

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO/A

(Rule 14d-100)

**Tender Offer Statement Under Section 14(d)(1)
or Section 13(e)(1) of the Securities Exchange Act of 1934**

HOTJOBS.COM, LTD.

(Name of Subject Company (Issuer))

HJ ACQUISITION CORP.,

a wholly-owned subsidiary of Yahoo! Inc.

and

YAHOO! INC.

(Name of Filing Persons (Offeror))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

441474103

(Cusip Number of Class of Securities)

Susan L. Decker

Executive Vice President, Finance and Administration, and Chief Financial Officer

Yahoo! Inc.

701 First Avenue

Sunnyvale, CA 94089

408-349-3300

(Name, address and telephone number of
person authorized to receive notices
and communications on behalf of filing persons)

With Copies to:

Michael J. Callahan
Deputy General Counsel
Yahoo! Inc.
701 First Avenue
Sunnyvale, California 94089
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// Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: //

This Amendment No. 5 (the "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed initially with the Securities and Exchange Commission on January 11, 2002 and amended by Amendment No. 1 thereto filed on January 29, 2002, Amendment No. 2 thereto filed on January 30, 2002, Amendment No. 3 thereto filed on February 1, 2002, and Amendment No. 4 thereto filed February 7, 2002, by HJ Acquisition Corp. ("HJ"), a Delaware corporation and a wholly-owned subsidiary of Yahoo! Inc., a Delaware corporation ("Yahoo!"), relating to the third-party tender offer by HJ to exchange all outstanding shares of common stock, par value \$0.01 per share, of HotJobs.com, Ltd., a Delaware corporation ("HotJobs.com"), for cash and shares of Yahoo! common stock, par value \$0.001 per share ("Yahoo! Common Stock"), based on the exchange ratio described in the Prospectus referenced below (the "Offer").

The Offer is made pursuant to an Agreement and Plan of Merger, dated as of December 27, 2001 among Yahoo!, HJ and HotJobs.com (the "Merger Agreement"), which contemplates the Offer and the merger of HotJobs.com into HJ (or another subsidiary of Yahoo!), or, under circumstances described in the Prospectus referenced below, the merger of HJ (or another subsidiary of Yahoo!) into HotJobs.com (the "Merger"). On February 11, 2002 HJ and Yahoo! filed a Prospectus with the Securities and Exchange Commission pursuant to Rule 424(b)(3) promulgated under the Securities Act of 1933, as amended, relating to the shares of Yahoo! Common Stock to be issued to stockholders of HotJobs.com in the Offer and the Merger. The terms and conditions of the Offer and the Merger (as may from time to time be amended, supplemented or finalized) are described in the Prospectus which is a part of the Registration Statement filed by Yahoo! on January 11, 2002, amended on January 29, 2002 and February 1, 2002, and the related Letter of Transmittal, which were filed as Exhibits (a)(1) and (a)(2) to the Schedule TO.

Capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Prospectus or in the Schedule TO.

Item 11. Additional Information

Item 11 of the Schedule TO is hereby amended and supplemented to add to the end thereof the following:

On Monday, February 11, 2002, Yahoo! and HotJobs.com jointly issued a press release filed as Exhibit (a)(11) hereto announcing the expiration of the Offer. The Offer expired at midnight, New York City time, on Friday, February 8, 2002. All shares validly tendered (and not withdrawn) prior to the expiration of the Offer have been accepted for payment and will be exchanged promptly for 0.3045 share of Yahoo! Common Stock and \$5.25 in cash per share of HotJobs.com common stock. Approximately 38,787,175 shares were tendered, including 5,487,682 shares tendered pursuant to notices of guaranteed delivery, representing 98.6 percent of the total number of HotJobs.com shares outstanding. The information in the above referenced press release is incorporated herein by reference.

Pursuant to the Merger Agreement, upon acceptance by Yahoo! of the HotJobs.com shares, Yahoo! was entitled to appoint five members to the board of directors of HotJobs.com. Yahoo! has appointed Terry S. Semel, Susan L. Decker, Gregory C. Coleman, Jerry Yang and Elizabeth L. Blair to serve as members of the board of directors of HotJobs.com. Except for Philip Guarascio and John Murray, who have continued as members of the board of directors of HotJobs.com, all former members of the board of directors of HotJobs.com have resigned.

Item 12. Exhibits.

Item 12 is hereby amended and supplemented to add the following exhibit:

"(a)(11) Joint Press Release issued by Yahoo! and HotJobs.com, dated February 11, 2002.

"(a)(12) Prospectus, dated February 8, 2002, filed by Yahoo! Inc. on February 11, 2002 pursuant to Rule 424(b)(3) promulgated under the Securities Act of 1933, as amended, is incorporated herein by reference."

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

YAHOO! INC.

By: /s/ SUSAN L. DECKER

Name: Susan L. Decker
Title: Executive Vice President, Finance and Administration and Chief
Financial Officer

HJ ACQUISITION CORP.

