

REGISTRATION NO. 333-56779

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE
AMENDMENT NO. 1 TO

FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

YAHOO! INC.

(Exact Name of Registrant as specified in its charter)

CALIFORNIA 77-0398689
(State of incorporation) (I.R.S. Employer Identification No.)

3420 CENTRAL EXPRESSWAY
SANTA CLARA, CALIFORNIA 95051
(408) 731-3300

(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

GARY VALENZUELA
SENIOR VICE PRESIDENT, FINANCE AND ADMINISTRATION, AND CHIEF FINANCIAL OFFICER
3420 CENTRAL EXPRESSWAY
SANTA CLARA, CALIFORNIA 95051
(408) 731-3300

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:

JOSHUA L. GREEN
KEITH A. MILLER
Venture Law Group
A Professional Corporation
2800 Sand Hill Road
Menlo Park, California 94025
(650) 854-4488

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
FROM TIME TO TIME AFTER THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT UNTIL
SUCH TIME THAT ALL OF THE SHARES REGISTERED HEREUNDER HAVE BEEN SOLD.

If the only securities being registered on this Form are to be offered
pursuant to dividend or interest reinvestment plans, please check the following
box. / /

If any of the securities being registered on this Form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box. /X/

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. / /

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box. / /

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$0.00017 per share.....	1,574,364 shares	\$25.9375	\$40,835,066	\$12,050

(1) Estimated solely for the purpose of computing the amount of the registration fee, based on the average of the high and low prices for the Company's Common Stock as reported on the Nasdaq National Market on June 5, 1998 in accordance with Rule 457 under the Securities Act of 1933.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SECTION 8(a), MAY DETERMINE.

In accordance with Rule 416(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), the number of shares of Common Stock registered for sale under the Securities Act by the attached Registration Statement on Form S-3 has been deemed to be increased to include the shares of Common Stock issued in connection with the two-for-one stock split effected on July 31, 1998 and with the two-for-one stock split effected on February 5, 1999 (collectively, the "Stock Split"), to the extent issued with respect to shares designated by such registration statement but unsold as of the date of each Stock Split.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Yahoo! Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on February 5, 1999.

YAHOO! INC.

By: _____
 Timothy Koogle
 CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the requirements of the Securities Act of 1933, this amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
* _____ Timothy Koogle	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	February 5, 1999
/s/ GARY VALENZUELA _____ Gary Valenzuela	Senior Vice President, Finance and Administration, and Chief Financial Officer (Principal Financial Officer)	February 5, 1999
* _____ James J. Nelson	Vice President, Finance (Chief Accounting Officer)	February 5, 1999
* _____ Eric Hippeau	Director	February 5, 1999
* _____ Arthur H. Kern	Director	February 5, 1999
/s/ JEFFREY A. MALLETT _____ Jeffrey A. Mallett	President, Chief Operating Officer and Director	February 5, 1999
* _____ Michael Moritz	Director	February 5, 1999
* _____ Jerry Yang	Director	February 5, 1999

*By: /s/ GARY VALENZUELA

 Gary Valenzuela
 ATTORNEY-IN-FACT