
**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): April 22, 2013

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))
-
-

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Departure of Director

On April 22, 2013, Alfred Amoroso notified the Board of Directors (the “Board”) of Yahoo! Inc. (“Yahoo!”) that he will not seek re-election as a director at Yahoo!’s 2013 Annual Meeting of Shareholders (the “Annual Meeting”). Mr. Amoroso will continue to serve as a director until the Annual Meeting but has resigned as Chairman of the Board. On April 23, 2013, the Board elected Maynard Webb, Jr. to serve as interim Chairman of the Board. The Board also reduced the size of the Board to ten directors, effective upon the election of directors at the Annual Meeting. The Board, however, intends to increase the size of the Board when a replacement director is identified.

Item 8.01. Other Events.

On April 25, 2013, Yahoo! issued a press release regarding Mr. Amoroso’s decision not to seek re-election to the Board at the Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Yahoo! Inc. press release dated April 25, 2013.

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/ Ronald S. Bell
Name: Ronald S. Bell
Title: General Counsel and Secretary

Date: April 25, 2013

EXHIBIT INDEX

Exhibit
Number

Description

99.1 Yahoo! Inc. press release dated April 25, 2013.

FOR IMMEDIATE RELEASE**Fred Amoroso Not to Seek Reelection to Yahoo! Board of Directors**

SUNNYVALE, Calif., April 25, 2013 – Yahoo! Inc. (Nasdaq: YHOO) today announced that Fred Amoroso has decided not to seek reelection to the board of directors at the upcoming 2013 annual meeting of shareholders. Amoroso will continue to serve on the board through the shareholders meeting on June 25, but has resigned as chairman of the board. The board has appointed Maynard Webb, Jr. to serve as interim chairman.

“Fred has been a wonderful chairman for Yahoo! over the past year, and I’m personally grateful for his trust and guidance as I took on the role as Yahoo! CEO,” said Yahoo! CEO Marissa Mayer. “Fred’s mentorship and perspective has proved truly valuable to me in my first few months here at Yahoo!.”

“I’m very grateful and proud of the progress Yahoo! has made over the past year,” said Amoroso. “When I took the position as chairman, I told the board that my intention was to serve for one year, in order to help Yahoo! during a critical time of transformation. In that time, Yahoo! hired a great new CEO, brought on a fantastic management team, revitalized the employee base, and has begun to release top notch new products. With Marissa at the helm and the leadership team in place, this is a natural time for me to transition off the board, consistent with what I said a year ago.”

Following the completion of Amoroso’s term at the annual meeting, the board will comprise 10 members.

About Yahoo!

Yahoo! is focused on making the world’s daily habits inspiring and entertaining. By creating highly personalized experiences for our users, we keep people connected to what matters most to them, across devices and around the world. In turn, we create value for advertisers by connecting them with the audiences that build their businesses. Yahoo! is headquartered in Sunnyvale, California and has offices located throughout the Americas, Asia Pacific (APAC) and the Europe, Middle East and Africa (EMEA) regions. For more information, visit the pressroom (pressroom.yahoo.net) or the company’s blog (yodel.yahoo.com).

Media Contact:

Sara Gorman
408-349-1909
sgorman@yahoo-inc.com

Investor Contact:

Joon Huh
408-349-3382
investorrelations@yahoo-inc.com