
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission File Number 000-28018

Yahoo! Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

77-0398689
(I.R.S. Employer Identification No.)

**701 First Avenue
Sunnyvale, California 94089**
(Address of principal executive offices, including zip code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class
Common stock, \$.001 par value

Name of Each Exchange on Which Registered
**The NASDAQ Stock Market LLC
(NASDAQ Global Select Market)**

Securities registered pursuant to Section 12(g) of the Act: None
(Title of Class)

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes No

As of June 30, 2015, the last business day of the Registrant's most recently completed second fiscal quarter, the aggregate market value of voting stock held by non-affiliates of the Registrant, based upon the closing sales price for the Registrant's common stock, as reported on the NASDAQ Global Select Market was \$34,070,929,391. Shares of common stock held by each officer and director and by each person who owns 10 percent or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for any other purpose.

The number of shares of the Registrant's common stock outstanding as of February 12, 2016 was 946,811,547.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents (or parts thereof) are incorporated by reference into the following parts of this Form 10-K:

Proxy Statement for the 2016 Annual Meeting of Shareholders—Part III Items 10, 11, 12, 13, and 14.

YAHOO! INC.
Form 10-K
Fiscal Year Ended December 31, 2015

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The trademarks and/or registered trademarks of Yahoo! Inc. and its subsidiaries referred to herein include, but are not limited to, Yahoo!, the Yahoo family of marks, Tumblr, Yahoo Gemini, BrightRoll, Xobni, Flurry and Flurry Analytics, and Polyvore, and their respective logos. Other names are trademarks and/or registered trademarks of their respective owners.

Forward-Looking Statements

In addition to current and historical information, this Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to our future operations, prospects, potential products, services, developments, and business strategies. These statements can, in some cases, be identified by the use of terms such as "may," "will," "should," "could," "would," "intend," "expect," "plan," "anticipate," "believe," "estimate," "predict," "project," "potential," or "continue," the negative of such terms, or other comparable terminology. This Annual Report on Form 10-K includes, among others, forward-looking statements regarding:

- *expectations related to our strategic plan announced in February 2016;*
- *our exploration of strategic alternatives;*
- *expectations about revenue, including search, display, and other revenue, as well as revenue from our offerings in mobile, video, native, and social ("Mavens");*
- *expectations about the financial and operational impacts of our Search and Advertising Services and Sales Agreement with Microsoft Corporation and our Google Services Agreement with Google Inc.;*
- *expectations about the growth of, the opportunities for monetization in and revenue from, the mobile industry and mobile devices;*
- *expectations about growth in users;*
- *projections and estimates with respect to our restructuring activities;*
- *expectations about changes in operating expenses;*
- *anticipated capital expenditures;*
- *expectations about changes in our earnings in equity interests and net income;*
- *expectations about the amount of unrecognized tax benefits, the outcome of tax assessment appeals, the adequacy of our existing tax reserves, future tax expenditures, and tax rates;*
- *expectations about the sufficiency of our available sources of liquidity to meet normal operating requirements and capital expenditures; and*
- *expectations regarding the future outcome of legal proceedings in which we are involved.*

These statements involve certain known and unknown risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in our forward-looking statements. You are urged to carefully review the disclosures made concerning risks and uncertainties that may affect our business or operating results, which include, among others, those listed in Part 1, Item 1A "Risk Factors" of this Annual Report on Form 10-K. We do not intend, and undertake no obligation, to update or revise any of our forward-looking statements after the date of this Annual Report on Form 10-K to reflect new information, actual results or future events or circumstances.

PART I

Item 1. Business

Overview

Yahoo! Inc., together with its consolidated subsidiaries (“Yahoo,” the “Company,” “we,” or “us”), is a guide to digital information discovery, focused on informing, connecting, and entertaining our users through our search, communications, and digital content products. By creating highly personalized experiences, we help users discover the information that matters most to them around the world—on mobile or desktop.

We create value for advertisers with a streamlined, simple advertising technology stack that leverages Yahoo’s data, content, and technology to connect advertisers with their target audiences. Advertisers can build their businesses through advertisements targeted to audiences on our online properties and services (“Yahoo Properties”) and a distribution network of third-party entities (“Affiliates”) who integrate our advertising offerings into their websites or other offerings (“Affiliate sites”). Our revenue is generated principally from display and search advertising.

We are proud of our rich history that has evolved with the Internet, beginning in 1994 when our founders, Jerry Yang and David Filo, then graduate students at Stanford University, created *Jerry and Dave’s Guide to the World Wide Web*, a simple directory of websites to help people navigate the Internet. Yahoo was incorporated in 1995 and is a Delaware corporation. We completed our initial public offering on April 12, 1996, and our stock is listed on the NASDAQ Global Select Market under the symbol “YHOO.” Yahoo is a global company headquartered in Sunnyvale, California.

