc.:

Name: Alphabet Inc.
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding company

As of October 2, 2015, the following persons have a 10% or greater voting or equity interest in Alphabet Inc.:

Name: Larry Page
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043
Ownership: 42.4% of Class B common stock (representing 27.4% voting power)
Citizenship: United States
Principal Business: CEO, Co-founder and Director of Alphabet Inc.

Name: Sergey Brin
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043
Ownership: 41.7% of Class B common stock (representing 27.4% voting power)
Citizenship: United States
Principal Business: Co-founder and Director of Alphabet Inc.

No other person or entity has 10% or greater direct or indirect voting or equity interest in GU Holdings.