
**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): March 3, 2008

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.)
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701 First Avenue Sunnyvale, California (Address of principal executive offices)	94089 (Zip Code)
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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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 3, 2008, the Board of Directors of Yahoo! Inc. (the "Company") approved an amendment (the "Amendment") to Section 2.5 (Advance Notice of Stockholder Nominees) of the Company's amended and restated bylaws (the "Bylaws"), effective immediately. The Amendment extends the date by which nominations of persons for election to the Board of Directors of the Company may be submitted with respect to the Company's 2008 annual meeting of stockholders to the close of business on the 10th day following the earlier of (a) the day on which notice of the date of the 2008 annual meeting is mailed or (b) the day public announcement of the date of the 2008 annual meeting is first made.

The description of the Amendment contained in this report is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On March 5, 2008, Jerry Yang, Chief Executive Officer of the Company, distributed an email to the employees of the Company discussing the Amendment and the Company's ongoing exploration of strategic alternatives.

A copy of the email to Company employees is furnished with this Current Report on Form 8-K and attached hereto as Exhibit 99.1. Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

Item 8.01 Other Events.

The Company issued a press release today announcing the Amendment to the Bylaws. A copy of the press release is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amendment No. 1 to the Amended and Restated Bylaws of Yahoo! Inc.
99.1	Email from the Chief Executive Officer to Yahoo! Inc. Employees dated March 5, 2008
99.2	Yahoo! Inc. Press Release dated March 5, 2008

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/ Michael J. Callahan
Name: Michael J. Callahan
Title: Executive Vice President, General
Counsel and Secretary

Date: March 5, 2008

EXHIBIT INDEX

Exhibit Number	Description
3.1	Amendment No. 1 to the Amended and Restated Bylaws of Yahoo! Inc.
99.1	Email from the Chief Executive Officer to Yahoo! Inc. Employees dated March 5, 2008
99.2	Yahoo! Inc. Press Release dated March 5, 2008

Amendment No. 1 to the Amended and Restated Bylaws of Yahoo! Inc.

The Amended and Restated Bylaws (the "Bylaws") of Yahoo! Inc., a Delaware corporation, are amended, effective March 3, 2008, as follows:

Section 2.5 of the Bylaws is amended to read in its entirety as follows:

2.5 Advance Notice of Stockholder Nominees.

Only persons who are nominated in accordance with the procedures set forth in this Section 2.5 shall be eligible for election as directors. Nominations of persons for election to the Board of Directors of the Corporation may be made at a meeting of stockholders by or at the direction of the Board of Directors (or any duly authorized committee thereof) or by any stockholder of the Corporation who was a stockholder of record at the time of giving of such stockholder's notice provided for in this Section 2.5, who is entitled to vote for the election of directors at the meeting and who complies with the notice procedures set forth in this Section 2.5. In addition to any other applicable requirements, for a nomination to be made by a stockholder, the stockholder must have given timely notice thereof in proper written form to the secretary of the Corporation. To be timely, a stockholder's notice shall be received by the secretary at the principal executive offices of the Corporation (a) in the case of the annual meeting not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting of stockholders; provided, however, that in the event that the annual meeting is called for a date that is not within 25 days before or after such anniversary date, notice by the stockholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of the meeting was mailed or such public announcement of the date of such meeting is first made, whichever first occurs; provided further, however, that with respect to the 2008 annual meeting, notice by the stockholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of the meeting was mailed or such public announcement of the date of such meeting is first made, whichever first occurs; and (b) in the case of a special meeting of stockholders called for the purpose of electing directors, not later than the close of business on the 10th day following the day on which notice of the date of the special meeting was mailed or public announcement of the date of the special meeting is first made, whichever first occurs. In no event shall the public announcement of an adjournment or postponement of a meeting of stockholders commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. To be in proper written form, such stockholder's notice shall set forth: (a) as to each person whom the stockholder proposes to nominate for election or re-election as a director (i) the name, age, business address and residence address of such person; (ii) the principal occupation or employment of such person; (iii) the class and number of shares of capital stock of the Corporation which are beneficially owned by such person; and (iv) any other information relating to such person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder (including, without limitation, such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and (b) as to the stockholder