Executive Leadership

The current executive management team includes:

- Marissa Mayer—President and Chief Executive Officer;
- David Filo—Co-Founder and Chief Yahoo;
- Ken Goldman—Chief Financial Officer;
- Ron Bell—General Counsel and Secretary;
- Lisa Utzschneider—Chief Revenue Officer;
- Jeff Bonforte—Senior Vice President, Product and Engineering, Communications;
- Adam Cahan—Senior Vice President, Product and Engineering, Video Design and Emerging Products;
- Simon Khalaf—Senior Vice President, Product and Engineering, Publisher Products;
- Laurence Mann—Chief Information Officer;
- Bryan Power—Senior Vice President, The People Team;
- Jay Rossiter—Senior Vice President, Product and Engineering, Science and Technology;
- Enrique Muñoz Torres—Senior Vice President, Product and Engineering, Search; and
- Ian Weingarten—Senior Vice President, Corporate Development and Partnerships.

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Our current Board of Directors is composed of:

- Marissa Mayer, our President and CEO; Maynard Webb, our Chairman of the Board; David Filo; Susan James; Thomas McInerney; H. Lee Scott; and Jane Shaw, Ph.D.

Strategic Plan

On February 2, 2016, we announced a strategic plan to simplify Yahoo, narrowing our focus on areas of strength to fuel growth, drive revenue, and increase efficiency in 2016 and beyond. Yahoo will simplify its product portfolio to emphasize the products that distinguish the Company competitively and drive the most substantial portion of our users, revenue and market opportunities. For users, we will focus on three global platforms: Search, Mail and Tumblr, and four verticals: News, Sports, Finance and Lifestyle. For advertisers, we will focus on two core offerings: Yahoo Gemini and BrightRoll. Gemini combines our search and native ad offerings, while BrightRoll offers programmatic buying and selling tools for video, display and native advertising.

The goals of the strategic plan are:

- Improve user and advertiser product quality and grow daily active users (“DAUs”)
- Drive continued growth in revenue realized through Mavens (mobile, video, native and social)
- Improve profitability
- Reduce operating expenses
- Limit revenue impact of product and regional exits
- Explore non-strategic asset divestitures and free up cash flow
- Deliver increased value to shareholders, advertisers, and the more than one billion people who use Yahoo’s products and services

User Offerings

Yahoo is focused on informing, connecting, and entertaining our users with our search (Yahoo Search), communications (including Yahoo Mail and Yahoo Messenger), and digital content products (including Tumblr, and our 4 core verticals: Yahoo News, Yahoo Sports, Yahoo Finance, and Yahoo Lifestyle).

Our user offerings include:

Search

Yahoo Search serves as a guide for users to discover the information on the Internet that matters to them the most. In 2015, Yahoo launched a new personalized search experience on mobile, offering rich results from the web and, if signed in, personalized contextual results surfaced from a user’s email, contacts, and calendar. The new Yahoo mobile search experience helps users find and take action on all of the information they are looking for on the go. We plan to continue investing in a differentiated mobile search experience by allocating additional resources to develop new search technology through our Yahoo Gemini platform that surfaces personalized results for the user and anticipates the users’ needs.

Under our Search and Advertising Services and Sales Agreement (“Search Agreement”) with Microsoft Corporation (“Microsoft”), Microsoft provides algorithmic and paid search advertising services on a non-exclusive basis for Yahoo Properties on mobile, desktop, and Affiliate sites. This

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agreement is subject to a volume commitment by the Company to request paid search results from Microsoft for 51 percent of its search queries originating from desktop computers accessing Yahoo Properties and its Affiliate sites and to display only Microsoft's paid search results on such search result pages. In October 2015, Yahoo entered into the Google Services Agreement (the "Services Agreement") with Google Inc. ("Google") that provides Yahoo with additional flexibility to choose among suppliers of search results and ads. Google's offerings complement the search services provided by Microsoft and Yahoo Gemini (Yahoo's platform for search and native advertising). See "Advertiser Products" and "Advertising Formats" below for further information about our Yahoo Gemini platform. Yahoo continues to develop and launch features around the results to enhance the search experience for our users.

