
**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): May 3, 2008

Yahoo! Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-28018

(Commission
File Number)

77-0398689

(I.R.S. Employer
Identification No.)

701 First Avenue
Sunnyvale, California

(Address of principal executive offices)

94089

(Zip Code)

Registrant's telephone number, including area code: (408) 349-3300

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:

- 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))
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Item 7.01 Regulation FD Disclosure.

On May 3, 2008, Yahoo! Inc. (the “Company”) issued a press release in response to Microsoft’s announcement that it is withdrawing its unsolicited offer to acquire the Company.

A copy of the press release is furnished with this Form 8-K and attached hereto as Exhibit 99.1. Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Yahoo! Inc. Press Release dated May 3, 2008.

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.

YAHOO! INC.
(Registrant)

By: /s/ Michael J. Callahan
Name: Michael J. Callahan
Title: Executive Vice President, General Counsel and
Secretary

Date: May 5, 2008

EXHIBIT INDEX

Exhibit Number	Description
99.1	Yahoo! Inc. Press Release dated May 3, 2008.

YAHOO! ISSUES STATEMENT IN RESPONSE TO MICROSOFT

SUNNYVALE, Calif., May 3, 2008 — Roy Bostock, Chairman of Yahoo! Inc. (Nasdaq: YHOO), a leading global Internet company issued the following statement today in response to Microsoft Corporation's announcement that it has withdrawn its proposal to acquire Yahoo!:

"We remain focused on maximizing shareholder value and pursuing strategic opportunities that position Yahoo! for success and leadership in its markets. From the beginning of this process, our independent board and our management have been steadfast in our belief that Microsoft's offer undervalued the company and we are pleased that so many of our shareholders joined us in expressing that view. Yahoo! is profitable, growing, and executing well on its strategic plan to capture the large opportunities in the relatively young online advertising market. Our solid results for the first quarter of 2008 and increased full year 2008 operating cash flow outlook reflect the progress the company is making. Today, Yahoo! has:

- a refined strategic focus to drive enhanced volume and yield;
- reorganized to focus its efforts on its most promising products and services;
- invested in innovations designed to revolutionize display advertising and facilitate closing the competitive gap in search; and
- enhanced expense and resource management to support improved profitability."

Jerry Yang, co-founder and chief executive officer, Yahoo! Inc. added, "I am incredibly proud of the way our team has come together over the last three months. This process has underscored our unique and valuable strategic position. With the distraction of Microsoft's unsolicited proposal now behind us, we will be able to focus all of our energies on executing the most important transition in our history so that we can maximize our potential to the benefit of our shareholders, employees, partners and users."

About Yahoo! Inc.

Yahoo! Inc. is a leading global Internet brand and one of the most trafficked Internet destinations worldwide. Yahoo! is focused on powering its communities of users, advertisers, publishers, and developers by creating indispensable experiences built on trust. Yahoo! is headquartered in Sunnyvale, California. For more information, visit pressroom.yahoo.com.

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