
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) **May 30, 2003**

Yahoo! Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

0-28018
(Commission File Number)

77-0398689
(IRS Employer Identification No.)

**701 First Avenue,
Sunnyvale, California 94089**
(Address of principal executive offices) (Zip Code)

(408) 349-3300
Registrant's telephone number including area code

Not Applicable
(Former name or former address, if changed since last report)

Item 5. Other Events and Required FD Disclosure

Segment EBITDA and free cash flow could be considered non-GAAP financial measures in certain circumstances. These measures were included in the Company's Form 8-K dated January 16, 2003, but were not reconciled to the nearest GAAP measure as is now required under Regulation G. As the January 16, 2003 Form 8-K is incorporated by reference into the Company's registration statements, the Company has filed the reconciliation attached hereto as Exhibit 99.1.

Item 7. Financial Information and Exhibits.

(c) Exhibits.

99.1 EBITDA Reconciliation Information

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	EBITDA reconciliation information

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 30, 2003

Yahoo! Inc.

By:

/s/ SUSAN L. DECKER

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

EBITDA Reconciliation Information

Segment EBITDA and free cash flow could be considered non-GAAP financial measures in certain circumstances. A non-GAAP financial measure is a numerical measure of a company's performance, financial position, or cash flows that excludes (includes) amounts that are not normally excluded (included) in the most directly comparable measure calculated and presented in accordance with generally accepted accounting principles in the United States. In order to fully assess our financial operating results, management believes that segment EBITDA and free cash flow are appropriate measures of evaluating our operating performance. However, these measures should be considered in addition to, not as a substitute for or superior to, operating income, cash flows or other measures of financial performance prepared in accordance with generally accepted accounting principles. These measures were included in our Form 8-K dated January 16, 2003 but not reconciled to the nearest corresponding GAAP measure as is now required under Regulation G. The following table reconciles these measures to the appropriate GAAP measures:

	Three Months Ended December 31,		Year Ended December 31,	
	2002	2001	2002	2001
	(in thousands)			
EBITDA by segment:				
United States				
Reported income (loss) from operations	\$ 55,021	\$ (15,814)	\$ 106,375	\$ (107,773)
Depreciation and amortization	26,293	32,846	97,944	117,137
Stock compensation expense	710	989	8,402	7,247
EBITDA—United States	<u>\$ 82,024</u>	<u>\$ 18,021</u>	<u>\$ 212,721</u>	<u>\$ 16,611</u>
International				
Reported income (loss) from operations	\$ 346	\$ (9,492)	\$ (18,187)	\$ (50,497)
Depreciation and amortization	2,914	3,195	11,445	13,438
Stock compensation expense	—	—	—	1,849
EBITDA—International	<u>\$ 3,260</u>	<u>\$ (6,297)</u>	<u>\$ (6,742)</u>	<u>\$ (35,210)</u>
Free Cash Flow:				
Cash flow from operating activities	\$ 79,358	\$ 12,983	\$ 302,448	\$ 106,850
Acquisition of property and equipment	(16,672)	(14,342)	(51,553)	(86,211)
Change in long-term deferred revenue	—	—	(30,000)	—
Non-cash restructuring costs	—	(3,132)	—	(14,790)
Non-cash investment gains (losses) and other	(1,285)	(1,940)	110	(32,423)
Free cash flow	<u>\$ 61,401</u>	<u>\$ (6,431)</u>	<u>\$ 221,005</u>	<u>\$ (26,574)</u>