Communications

Yahoo Mail is a primary driver of engagement across our user offerings. Yahoo Mail connects users to the people and content most important to them across mobile and desktop. We support connecting external mail providers (such as Gmail, AOL, and Outlook) for users to manage multiple accounts from the Yahoo Mail client. Each Yahoo Mail account comes with one terabyte of free storage and is integrated with contacts, calendar, and messaging (see Yahoo Messenger section below). Our newly redesigned mobile app has new user-centric features including account key, compose assistant, document preview, and smart contacts. In 2016, we plan to invest in Yahoo Mail to grow DAUs and increase engagement by improving speed and stability, as well as adding features that make it easier for users to share, search, and connect through the platform.

Yahoo Messenger, our completely redesigned instant messaging service, provides an interactive and personalized way for users to connect, communicate, and share experiences in real-time. It incorporates many of our existing platforms including Tumblr and Xobni, with features like GIF search, "hearting" messages, and unsend. Yahoo Messenger is available as a mobile app, on the web, and also integrated directly into Yahoo Mail on desktop to drive deeper engagement with users.

Digital Content

Our Digital Content offerings include: Tumblr, our global social platform, and our four core verticals: News, Sports, Finance, and Lifestyle. Our Digital Content is available on mobile or desktop.

Yahoo News, which can be accessed through the Yahoo App and the Yahoo homepage at *Yahoo.com*, gives users access to discover, consume, and engage around the news, content, and video they care about all in one place. We continue to provide current and trending news and information from Yahoo original editorial and partner content. Yahoo News is optimized to provide a consistent, easy-to-use content discovery experience across mobile and desktop with breaking news, local weather, a personalized content stream, and social sharing capabilities.

Yahoo Sports serves one of the largest audiences of sports enthusiasts in the world and delivers experiences for every fan, every day. Yahoo Sports provides users access to Fantasy Sports.

Yahoo Finance provides a comprehensive set of financial data, information, and tools that helps users make informed financial decisions. The robust content on Yahoo Finance is a mix of Yahoo original editorial and syndicated news via relationships with several third-party partners.

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Yahoo Lifestyle will bring together content, commerce, and community to engage users passionate about style and fashion. We are working on creating a Yahoo Lifestyle vertical that features Yahoo's original editorial voice to deliver authoritative and authentic style and beauty content. As we continue to integrate Polyvore, Inc. ("Polyvore"), a business we acquired in September 2015, into Yahoo Lifestyle, users will have access to discover and publish their own style trends, and to buy items featured in articles and sets through direct integration with commerce sites.

Tumblr offers a web platform and mobile applications on iOS and Android that allow users to create, share, and curate content. Tumblr messaging enables users to engage with other users that share their same interests and passions.

Advertiser Offerings

Yahoo has two core advertiser products: Gemini and BrightRoll, which includes the BrightRoll Demand Side Platform and BrightRoll Exchange. Advertisers benefit from our comprehensive approach to digital advertising across search and display advertising, which includes native, video, premium, and audience ads. Gemini and BrightRoll are supported by Yahoo's technology platform, data, and analytical tools.

Advertiser Products

Yahoo Gemini is Yahoo's proprietary marketplace for search and native advertising across devices. Yahoo Gemini helps marketers achieve measurable results with intent-driven advertising. By leveraging Yahoo's proprietary data, Gemini helps advertisers target the audiences they are interested in reaching across Yahoo Properties and third-party publishers and engage those audiences through search and native ads. Gemini search is focused on helping advertisers reach their target audiences at the moment the user has made a relevant search query. Gemini native ads are built to match the content that a user is exploring. By using the surrounding content to establish relevancy for targeting, Gemini native ads drive higher audience engagement and brand awareness for the advertiser.

BrightRoll is Yahoo's unified brand for programmatic advertising technology, offering a suite of media-agnostic tools to help advertisers, publishers, and partners connect with users across ad formats and devices. *BrightRoll Demand Side Platform ("BrightRoll DSP")* is technology that enables brand and performance advertisers to plan, execute, optimize, and measure programmatic digital advertising campaigns. Our targeting solutions allow advertisers to reach users across Yahoo, exclusive publishing partners, and a wide variety of sites and mobile apps with the scale and efficiency of programmatic buying. BrightRoll DSP offers advertisers greater control and transparency with advanced programmatic buying capabilities and access to Yahoo's proprietary data. Advertisers can reach the right people with custom audience definition and manage frequency on any device with independent campaign measurement and insights. *BrightRoll Exchange* connects programmatic, native, and video inventory from the top publishers and ad exchanges with demand from the top DSPs, agencies, ad networks, and advertisers. The BrightRoll Exchange delivers revenue to publishers with the goal of maximizing yield and offers buyers access to a variety of premium digital advertising inventory and unique data with the goal of enabling them to efficiently value supply.

Advertising Formats

Search Advertising.

