

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>GOLDMAN KENNETH A</u> (Last) (First) (Middle) <u>C/O YAHOO! INC.</u> <u>701 FIRST AVENUE</u> (Street) <u>SUNNYVALE CA 94089</u> (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>YAHOO INC [ YHOO ]</u>		<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> <b>Chief Financial Officer</b> Other (specify below) <input type="checkbox"/>	
			<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/06/2015</u>			
			<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person <input type="checkbox"/>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/06/2015		A		34,530 <sup>(1)</sup>	A	\$0	568,806	D	
Common Stock	03/06/2015		A		34,530 <sup>(2)</sup>	A	\$0	603,336	D	
Common Stock	03/06/2015		D		15,607 <sup>(3)</sup>	D	\$0	587,729	D	
Common Stock	03/06/2015		D		6,239 <sup>(4)</sup>	D	\$0	581,490	D	
Common Stock	03/06/2015		F		4,580 <sup>(5)</sup>	D	\$43.44	576,910	D	
Common Stock	03/06/2015		F		1,830 <sup>(6)</sup>	D	\$43.44	575,080	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$18.87	03/06/2015		D		130,168 <sup>(7)</sup>	(8)	(8)	11/29/2019	Common Stock	130,168	(9)	1,011,338	D	

**Explanation of Responses:**

- Represents a grant of restricted stock units under the Yahoo! Inc. ("Company") Stock Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Yahoo! Inc. common stock. Subject to accelerated vesting in certain circumstances, the restricted stock units are scheduled to vest in 48 equal monthly installments, as long as the reporting person remains in the service of Yahoo through the respective vesting date.
- Represents a grant of performance-based restricted stock units under the Yahoo! Inc. Stock Plan. The target number of units is presented in the table. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, one-fourth (1/4) of the target number of units are scheduled to vest annually, following each of the 2015, 2016, 2017 and 2018 annual performance periods. Each year, the number of units that actually vest will be 0% to 200% of the scheduled amount, depending on the extent to which Yahoo! Inc. meets or exceeds certain financial performance goals. The maximum number of units that may vest over four years is 69,060 (200% of the target number). Vested restricted stock units will be paid in an equal number of shares of Yahoo! Inc. common stock.
- Represents the forfeiture of performance-based restricted stock units granted to the reporting person on February 28, 2013 that were eligible to vest based on certain financial performance objectives. Upon grant, the target vesting amount was reported in Table I of Form 4. On March 6, 2015, the Company determined that, based on the Company's performance over the applicable performance period, 8,778 stock units would vest and 15,607 stock units would be forfeited.
- Represents the forfeiture of performance-based restricted stock units granted to the reporting person on February 27, 2014 that were eligible to vest based on certain financial performance objectives. Upon grant, the target vesting amount was reported in Table I of Form 4. On March 6, 2015, the Company determined that, based on the Company's performance over the applicable performance period, 3,509 stock units would vest and 6,239 stock units would be forfeited.
- Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of 8,778 restricted stock units granted to the reporting person on February 28, 2013.
- Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of 3,509 restricted stock units granted to the reporting person on February 27, 2014.
- Represents the forfeiture of performance-based stock options granted to the reporting person on November 29, 2012 that were eligible to vest based on certain financial performance objectives. Upon grant, the target vesting amount was reported in Table II of Form 4. On March 6, 2015, the Company determined that, based on the Company's performance over the applicable performance period, 289,727 options would vest and 130,168 options would be forfeited.
- As of March 6, 2015, 621,444 options have vested and a target amount of 419,894 options remains eligible to vest. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, up to 100% of the remaining target amount is scheduled to vest on January 26, 2016 depending on the extent to which the Company meets certain financial performance goals.
- Not applicable.

/s/ Ken Goldman

03/10/2015

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.