

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Bell Ronald S.</u>  (Last) (First) (Middle) <u>C/O YAHOO! INC.</u> <u>701 FIRST AVENUE</u>  (Street) <u>SUNNYVALE CA 94089</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>YAHOO INC [ YHOO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel &amp; Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/27/2014		A		38,991 <sup>(1)</sup>	A	\$0	439,166	D	
Common Stock	02/27/2014		A		38,991 <sup>(2)</sup>	A	\$0	478,157	D	
Common Stock	02/27/2014		D		15,729 <sup>(3)</sup>	D	\$0	462,428	D	
Common Stock	02/27/2014		F		9,884 <sup>(4)</sup>	D	\$38.47	452,544	D	
Common Stock	02/27/2014		F		1,879 <sup>(5)</sup>	D	\$38.47	450,665	D	
Common Stock	02/28/2014		F		19,085 <sup>(6)</sup>	D	\$38.67	431,580	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents a grant of restricted stock units under the Yahoo! Inc. ("Company") 1995 Stock Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Yahoo! Inc. common stock. Subject to accelerated vesting in certain circumstances, one-fourth (1/4) of the restricted stock units are scheduled to vest on the first anniversary of the date of grant, with the remainder vesting in 36 equal monthly installments thereafter, as long as the reporting person remains in the service of Yahoo through the respective vesting date.
- Represents a grant of performance-based restricted stock units under the Yahoo! Inc. 1995 Stock Plan. The target number of units is presented in the table. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, one-fourth (1/4) of the target number of units are scheduled to vest annually, following each of the 2014, 2015, 2016 and 2017 annual performance periods. Each year, the number of units that actually vest will be 0% to 200% of the scheduled amount, depending on the extent to which Yahoo! Inc. meets or exceeds certain financial performance goals. The maximum number of units that may vest over four years is 77,982 (200% of the target number). Vested restricted stock units will be paid in an equal number of shares of Yahoo! Inc. common stock.
- Represents the forfeiture of performance-based restricted stock units granted to the reporting person on February 28, 2013 that were eligible to vest based on certain financial performance objectives. Upon grant, the target vesting amount was reported in Table I of Form 4. On February 27, 2014, the Company determined that, based on the Company's performance over the applicable performance period, 20,848 stock units would vest and 15,729 stock units would be forfeited.
- Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of 20,848 restricted stock units granted to the reporting person on February 28, 2013.
- Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of 5,000 restricted stock units granted to the reporting person on February 27, 2012.
- Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of 36,577 restricted stock units granted to the reporting person on February 28, 2013.

/s/ Ronald S. Bell 03/03/2014

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.