Yahoo Gemini connects advertisers with the audiences across our network, with the support of strategic account teams, reporting, analytics, and extensive campaign controls. Yahoo continues to

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focus on developing new search ad formats, features, and capabilities to engage users and optimize performance across devices, including click-to-call functionality, sitelink extensions, location extensions, and product ads. To provide the richest possible experience for our users, Yahoo also serves search ads from partners, including Microsoft and Google.

Display Advertising.

Native Advertising. Yahoo native ads are a seamless part of a user's experience on Yahoo sites across devices, as well as third-party partner publisher sites and mobile apps. This natural integration helps advertisers connect with people in a compelling and impactful way, driving awareness and performance, especially on mobile where native ads are the predominant ad format. Yahoo native ads are visually rich and come in a variety of formats, like text, image, and video that deliver measurable branding and sales results. Yahoo offers native ads through Yahoo Gemini and the BrightRoll DSP.

Video Advertising. Yahoo video ads enable brands to align with premium, contextually relevant video programming across our properties. In addition, we leverage Yahoo's unique user data to connect brands to their target audiences at scale across devices.

Premium Advertising. Yahoo premium ads offer a unique and engaging canvas for brand storytelling. We offer high-impact advertising opportunities on Yahoo.com, Yahoo Mail, and program sponsorships of major events. Brands have the ability to anchor buys within premium content and scale programmatically, while applying unique data strategies to reach their target audience.

Audience Advertising. Yahoo audience ads leverage a comprehensive set of proprietary data signals to identify and engage the right users on Yahoo and across the web. With audience ads, Yahoo can help brands make meaningful connections with the right users at the right time, across ad formats and devices.

Developer Offerings

The Yahoo Mobile Developer Suite gives developers the ability to measure, monetize, advertise, and improve their apps with Yahoo tools.

Flurry Analytics is a free mobile app analytics solution that is implemented in applications on more than 2 billion devices worldwide. Flurry is integrated in third-party applications via a lightweight software developer kit ("SDK"). Flurry provides mobile app developers insight into the action their users are taking in-app, as well as their audience's interests and demographics.

Yahoo App Publishing ("YAP") enables third-party app developers to monetize their app experiences with Yahoo Gemini and BrightRoll powered native, video and display ads. Developers can integrate YAP through the Flurry SDK.

Yahoo App Marketing gives third-party app developers the ability to advertise their apps through targeted native and video advertising on Yahoo, Tumblr, and across our app network. Yahoo App Marketing ads are powered by Yahoo Gemini and priced on a cost-per-click basis.

Tumblr In-App Sharing allows developers to integrate a Tumblr sharing button into their app experiences to enable their users to share content directly to Tumblr without leaving their app. The resulting content post on Tumblr has a deep-link back to the originating app, and if the Tumblr user does not have that app, they will see a prompt to install it.

Product Development

Yahoo continually launches, improves, and scales products and features to meet evolving user, advertiser, and publisher needs. Most of our software products and features are developed internally.

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In some instances, however, we might purchase technology and license intellectual property rights if the opportunity is strategically aligned, operationally compatible, and economically advantageous. While it may be necessary in the future to seek or renew licenses relating to various aspects of our products, we believe based on past experience and industry practice that such licenses generally could be obtained on commercially-reasonable terms. We believe our continuing innovation and product development are not materially dependent upon any single license or other agreement with a third-party relating to the development of our products.

Yahoo's product teams, which include a broad array of engineering and product talent, support a large portion of the Yahoo product portfolio and technology infrastructure. Our product teams have expertise in web and mobile user applications, scalable software platforms, information retrieval, machine learning and science, editorial, networking/communications technologies, and presentation layer frameworks. We take security and privacy very seriously, and continuously innovate to protect our users and their data.

Our engineering and production teams are primarily located in our Sunnyvale, California, headquarters. Product development expenses for 2013, 2014, and 2015 totaled approximately \$958 million, \$1,156 million, and \$1,178 million, respectively, which included stock-based compensation expense of \$83 million, \$139 million, and \$190 million, respectively.

M&A Activity

As part of our overall strategy, we evaluate and pursue potential acquisitions based on talent and technology to help accelerate our growth in mobile, video, native, or social. In 2015, we completed 2 acquisitions, the purpose of which was to enhance our technology and core product offerings, grow our talent base, and expand audience and engagement. We may make additional acquisitions and strategic investments in the future that align with our growth strategy.

Global Operations

We manage our business geographically. The primary areas of measurement and decision-making are Americas, EMEA (Europe, Middle East, and Africa), and Asia Pacific. Additional information required by this item is incorporated herein by reference to Note 18—"Segments" of the Notes to our consolidated financial statements, which appears in Part II, Item 8 of this Annual Report on Form 10-K.