By: /s/ SUSAN L. DECKER

Name: Susan L. Decker
Title: Chief Financial Officer

Date: February 11, 2002

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EXHIBIT NO.	DESCRIPTION
(a)(11)	Joint Press Release issued by Yahoo! and HotJobs.com, dated February 11, 2002.
(a)(12)	Prospectus, dated February 8, 2002, filed by Yahoo! Inc. on February 11, 2002 pursuant to Rule 424(b)(3) promulgated under the Securities Act of 1933, as amended, is incorporated herein by reference.

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**Yahoo! and HotJobs Announce
Successful Completion of Exchange Offer**

98.6% of HotJobs' Shares Tendered

SUNNYVALE, CA and NEW YORK—February 11, 2002—Yahoo! Inc. (Nasdaq: YHOO) and HotJobs.com, Ltd. (Nasdaq: HOTJ) today announced the companies had successfully completed an exchange offer for all outstanding shares of HotJobs common stock for a combination of Yahoo! common stock and cash. The exchange offer expired at 12:00 midnight, New York City time, on February 8, 2002.

Equiserve Trust Company, N.A., the depository for the offer, has advised Yahoo! that 32,999,305 shares of HotJobs common stock were tendered and not withdrawn. In addition, 5,487,682 shares were guaranteed for delivery. Together, this represents approximately 98.6 percent of the total number of HotJobs shares outstanding. All shares of HotJobs common stock validly tendered and not properly withdrawn before the expiration of the offering period have been accepted for exchange and will be exchanged promptly. All shares represented by notices of guaranteed delivery, which were received by Yahoo! before the expiration of the offering period, will be exchanged promptly after the shares are delivered.

Yahoo! will complete the acquisition of the remaining HotJobs shares by merging HotJobs with and into HJ Acquisition Corp., a wholly-owned subsidiary of Yahoo!, as soon as practicable. As a result of the merger, the remaining outstanding shares of HotJobs common stock (except for shares held by Yahoo! or HJ Acquisition Corp.) will be converted into the right to receive 0.3045 shares of Yahoo! common stock and \$5.25 cash.

Following the merger Yahoo! will send HotJobs stockholders, who did not tender their shares in the exchange offer, instructions as to how to exchange their shares of HotJobs common stock into Yahoo! common stock and cash as merger consideration. Following the completion of the merger, HotJobs will become a wholly-owned subsidiary of Yahoo!.

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About Yahoo!

Yahoo! Inc. is a leading global Internet communications, commerce and media company that offers a comprehensive branded network of services to more than 219 million individuals each month worldwide. As the first online navigational guide to the Web, www.yahoo.com is the leading guide in terms of traffic, advertising, household and business user reach. Yahoo! is the No. 1 Internet brand globally and reaches the largest audience worldwide. Through Yahoo! Enterprise Solutions, the company also provides online business and enterprise services designed to enhance the productivity and Web presence of Yahoo!'s clients. The company's global Web network includes 24 World properties. Headquartered in Sunnyvale, Calif., Yahoo! has offices in Europe, Asia, Latin America, Australia, Canada and the United States.

About HotJobs

HotJobs.com, Ltd. is a leading recruiting solutions and software company. The company's flagship job site, HotJobs.com (<http://www.hotjobs.com>), is the most-visited career domain according to independent research by Media Metrix. In addition to its popular consumer job board, HotJobs provides employers with progressive recruiting solutions such as its Resumix® and Softshoe® hiring management software, Agency Desktop and Diversity Marketing Solutions. The company recently ranked #14 in Bloomberg Personal Finance Magazine's coveted "Tech 100" list.

Additional Information and Where to Find It

Shareholders of HotJobs and other investors are urged to read the following documents in connection with the transaction described above: the Preliminary Prospectus/Offer to Purchase, exchange offer materials, registration statement on Form S-4 which was declared effective on February 6, 2002 and Schedule TO, containing or incorporating by reference such documents and other information, filed by Yahoo! and the solicitation/recommendation statement on Schedule 14D-9, filed by HotJobs. Such documents, as they have been amended, contain important information about HotJobs, Yahoo!, the transaction and related matters. The Preliminary Prospectus/Offer to Purchase, the related letter of transmittal and certain other offer documents, as well as the solicitation/recommendation statement, are available to all stockholders of HotJobs at no expense to them by contacting the information agent, Georgeson Shareholder Communications Inc., 111 Commerce Road, Carlstadt, New Jersey 07072, at 866/736-8819. The exchange offer materials (including the Preliminary Prospectus/Offer to Purchase, the related letter of transmittal and all other documents filed with the SEC) and the solicitation/recommendation statement are also available for free at the SEC's website at www.sec.gov.

Yahoo! and the Yahoo! logo are registered trademarks of Yahoo! Inc.
All other names are trademarks and/or registered trademarks of their respective owners.

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HotJobs.com, Ltd.

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[Exhibit\(a\)\(11\)](#)