

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

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

Check the 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 Pursuant to ss.240.14a-12

Yahoo! Inc.

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(Name of Registrant as Specified In Its Charter)

Third Point LLC  
Third Point Offshore Master Fund L.P.  
Third Point Ultra Master Fund L.P.  
Third Point Partners L.P.  
Third Point Partners Qualified L.P.  
Third Point Reinsurance Co. Ltd.  
Lyxor/Third Point Fund Limited  
dbX-Risk Arbitrage 11 Fund  
Daniel S. Loeb  
Harry J. Wilson  
Michael J. Wolf  
Jeffrey A. Zucker

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(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):

\_\_\_\_\_

4) Proposed maximum aggregate value of transaction:

\_\_\_\_\_

5) Total fee paid:

\_\_\_\_\_

Fee paid previously with preliminary materials.

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.

1) Amount Previously Paid

\_\_\_\_\_

2) Form, Schedule or Registration Statement No.:

\_\_\_\_\_

3) Filing Party:

\_\_\_\_\_

4) Date Filed:

\_\_\_\_\_

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On March 12, 2012, Third Point LLC and Daniel S. Loeb, together with Harry Wilson, filed with the U.S. Securities and Exchange Commission (the "Commission") a sixth amendment to the Schedule 13D of Third Point LLC ("Amendment No. 6") with respect to Yahoo! Inc., a Delaware corporation. Amendment No. 6, is attached hereto as Exhibit 1 and is incorporated herein by reference.

\* \* \* \* \*

Exhibits

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Exhibit 1            Amendment No. 6 to Schedule 13D of Third Point LLC, filed with the Commission on March 12, 2012.

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D

(Amendment No. 6)

Under the Securities Exchange Act of 1934

Yahoo! Inc.

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(Name of Issuer)

Common Stock, \$.001 Par Value

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(Title of Class of Securities)

984332106

(CUSIP Number)

Third Point LLC  
390 Park Avenue, 18<sup>th</sup> Floor  
New York, NY 10022  
(212) 224-7400

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

(with copies to)  
Michael A. Schwartz, Esq.  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, NY 10019  
(212) 728-8267

March 12, 2012

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1</b>	NAME OF REPORTING PERSON Third Point LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) <input checked="" type="checkbox"/> x	(a) <input type="checkbox"/> o
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS AF	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 70,500,400 (see Item 5)
	<b>9</b>	SOLE DISPOSITIVE POWER 0
	<b>10</b>	SHARED DISPOSITIVE POWER 70,500,400 (see Item 5)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 70,500,400 (see Item 5)	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> o	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.81%	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

<b>1</b>	NAME OF REPORTING PERSON Daniel S. Loeb	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) <input checked="" type="checkbox"/> x	(a) <input type="checkbox"/> 0
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS AF	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> 0	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 70,500,400 (see Item 5)
	<b>9</b>	SOLE DISPOSITIVE POWER 0
	<b>10</b>	SHARED DISPOSITIVE POWER 70,500,400 (see Item 5)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 70,500,400 (see Item 5)	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> 0	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.81%	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

<b>1</b>	NAME OF REPORTING PERSON Harry J. Wilson	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) <input checked="" type="checkbox"/> x	(a) <input type="checkbox"/> o
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS PF	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> o	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 25,000
	<b>8</b>	SHARED VOTING POWER 0
	<b>9</b>	SOLE DISPOSITIVE POWER 25,000
	<b>10</b>	SHARED DISPOSITIVE POWER 0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 25,000 (see Item 5)	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> o	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.00%	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

**Item 1. Security and the Issuer**

This Amendment No. 6 to Schedule 13D (this "Amendment No. 6") relates to the shares of Common Stock of Yahoo! Inc. (the "Issuer") and amends the Schedule 13D filed on September 8, 2011 (the "Original Schedule 13D"), as amended by each of Amendment No. 1 thereto filed on September 14, 2011, Amendment No. 2 thereto filed on November 4, 2011, Amendment No. 3 thereto filed on December 13, 2011, Amendment No. 4 thereto filed on February 14, 2012 and Amendment No. 5 thereto filed on February 27, 2012 (the Original Schedule 13D, and as amended by such Amendments No. 1, No. 2, No. 3., No. 4, No. 5 and this Amendment No. 6, the "Schedule 13D"). Unless the context otherwise requires, references herein to the "Common Stock" are to such Common Stock of the Issuer. The principal executive offices of the Issuer are located at 701 First Avenue, Sunnyvale, California 94089.

This Amendment No. 6 is being filed by Third Point LLC, a Delaware limited liability company (the "Management Company"), Daniel S. Loeb ("Mr. Loeb") and, together with the Management Company, the "Third Point Reporting Persons") and Harry J. Wilson ("Mr. Wilson") and, together with the Third Point Reporting Persons, the "Reporting Persons").

This Amendment No. 6 is being filed to amend Item 3, Item 4 and Item 5 of the Schedule 13D as follows:

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Schedule 13D is amended to reflect the following:

The Funds expended an aggregate of approximately \$971,056,600 of their own investment capital in open market transactions (and including upon the exercise of options) to acquire the 70,500,400 shares of Common Stock held by them.

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is amended to reflect the following:

On March 12, 2012, Third Point Offshore Master Fund LP, Third Point Ultra Master Fund LP, Third Point Partners L.P. and Third Point Partners Qualified L.P., Funds that are record holders of Common Stock (the "Record Holders"), sent to the Issuer, as required by the Issuer's amended and restated bylaws, formal notice of the Record Holders' intention to nominate, at the Issuer's 2012 Annual Meeting of Shareholders or the Issuer's next annual or special meeting for the election of directors (the first such meeting, the "Annual Meeting"), each of Daniel S. Loeb, Harry J. Wilson, Michael J. Wolf, and Jeffrey A. Zucker to stand for election as directors of the Issuer for terms expiring in 2013.