We own a majority or 100 percent of all of these international operations (except in Australia, New Zealand, and Japan where we have joint ventures and/or noncontrolling interests). We support these businesses through a network of offices worldwide.

Revenue is primarily attributed to individual countries according to the international online property that generated the revenue.

Information regarding risks involving our international operations is included in Part I, Item 1A "Risk Factors" of this Annual Report on Form 10-K and is incorporated herein by reference.

Sales

We sell our advertising services through three primary channels: field, mid-market, and reseller/small business. Our field advertising sales team sells display advertising in all markets and search advertising to both premium and non-premium advertisers using Yahoo Gemini. Previously under the Search Agreement, Yahoo had sales exclusivity for both the Company's and Microsoft's premium

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advertisers. Pursuant to the current terms of the Search Agreement, as amended on April 15, 2015 by the Eleventh Amendment to the Search Agreement (the "Eleventh Amendment"), this sales exclusivity terminated on July 1, 2015. The Company and Microsoft have been transitioning premium advertisers for Microsoft's paid search services to Microsoft on a market-by-market basis. As of February 26, 2016, such transition was substantially complete for most markets in North America and Europe, and the parties are cooperating on transitioning the remaining markets. Our mid-market channel sells our advertising services to medium-sized businesses, while our reseller/small business channel allows us to sell advertising services to additional regional and small business advertisers. Our U.S. sales force is structured vertically allowing us to offer customers integrated customer-centric solutions. We believe this approach allows us to provide the best solutions across all of our products based on a deeper understanding of our customers' businesses.

In the U.S., we employ sales professionals in multiple locations, including Atlanta, Boston, Chicago, Dallas, Detroit, Hillsboro, the Los Angeles area, Miami, New York, Omaha, San Francisco, and Sunnyvale as of December 31, 2015. In international markets, we either have our own internal sales professionals or rely on our established sales agency relationships in 35 countries, regions, and territories as of December 31, 2015.

Revenue under the Search Agreement represented approximately 31 percent, 35 percent, and 35 percent of our revenue for the years ended December 31, 2013, 2014 and, 2015, respectively, and no other individual customer represented more than 10 percent of our revenue in 2013, 2014, or 2015.

Internet usage is subject to seasonal fluctuations, typically declining during customary summer vacation periods and increasing during the fourth quarter holiday period due to higher online retail activity. These seasonal patterns have affected, and we expect will continue to affect, our business and quarterly sequential revenue growth rates.

Marketing

Yahoo is one of the most recognized brands in the world. Our products, services, and content enable us to attract, retain, and engage users, advertisers, and publishers. Our marketing team will help shape our offerings to better market them to our potential and existing users.

Competition

Our industry is characterized by rapid evolution and innovation through disruptive technologies. We face significant competition from a wide range of businesses, particularly companies that seek to connect people with digital content and with each other. We compete on a global scale for audience share, marketers, and talent. Our competition includes:

- General purpose search engines and information services such as Alphabet's Google and Microsoft's Bing.
- Companies such as Facebook and Twitter that provide mail, photo sharing, blogging, microblogging, and other social or communication services. These areas are attracting an increasing share of users, users' online time (across desktop and mobile), and advertising dollars.
- Companies that offer an integrated variety of Internet products, advertising services, technologies, online services, and/or content in a manner similar to us that compete for the attention of our users, advertisers, developers, and third-party website publishers. We also compete with these companies to obtain agreements with third parties to promote or distribute our services.

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- Digital, broadcast, and print media companies with which we compete for the attention of consumer audiences and share of advertising dollars. This area has become increasingly competitive as traditional media companies make the shift online to compete for users, users' time, and advertising dollars across desktop and mobile.
- Advertising networks, exchanges, demand side and supply side platforms, and traditional media companies, with which we compete for a share of advertisers' marketing budgets and in the development of the tools and systems for managing and optimizing advertising campaigns.
- Companies that provide analytics, monetization and marketing tools for mobile and desktop developers.
- In a number of international markets, especially those in Asia, Europe, Middle East and Latin America, we face substantial competition from local Internet service providers and other entities that offer search, communications, and other commercial services and often have a competitive advantage due to dominant market share in their territories, greater local brand recognition, focus on a single market, familiarity with local tastes and preferences, or greater regulatory and operational flexibility.

As we introduce new products and our existing products evolve, we may become subject to additional competition.

We believe our principal competitive strengths relating to attracting users include the usefulness, accessibility, integration, and personalization of the online services that we offer; the quality, personalization, and presentation of our search results; and the overall user experience on our premium properties. Our principal competitive strengths relating to attracting advertisers and publishers are the reach, effectiveness, and efficiency of our marketing services as well as the creativity of the marketing solutions that we offer.

