FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL									
	OMB Number:	3235-0287								
1	Estimated average burden									

0.5

hours per response:

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

							. ,				mpany Ac								
1. Name and Address of Reporting Person [*] <u>Utzschneider Lisa</u>					2. Issuer Name and Ticker or Trading Symbol YAHOO INC [YHOO]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) (Middle) C/O YAHOO! INC. 701 FIRST AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 07/07/2016									X	belov			
(Street) SUNNYVALE CA 94089 (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)										·				
		Tabl	e I - Nor	n-Deriva	ative S	ecu	ritie	s Acq	uire	d, Dis	posed	of,	or Be	enefic	ially	Owne	ed		
Date					eay/Year) Exe		xecution Date, any		Transaction Dispos Code (Instr. 5)		Dispose					Secur Benef Owne	ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
									Code	e V	Amount		(A) c (D)	r Pric	e	Trans	action(s)		(Instr. 4)
Common Stock 07/07/						/2016			F		856(1)		D \$37		7.52	621,190		D	
		Та														wned			
or Exerci Price of	sion I cise (ve	3. Transaction Date (Month/Day/Year)	Execution if any	Date, 1	Transaction Code (Ins			ative ities red sed	Expirat	ion Da	te	A Si U D	Amo		Deri Sec	vative urity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	HOO! IN ST AVE	(First HOO! INC. ST AVENUE VALE CA (State Conversion of Exercise Price of Derivative	(First) (OHOO! INC. ST AVENUE VALE CA (State) (State) (State) Table Security (Instr. 3) Stock Table 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) HOO! INC. ST AVENUE VALE CA 94089 (State) (Zip) Table I - Nor Security (Instr. 3) Stock Table II - L ((Instr. 3)	(First) (Middle) HOO! INC. ST AVENUE VALE CA 94089 (State) (Zip) Table I - Non-Derivation (Month/D) Stock 7 Table II - Derivation (e.g., put (e.g., put (Month/Day/Year)) 2 Table II - Derivation (e.g., put (Month/Day/Year)) 2 Table II - Derivation (e.g., put (Month/Day/Year)) 3 A. Deemed (Month/Day/Year)	(First) (Middle) 4. If An Andrews And	(First) (Middle) HOO! INC. ST AVENUE Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative Security (e.g., puts, calls, vone c	(First) (Middle) HOO! INC. ST AVENUE Table I - Non-Derivative Securities (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warra Tansaction Date (Month/Day/Year) (Month/Day/Year) 3. Date of Earlies 07/07/2016 4. If Amendment, 2A. Deeme Execution if any (Month/Day/Year) (e.g., puts, calls, warra Transaction Code (Instr. 8) Stock 3. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Nur Ocode (Instr. 8) Security (Instr. 9) (A) Or Or Derivative Securities (A) (A) Or Dispo of (D) (Instr. 8)	(First) (Middle) HOO! INC. ST AVENUE Table I - Non-Derivative Securities Accurity (Instr. 3) Security (Instr. 3) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, and Execution Date (Month/Day/Year) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle) (First) (Middle) (HOO! INC. ST AVENUE Table I - Non-Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year) (E.g., puts, calls, warrants, option of Exercise Price of Derivative Security (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (Stavenue Table I - Non-Derivative Securities Acquired, Dispectivative Security (Instr. 3) (Month/Day/Year) (Month/Day/Year) (First) (Middle) (Stavenue 4. If Amendment, Date of Original Filed Execution Date, if any (Month/Day/Year) (Month/Day/Year)	(First) (Middle) HOO! INC. ST AVENUE Table I - Non-Derivative Securities Acquired, Disposed Execution Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed Of (e.g., puts, calls, warrants, options, converting of Date Of Conversion or Exercise Price of Derivative Security 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 8. Stock Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting of Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V Amount Disposed of (D) (Instr. 3, 4 and 5) Code V Amount Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle) HOO! INC. ST AVENUE Table I - Non-Derivative Securities Acquired, Disposed of, Organization (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 5 Number of Original Filed (Month/Day/Year) (Month/Day/Year) 6 Date Securities Acquired, Disposed of, organization Date (e.g., puts, calls, warrants, options, convertible (Month/Day/Year) (Month/Day/Year) 7 A Securities Acquired (Disposed of, organization Date (If any (Month/Day/Year) (Mon	(First) (Middle) HOO! INC. ST AVENUE Table I - Non-Derivative Securities Acquired, Disposed of, or Bear (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year)	YAHOO INC YHOO	(Check X X AHOO INC [YHOO] (Check X X AHOO INC. ST AVENUE 3. Date of Earliest Transaction (Month/Day/Year) (7/07/2016 4. If Amendment, Date of Original Filed (Month/Day/Year) (A) or Italy (Month/Day/Year) (A) or Italy (Month/Day/Year) (A) or Check (Month/Day/Year) (B) (A) or Check (Month/Day/Year) (B) (Check X X Amount (Month/Day/Year) (A) or Check (Month/Day/Year) (A) or Check (Month/Day/Year) (B) (Month/Day/Year) (A) or Check (Month/Day/Year) (Month/Day/Year) (A) or Check (Month/Day/Year) (Month/Day/Year	Check all approprietries Check all approprietries	A part A	Authority Chief Revenue Chief Revenue

Explanation of Responses:

1. Represents shares withheld by Yahoo! Inc. to satisfy tax withholding obligations in connection with the vesting of 1,533 restricted stock units granted to the reporting person on March 7, 2016.

/s/ Kenneth A. Goldman,

attorney-in-fact for Lisa

<u>Utzschneider</u>

Date

07/08/2016

** Signature of Reporting Person

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.