
**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): January 11, 2010

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

(d) Election of Director.

On January 11, 2010, the Board of Directors (the "Board") of Yahoo! Inc. ("Yahoo!") appointed Sue James to serve as a director of Yahoo! and also appointed her as a member and Chair of the Board's Audit Committee. There are no arrangements or understandings between Ms. James and any other persons pursuant to which she was selected as a director, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Ms. James will participate in the current director compensation arrangements applicable to non-employee directors. Under the terms of those arrangements, Ms. James will receive an annual retainer of \$80,000 for her service on the Board, an additional annual retainer of \$35,000 for serving as Chair of the Audit Committee of the Board, and will participate in Yahoo!'s other compensation programs for its non-employee directors. In addition, Ms. James is expected to receive in February, subject to Board approval, a grant of restricted stock units under the Company's 1996 Directors' Stock Plan with the number of such units to be determined by the Board at the time of the grant. Each restricted stock unit will be paid, following vesting, in a share of Yahoo! common stock. Yahoo! intends to enter into its standard form indemnification agreement with Ms. James.

Item 7.01. Regulation FD Disclosure.

On January 14, 2010, Yahoo! issued a press release announcing the appointment of Ms. James to the Board.

A copy of the press release is furnished with this 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 Yahoo! under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished with this report on Form 8-K:

99.1 Yahoo! Inc. press release dated January 14, 2010.

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: January 14, 2010

YAHOO! INC.

INDEX TO EXHIBITS

**Exhibit
Number**

Description

99.1

Yahoo! Inc. press release dated January 14, 2010.

Sue James Elected to Yahoo!'s Board of Directors

SUNNYVALE, Calif., January 14, 2010 – Today Yahoo! Inc. (NASDAQ: YHOO) announced that Sue James was elected to the company's Board of Directors, effective January 11, 2010. Sue brings extensive financial expertise and experience with a 35-year career at Ernst & Young (E&Y). Sue was also named Chair of the Board's Audit Committee.

"The Yahoo! Board continues to be committed to upholding the highest standards of corporate governance and fiduciary responsibilities," said Roy Bostock, Chairman of Yahoo!'s Board of Directors. "Sue's mix of financial and technology experience throughout her career at E&Y adds strength to the Board and makes her well suited to lead the Audit Committee."

Sue joined E&Y, a global leader in professional services, in 1975 and served as a partner from 1987 until her retirement in June 2006. She served as a consultant from June 2006 to December 2009. During her tenure with E&Y, Sue was the lead partner or partner-in-charge for the audit work for a number of significant technology companies including Intel Corporation, Sun Microsystems, Amazon.com, Autodesk and HP. She also served on the E&Y Americas Executive Board of Directors from January 2002 through June 2006. Sue is a certified public accountant and a member of the American Institute of Certified Public Accountants.

"Sue is one of the most accomplished executives in her field and her experience will be invaluable as Yahoo! continues to focus on operational and financial efficiencies," said Carol Bartz, Yahoo! CEO. "We're excited to welcome her to the Board and look forward to her considerable insight and expertise."

Sue also serves on the Board of Directors of Applied Materials, Inc., Coherent, Inc. and Tri-Valley Animal Rescue, a non-profit that is dedicated to providing homes for homeless pets.

Sue holds Bachelor degrees from Hunter College and San Jose State University.

About Yahoo!

Yahoo! attracts hundreds of millions of users every month through its innovative technology and engaging content and services, making it one of the most trafficked Internet destinations and a world class online media company. Yahoo!'s vision is to be the center of people's online lives by delivering personally relevant, meaningful Internet experiences. Yahoo! is headquartered IN Sunnyvale, California. For more information, visit <http://pressroom.yahoo.com> or the company's blog, Yodel Anecdotal (<http://yodel.yahoo.com>).

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