Additional information regarding competition is included in Part I, Item 1A "Risk Factors" of this Annual Report on Form 10-K and is incorporated herein by reference.

Intellectual Property

We create, own, and maintain a wide array of intellectual property assets that we believe are among our most valuable assets. Our intellectual property assets include patents and patent applications related to our innovations, products and services; trademarks related to our brands, products and services; copyrights in software and creative content; trade secrets; and other intellectual property rights and licenses of various kinds. We seek to protect our intellectual property assets through patents, copyrights, trade secrets, trademarks and laws of the U.S. and other countries, and through contractual provisions. We enter into confidentiality and invention assignment agreements with our employees and contractors, and utilize non-disclosure agreements with third parties with whom we conduct business in order to secure and protect our proprietary rights and to limit access to, and disclosure of, our proprietary information. We consider the Yahoo! trademark and our many related company brands to be among our most valuable assets, and we have registered these trademarks in the U.S. and other countries throughout the world and actively seek to protect them. We have licensed in the past, and expect that we may license in the future, certain of our technology and proprietary rights, such as trademark, patent, copyright, and trade secret rights, to third parties.

Additional information regarding certain risks related to our intellectual property is included in Part I, Item 1A "Risk Factors" of this Annual Report on Form 10-K and is incorporated herein by reference.

Employees

As of December 31, 2015, we had approximately 10,400 full-time employees and 860 contractors. In February 2016, we announced plans to reduce our workforce by approximately 15 percent by the end of 2016. Our future success is substantially dependent on the performance of our senior management and key technical personnel, as well as our continuing ability to attract, maintain the caliber of, and retain highly qualified technical, executive, and managerial personnel. We remain committed to our talented employees and providing the best possible workplace culture for them. Additional information regarding certain risks related to our employees is included in Part I, Item 1A “Risk Factors” of this Annual Report on Form 10-K and is incorporated herein by reference.

Available Information

Our website is located at <https://www.yahoo.com>. Our investor relations website is located at <https://investor.yahoo.net>. We make available free of charge on our investor relations website under “Financial Info” our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and any amendments to those reports as soon as reasonably practicable after we electronically file or furnish such materials to the U.S. Securities and Exchange Commission (“SEC”). The SEC maintains a website that contains reports, proxy and information statements, and other information regarding our filings at <http://www.sec.gov>.

Item 1A. Risk Factors

We face significant competition for users, advertisers, publishers, developers, and distributors.

We face significant competition from online search engines, sites offering integrated internet products and services, social media and networking sites, ecommerce sites, companies providing analytics, monetization and marketing tools for mobile and desktop developers, and digital, broadcast and print media. In a number of international markets, especially those in Asia, Europe, the Middle East and Latin America, we face substantial competition from local Internet service providers and other entities that offer search, communications, and other commercial services.

Several of our competitors offer an integrated variety of Internet products, advertising services, technologies, online services and content in a manner similar to Yahoo. We compete against these and other companies to attract and retain users, advertisers, developers, and third-party website publishers as participants in our Affiliate network, and to obtain agreements with third parties to promote or distribute our services. We also compete with social media and networking sites which are increasingly used to communicate and share information, and which are attracting a substantial and increasing share of users, users’ online time, and online advertising dollars.

A key element of our strategy is focusing on increasing our revenue growth through our Mavens offerings. As part of this strategy, we are focusing on mobile products and mobile advertising formats, as well as increasing our revenue from mobile. A number of our competitors have devoted significant resources to the development of products, services and apps for mobile devices. Several of our competitors have mobile revenue significantly greater than ours. If we are unable to develop products for mobile devices that users find engaging and that help us grow our mobile revenue, our competitive position, our financial condition and operating results could be harmed.

In addition, a number of competitors offer products, services and apps that directly compete for users with our offerings, including e-mail, search, video, social, sports, news, finance, micro-blogging, and messaging. Similarly, our competitors or other participants in the online advertising marketplace

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offer advertising exchanges, ad networks, demand side platforms, ad serving technologies, sponsored search offerings, and other services that directly compete for advertisers with our offerings. Additionally, as the use of programmatic advertising continues to increase, we compete with companies that have also invested in programmatic platform offerings. We also compete with traditional print and broadcast media companies to attract domestic and international advertising spending. Some of our existing competitors and possible entrants have greater brand recognition for certain products, services and apps, more expertise in particular market segments, and greater operational, strategic, technological, financial, personnel, or other resources than we do. Many of our competitors have access to considerable financial and technical resources with which to compete aggressively, including by funding future growth and expansion and investing in acquisitions, technologies, and research and development. Further, emerging start-ups may be able to innovate and provide new products, services and apps faster than we can. In addition, competitors may consolidate or collaborate with each other, and new competitors may enter the market. Some of our competitors in international markets have a substantial competitive advantage over us because they have dominant market share in their territories, have greater local brand recognition, are focused on a single market, are more familiar with local tastes and preferences, or have greater regulatory and operational flexibility due to the fact that we may be subject to both U.S. and foreign regulatory requirements.

