

| OMB APPROVAL             |           |
|--------------------------|-----------|
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>MAYER MARISSA A</b><br><br>(Last) (First) (Middle)<br><b>C/O YAHOO! INC.</b><br><b>701 FIRST AVENUE</b><br><br>(Street)<br><b>SUNNYVALE CA 94089</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>YAHOO INC [ YHOO ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chief Executive Officer</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/04/2014</b>    |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                 | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |

**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 |   |  |   |

**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  | 02/04/2014                           |  | D                              |   | 106,616 <sup>(1)</sup>   |     |  | (2)             | 11/29/2019  | Common Stock               | 106,616                                    | (3)  | 1,385,997   | D  |  |
| Employee Stock Option (Right to Buy)       | \$18.87  | 02/04/2014                           |  | D                              |   | 159,923 <sup>(4)</sup>   |     |  | (5)             | 11/29/2019  | Common Stock               | 159,923                                    | (3)  | 3,602,071   | D  |  |

**Explanation of Responses:**

- 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 February 4, 2014, Yahoo! Inc. (the "Company") determined that, based on the Company's performance over the applicable performance period, 401,076 options would vest and 106,616 options would be forfeited.
- As of February 4, 2014, 878,305 options have vested and a target amount of 507,692 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, 2015 depending on the extent to which the Company meets certain financial performance goals.
- Not Applicable.
- 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 February 4, 2014, Yahoo! Inc. determined that, based on the Company's performance over the applicable performance period, 601,614 options would vest and 159,923 options would be forfeited.
- As of February 4, 2014, 1,317,459 options have vested and a target amount of 2,284,612 options remains eligible to vest. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, up to one-third (1/3) of the remaining target amount is scheduled to vest on each of January 26, 2015, January 26, 2016 and January 26, 2017 depending on the extent to which the Company meets certain financial performance goals.

/s/ Marissa A. Mayer

02/06/2014

\*\* 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.