

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE 14A
(Rule 14A-101)**

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)**

Filed by the Registrant
Filed by a Party other than the Registrant

Check appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

Yahoo! Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
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 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
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 - (2) Form, Schedule or Registration Statement No.:
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 - (4) Date Filed:
-

Yahoo! Inc. released the following press release on June 6, 2008.

Yahoo! Inc. Statement on Carl Icahn's Letter of June 6, 2008

SUNNYVALE, Calif., June 6, 2008 — Yahoo! Inc. (Nasdaq:YHOO), a leading global Internet company, today issued the following response to Carl Icahn in response to his letter dated June 6, 2008:

Leaving aside Mr. Icahn's inaccurate interpretation of our retention plan, we again note that he has no credible plan to operate Yahoo!. We believe that Mr. Icahn's suggestion that we cancel our retention plan would have a destabilizing impact on Yahoo! and would clearly not be in the best interests of our shareholders. Furthermore, his suggestion that we put out a price publicly to see if Microsoft will alter its stated position is ill-advised. As we have stated numerous times publicly and privately, we are open to any transaction including a sale to Microsoft if it is in the best interests of shareholders.

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.

Important Additional Information

Yahoo! will be filing a definitive proxy statement and accompanying WHITE proxy card with the Securities and Exchange Commission ("SEC") in connection with the solicitation of proxies for its 2008 annual meeting of stockholders. Stockholders are strongly advised to read Yahoo!'s 2008 definitive proxy statement when it becomes available because it will contain important information. Stockholders will be able to obtain copies of Yahoo!'s 2008 definitive proxy statement and other documents filed by Yahoo! with the SEC in connection with its 2008 annual meeting of stockholders at the SEC's website at www.sec.gov or at the Investor Relations section of Yahoo!'s website at yhoo.client.shareholder.com. Yahoo!, its directors, and certain of its officers may be deemed participants in the solicitation of proxies from stockholders in connection with Yahoo!'s 2008 annual meeting of stockholders. Information concerning Yahoo!'s directors and officers is available in its preliminary proxy statement filed with the SEC on June 3, 2008.

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Contacts:

Yahoo! Inc.

Brad Williams, 408-349-7069 (Media)

bhw@yahoo-inc.com

Marta Nichols, 408-349-3527 (Investor)

mnichols@yahoo-inc.com

or

The Abernathy MacGregor Group for Yahoo! Inc.

Adam Miller, 212-371-5999 (Media)

alm@abmac.com

Winnie Lerner, 212-371-5999 (Media)

wal@abmac.com