If our competitors are more successful than we are in developing and deploying compelling products or in attracting and retaining users, advertisers, publishers, developers, or distributors, our revenue and growth rates could decline.

We generate the majority of our revenue from search and display advertising, and the reduction in spending by or loss of current or potential advertisers would cause our revenue and operating results to decline.

For the twelve months ended December 31, 2015, 84 percent of our total revenue came from search and display advertising. Our ability to retain and grow search and display revenue depends upon:

- increasing our daily active users, logged in users, page views and engagement;
- introducing engaging new products that are popular with users and distributable on mobile and other alternative devices and platforms;
- maintaining and expanding our advertiser base on PCs and mobile devices;
- achieving a better traffic mix from our Yahoo Properties and Affiliates and improving our monetization rates on such traffic;
- broadening our relationships with advertisers to small- and medium-sized businesses;
- successfully implementing changes and improvements to our advertising management platforms and formats and obtaining the acceptance of our advertising management platforms by advertisers, website publishers, and online advertising networks;
- successfully acquiring, investing in, and implementing new technologies;
- successfully implementing changes in our sales force, sales development teams, and sales strategy;
- continuing to innovate and improve the monetization capabilities of our display and native advertising and our mobile products;
- effectively monetizing mobile and other search queries;
- improving the quality of our user and advertiser products;
- continuing to innovate and improve users' search experiences;

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- maintaining and expanding our Affiliate program for search and display advertising services; and
- deriving better demographic and other information about our users to enable us to offer better, more personalized and targeted experiences to both our users and advertisers.

In most cases, our agreements with advertisers have a term of one year or less, and may be terminated at any time by the advertiser or by us. Payments under our agreements with advertisers are often dependent upon performance and click-through levels. Accordingly, it is difficult to forecast search and display revenue accurately. In addition, our expense levels are based in part on expectations of future revenue, including any guaranteed minimum payments to our Affiliates in connection with search and/or display advertising, and in some cases, the expenses could exceed the revenue that we generate. The state of the global economy, growth rate of the online advertising market, and availability of capital impacts the advertising spending patterns of our existing and potential advertisers. Any reduction in spending by, or loss of, existing or potential advertisers would negatively impact our revenue and operating results. Further, we may be unable to adjust our expenses and capital expenditures quickly enough to compensate for any unexpected revenue shortfall.

As more people access our products via mobile devices rather than PCs and mobile advertising continues to evolve, if we do not continue to attract and retain mobile users and grow mobile revenue, our financial results will be adversely impacted.

The number of people who access the Internet through mobile devices rather than a PC, including mobile telephones, smartphones and tablets, is increasing and will likely continue to increase dramatically. More than 600 million of our monthly users are now joining us (including Tumblr) on mobile devices. In addition, search queries are increasingly being undertaken through mobile devices. As a result, our ability to grow advertising revenue is increasingly dependent on our ability to generate revenue from ads displayed on mobile devices.

A key element of our strategy is focusing on mobile devices, and we expect to continue to devote significant resources to the creation and support of developing new and innovative mobile products, services and apps. However, if our new mobile products, services and apps, including new forms of Internet advertising for mobile devices, do not continue to attract and retain mobile users, advertisers and device manufacturers and to generate and grow mobile revenue, our operating and financial results will be adversely impacted. We are dependent on the interoperability of our products and services with mobile operating systems we do not control and we may not be successful in maintaining relationships with the key participants in the mobile industry that control such mobile operating systems. The manufacturer or access provider might promote a competitor's or its own products and services, impair users' access to our services by blocking access through their devices, make it hard for users to readily discover, install, update or access our products on their devices, or charge us for delivery of ads, or limit our ability to deliver ads or measure their effectiveness. If distributors impair access to or refuse to distribute our services or apps, or charge for or limit our ability to deliver ads or measure the effectiveness of our ads, then our user engagement and revenue could decline.

If we do not manage our operating expenses effectively, our profitability could fail to improve and could decline.

