
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

Senior 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
(408) 349-3300

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CALCULATION OF FILING FEE

Transaction Valuation*:	\$442,029,184	Amount of Filing Fee:	\$88,406
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* Estimated for purposes of calculating the amount of the filing fee only based on the product of (a) \$10.37, the average of the high and low sales price per share of the common stock, par value \$0.01 per share, of HotJobs.com, Ltd. on the Nasdaq National Market on January 7, and (b) 42,625,765, the maximum number of shares of HotJobs.com common stock estimated to be received by Yahoo! Inc. or cancelled pursuant to the Offer and subsequent Merger (each as defined below). The amount of the filing fee calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50 of 1% of the transaction value.

/x/ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid:	\$88,406	Form or registration no.:	Form S-4 Schedule TO
Filing Party:	HJ Acquisition Corp. and Yahoo! Inc.	Date Filed:	January 11, 2002

// 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:

/x/ 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. 1 (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 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 common stock, par value \$0.001 per share, of Yahoo! ("Yahoo! Common Stock"), based on the exchange ratio described in the Preliminary Prospectus/Offer to Purchase 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, which contemplates the Offer and the merger of HotJobs.com into HJ (or another subsidiary of Yahoo!), or, under circumstances described in the Preliminary Prospectus/Offer to Purchase referenced below, the merger of HJ (or another subsidiary of Yahoo!) into HotJobs.com (the "Merger"). On January 11, 2002 HJ and Yahoo! filed a registration statement with the Securities and Exchange Commission on Form S-4 relating to the shares of Yahoo! Common Stock to be issued to stockholders of HotJobs.com in the Offer and the Merger (the "Registration Statement"). 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 Preliminary Prospectus/Offer to Purchase which is a part of the Registration Statement (the "Preliminary Prospectus/Offer to Purchase"), 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 Preliminary Prospectus/Offer to Purchase 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 January 25, 2002, Yahoo! and HotJobs.com were notified that the Federal Trade Commission granted early termination of the waiting period under the HSR Act applicable to the Offer. Yahoo! and HotJobs.com issued a joint press release announcing the early termination of the waiting period, a copy of which is attached hereto as Exhibit (a)(7) and is incorporated herein by reference."

Item 12. Exhibits.

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

"(a)(7) Joint Press Release issued by Yahoo! and HotJobs.com, dated January 28, 2002."

2

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/ TERRY SEMEL

Name: Terry Semel
Title: Chairman and Chief Executive Officer

HJ ACQUISITION CORP.

By: /s/ TERRY SEMEL

Name: Terry Semel
Title: Chief Executive Officer

Date: January 29, 2002

3

EXHIBIT INDEX

EXHIBIT NO.

DESCRIPTION

QuickLinks

[Item 11. Additional Information.](#)

[Item 12. Exhibits.](#)

[SIGNATURE](#)

[EXHIBIT INDEX](#)

Yahoo! and HotJobs Granted Early Termination of Hart-Scott-Rodino Waiting Period

SUNNYVALE, CA and NEW YORK—January 28, 2002—Yahoo! Inc. (Nasdaq: YHOO) and HotJobs.com, Ltd. (Nasdaq: HOTJ), today announced that the Department of Justice and the Federal Trade Commission have granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, in relation to the previously announced agreement for Yahoo! to acquire HotJobs.

The termination of this waiting period satisfies one of the conditions for Yahoo!'s acquisition of HotJobs.

Yahoo! announced that it had commenced an exchange offer, through its wholly-owned subsidiary, HJ Acquisition Corp., on January 11, 2002, for any and all outstanding shares of HotJobs common stock for cash and common stock of Yahoo!. Under the terms of the exchange offer, Yahoo! is offering to acquire all outstanding shares of common stock of HotJobs for at least \$5.25 in cash and a fraction of a share of common stock of Yahoo!, together having a value based on the formula described in the offering documents of \$10.50 per share of HotJobs common stock. The exact ratio of cash and stock will not become fixed until two trading days before the exchange offer—which may be extended—expires. In addition, the exchange offer is subject to certain conditions, as more fully described in the offering documents. The exchange offer is scheduled to expire at 12:00 midnight New York City Time on Friday, February 8, 2002, unless extended.

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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 confirmed most-visited, #1 ranked job board 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

This release is being filed pursuant to Rule 425 under the Securities Act of 1933. This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares of HotJobs. HotJobs stockholders are urged to read the relevant exchange offer documents because they contain important information that stockholders should consider before making any decision regarding tendering their shares. Yahoo! has filed exchange offer materials with the Securities and Exchange Commission and HotJobs has filed a solicitation/recommendation statement with respect to the offer. The exchange offer materials (including a Preliminary

Prospectus/Offer to Purchase, a related letter of transmittal and other offer documents) and the solicitation/recommendation statement contain important information, which should be read carefully before any decision is made with respect to the offer. 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 1-866-736-8819. 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.

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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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Contact for HotJobs:

Julie Shermak, HotJobs.com, Ltd., (212) 699 5375

QuickLinks

[Exhibit \(a\)\(7\)](#)

[Yahoo! and HotJobs Granted Early Termination of Hart-Scott-Rodino Waiting Period
Additional Information and Where to Find It](#)