

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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**

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**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))

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**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**

(Title of Class of Securities)

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**441474103**

(Cusip Number of Class of Securities)

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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  
(408) 349-3300

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525 University Avenue, Suite 1100  
Palo Alto, California 94301  
(650) 470-4500

// 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: //

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This Amendment No. 2 (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, 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, which was amended on January 29, 2002 (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 12. Exhibits.**

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

"(a)(8) Preliminary Prospectus, dated January 29, 2002, is incorporated herein by reference from Yahoo!'s Amendment No. 1 to the Registration Statement on Form S-4 filed on January 11, 2002, as amended on January 29, 2002."

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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 DECKER          

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

HJ ACQUISITION CORP.

By:           /s/ SUSAN DECKER          

Name: Susan Decker  
Title: Chief Financial Officer

Date: January 29, 2002

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**EXHIBIT INDEX**

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
(a)(8)	Preliminary Prospectus, dated January 29, 2002, is incorporated herein by reference from Yahoo!'s Amendment No. 1 to the Registration Statement on Form S-4 filed on January 11, 2002, as amended on January 29, 2002.

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