giving the notice and the beneficial owner, if any, on whose behalf the nomination is made (i) the name and address, as they appear on the Corporation's books, of such stockholder, and of such beneficial owner; (ii) the class and number of shares of capital stock of the Corporation which are beneficially owned by such stockholder and such beneficial owner; (iii) a description of any arrangements or understandings between such stockholder and each proposed nominee and any other person (including their names) pursuant to which the nomination(s) are to be made by such stockholder and such beneficial owner; (iv) a representation that such stockholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice; and (v) any other information relating to such stockholder and such beneficial owner that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors, or may otherwise be required, in each case pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in this Section 2.5. The Corporation may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation. Notwithstanding the foregoing provisions of this Section 2.5, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the meeting of stockholders of the Corporation to present a nomination, such nomination shall be disregarded, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Section 2.5, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders. The chairperson of the meeting shall determine whether a nomination was not made in accordance with the procedures prescribed by the Bylaws, and if he or she should so determine, he or she shall declare to the meeting that the nomination was defective and such defective nomination shall be disregarded.

Subject: update

yahoos

we want to update you on some news we announced this morning. yahoo!'s board has decided to extend the deadline for nominating directors to our board from march 14th to 10 days following our announcement of a date for our annual stockholders meeting. we have not yet announced the date of this year's meeting.

why did we do this?

in light of the current circumstances, this change removes an imminent deadline. microsoft, of course, could still choose to name directors, but our objective here is to enable our board to continue to explore all of its strategic alternatives for maximizing value for stockholders without the distraction of a proxy contest. it will also make it easier for you to continue to focus intently on delivering on our business strategies and creating value.

since we last updated you, our board and management team are aligned in ongoing efforts to explore a number of alternatives to create stockholder value. we believe we are making progress clarifying the many options available to us. and, of course, throughout this process, management and the board are both speaking with—and listening carefully to—our stockholders. this ongoing dialogue has provided us with helpful feedback.

let's all be clear about one thing: we have a great company, a company with a truly unique set of assets — including our global brand, large worldwide audience, significant recent investments in advertising platforms, future growth prospects and the excellent momentum we have created behind our core business strategy. so it should come as no surprise that this situation is receiving such a high level of attention — from national media to blogs.

we ask you to continue to put aside all the rumor and speculation you may be hearing. none of us should allow external reports to shift our focus away from doing what we do best — transforming the experiences of our users, advertisers, publishers and developers, all while enhancing our leadership position in the online marketplace.

we want to thank all of you again for your continued hard work and dedication to yahoo!. we'll continue to update you as new information becomes available.

jerry and roy

YAHOO! EXTENDS DEADLINE FOR NOMINATING DIRECTORS TO BOARD

Board Continues To Explore Alternatives To Maximize Value

SUNNYVALE, Calif., March 5, 2008 — Yahoo! Inc. (Nasdaq: YHOO), a leading global Internet company, today announced that it has amended the Company's bylaws to extend the deadline for nominating directors to Yahoo!'s board from March 14th to 10 days following the public announcement of the date for Yahoo!'s 2008 annual meeting of stockholders. As the Company has not yet announced the date of this year's annual meeting, the amendment will give stockholders who want to nominate one or more directors, including Microsoft Corporation, more time to do so. The amendment does not preclude any party from nominating one or more directors at any time prior to the new deadline.

Yahoo!'s board of directors remains committed to pursuing initiatives that maximize value for Yahoo!'s stockholders. To the extent that the extension of the nomination deadline has the effect of postponing the nomination of one or more directors by any party, it will allow Yahoo!'s board to continue to explore all of its strategic alternatives for maximizing value for stockholders without the distraction of a proxy contest.

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. For more information, visit pressroom.yahoo.com.

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