Also on March 12, 2012, the Record Holders served on the Issuer a written demand, pursuant to Section 220 of the Delaware General Corporation Law (the "Demand Letter"), for access to the Issuer's shareholder list and other stock list materials. The purpose of the Demand Letter is to allow the Record Holders and other participants in their solicitation to communicate with shareholders of the Issuer regarding the election of directors and any other matters to be considered by shareholders at the Annual Meeting.

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In connection with their intended proxy solicitation, Third Point LLC and certain of its affiliates intend to file a proxy statement with the Securities and Exchange Commission (the “SEC”) to solicit stockholders of the Issuer. THIRD POINT LLC STRONGLY ADVISES ALL STOCKHOLDERS OF THE ISSUER TO READ THE PROXY STATEMENT WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN ANY SUCH PROXY SOLICITATION. SUCH PROXY STATEMENT, WHEN FILED, AND ANY OTHER RELEVANT DOCUMENTS WILL BE AVAILABLE AT NO CHARGE ON THE SEC’S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov).

#### THIRD POINT PARTICIPANT INFORMATION

In accordance with Rule 14a-12(a)(1)(i) under the Securities Exchange Act of 1934, as amended, the following persons are anticipated to be, or may be deemed to be, participants in any such proxy solicitation: Third Point LLC, Daniel S. Loeb, Third Point Offshore Master Fund LP, Third Point Ultra Master Fund LP, Third Point Partners L.P., Third Point Partners Qualified L.P., Third Point Reinsurance Co. Ltd., Lyxor/Third Point Fund Limited, dbX-Risk Arbitrage 11 Fund, Harry J. Wilson, Michael J. Wolf and Jeffrey A. Zucker. Certain of these persons hold direct or indirect interests as follows: Third Point LLC beneficially owns 70,500,400 shares of Common Stock; Mr. Loeb beneficially owns 70,500,400 shares of Common Stock; Third Point Offshore Master Fund L.P. may be deemed to beneficially own 35,728,500 shares of Common Stock; Third Point Ultra Master Fund LP may be deemed to beneficially own 13,597,700 shares of Common Stock; Third Point Partners L.P. may be deemed to beneficially own 2,279,400 shares of Common Stock; Third Point Partners Qualified L.P. may be deemed to beneficially own 11,574,000 shares of Common Stock; Third Point Reinsurance Co. Ltd. may be deemed to beneficially own 4,352,000 shares of Common Stock; Lyxor/Third Point Fund Limited may be deemed to beneficially own 1,820,400 shares of Common Stock; dbX-Risk Arbitrage 11 Fund may be deemed to beneficially own 1,148,400 shares of Common Stock; Mr. Wilson beneficially owns 25,000 shares of Common Stock; and Messrs. Wilson, Wolf, Zucker and Loeb each have an interest in being nominated and elected as a director of the Issuer.

#### **Item 5. Interest in Securities of the Issuer.**

Items 5(a) and (c) of the Schedule 13D are amended to reflect the following:

(a) As of the date of this Schedule 13D, (i) the Third Point Reporting Persons beneficially own an aggregate of 70,500,400 shares of Common Stock (the “Third Point Shares”), consisting of 70,500,400 shares of Common Stock held by the Funds and (ii) Mr. Wilson beneficially owns an aggregate of 25,000 shares of Common Stock (the “Wilson Shares”). The Third Point Shares represent 5.81% of the Common Stock outstanding, and the Wilson Shares represent 0.00% of the Common Stock outstanding. Percentages of the Common Stock outstanding reported in this Schedule 13D are calculated based upon the 1,213,749,472 shares of Common Stock outstanding as of February 17, 2012, as reported in the Issuer’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed by the Issuer with the Securities and Exchange Commission on February 29, 2012. By reason of the agreement between the Management Company and Mr. Wilson with respect to Mr. Wilson serving as a Third Point Nominee, the Third Point Reporting Persons and Mr. Wilson may be deemed to have formed a group within the meaning of Rule 13d-5(b) under the Securities Exchange Act of 1934, as amended, and each may therefore be deemed to beneficially own the shares of Common Stock beneficially owned by the other.

(c) Set forth on Schedule I to this Amendment No. 6 are all transactions in Common Stock effected by the Third Point Reporting Persons since February 27, 2012.

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SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned, severally and not jointly, certifies that the information set forth in this statement is true, complete and correct.

Dated: March 12, 2012

THIRD POINT LLC

By: /s/ William

Song\_\_\_\_\_

Name: William Song

Title: Attorney-in-Fact

Dated: March 12, 2012

DANIEL S. LOEB

By: /s/ William

Song\_\_\_\_\_

Name: William Song

Title: Attorney-in-Fact

Dated: March 12, 2012

HARRY J. WILSON

By: /s/ William

Song\_\_\_\_\_

Name: William Song

Title: Attorney-in-Fact

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**SCHEDULE I**

This Schedule I sets forth information with respect to each purchase and sale of Shares which was effectuated by a Third Point Reporting Person since February 27, 2012. Unless otherwise indicated, all transactions were effectuated in the open market through a broker.

<b>Trade Date</b>	<b>Shares Purchased (Sold)</b>	<b>Price Per Share (\$)</b>
3/9/2012	250,000	14.6500