We have implemented cost reduction initiatives to reduce our operating expenses, including reducing our headcount, closing offices and exiting certain products and verticals. However, we may not realize the cost savings expected from these initiatives or the revenue impact from our exit of certain regions and products may be greater than we expect. We plan to seek to operate efficiently

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and to manage our costs effectively. However, we are also investing in areas we believe will grow revenue and our operating expenses might increase as a result of these investments. If our operating expenses increase at a greater pace than our revenue grows, or if we fail to manage costs effectively, our profitability could fail to improve and could decline.

There can be no assurance that our exploration of strategic alternatives will result in any transaction being consummated, and speculation and uncertainty regarding the outcome of our exploration of strategic alternatives may adversely impact our business.

In parallel with executing our strategic plan, we are exploring strategic alternatives, including transactions to separate our remaining stake in Alibaba Group from our operating business focusing on a reverse spin transaction, as well as exploring strategic proposals for the operating business. Our Board has formed a Strategic Review Committee of independent directors to lead this process. There can be no assurance that any transaction will be consummated, and the process of exploring strategic alternatives will involve the dedication of significant resources and the incurrence of significant costs and expenses. In addition, speculation and uncertainty regarding our exploration of strategic alternatives may cause or result in:

- disruption of our business;
- distraction of our management and employees;
- difficulty in recruiting, hiring, motivating, and retaining talented and skilled personnel;
- difficulty in maintaining or negotiating and consummating new, business or strategic relationships or transactions;
- increased stock price volatility; and
- increased costs and advisory fees.

If we are unable to mitigate these or other potential risks related to the uncertainty caused by our exploration of strategic alternatives, it may disrupt our business or adversely impact our revenue, operating results, and financial condition.

Risks associated with our Search Agreement with Microsoft may adversely affect our business and operating results.

Under our Search Agreement with Microsoft, Microsoft was the exclusive provider of algorithmic and paid search services for Yahoo Properties and Affiliate sites on personal computers and the non-exclusive provider of such services on mobile devices. As of April 15, 2015, Microsoft became the non-exclusive provider of such services on all devices. Commencing on May 1, 2015, the Company is required to request paid search results from Microsoft for 51 percent of its search queries originating from personal computers accessing Yahoo Properties and its Affiliate sites (the "Volume Commitment") and will display only Microsoft's paid search results on such search result pages. Approximately 35 percent, 35 percent, and 31 percent of our revenue for 2015, 2014 and 2013, respectively, were attributable to the Search Agreement. Our business and operating results would be adversely affected by a significant decline in or loss of this revenue if we are not able to successfully replace this revenue with revenue from search results displayed through our Yahoo Gemini platform or our Services Agreement with Google.

As a result of the Volume Commitment, we continue to be dependent on Microsoft continuing to invest and innovate to maintain and improve its algorithmic and paid search services and to be

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competitive with other search providers. If Microsoft fails to do this, our revenue and profitability could decline and our ability to maintain and expand our relationships with Affiliates for search and paid search advertising could be negatively impacted. Further, our competitors may continue to increase revenue, profitability, and market share at a higher rate than we do.

The term of the Search Agreement is 10 years from its commencement date, February 23, 2010, subject to earlier termination as provided in the Search Agreement. On or after October 1, 2015, either the Company or Microsoft may terminate the Search Agreement by delivering a written notice of termination to the other party. The Search Agreement will remain in effect for four months from the date of a termination notice to provide for a transition period. If Microsoft terminated the Search Agreement and the Company was unable to rely on its own services or the Services Agreement with Google, the termination could have an adverse impact on our business, revenue and operating results.

Risks associated with our Services Agreement with Google may adversely affect our business and operating results.

Under our Services Agreement with Google, Google will provide us with search advertisements through Google's AdSense for Search service ("AFS"), web algorithmic search services through Google's Websearch Service, and image search services. We entered into the Services Agreement with Google in the fourth quarter of 2015. We expect that our revenues under the Services Agreement with Google will increase in 2016. In addition, if Microsoft were to terminate its Search Agreement with us, we would be required to rely on the Services Agreement and our Yahoo Gemini platform to replace the search revenue we currently receive under the Search Agreement.

We are dependent on Google continuing to invest and innovate to maintain and improve its algorithmic and paid search services and to be competitive with other search providers. If Google fails to do this, our revenue and profitability could decline. Further, Google has a number of termination rights under the Services Agreement. If Google terminated the Services Agreement and we were unable to rely on our Yahoo Gemini platform or the Search Agreement with Microsoft, the termination could have an adverse impact on our business, revenue and operating results.

If we are unable to provide innovative search experiences and other products and services that differentiate our services and generate significant traffic to our websites, our business could be harmed, causing our revenue to decline.

Internet search is characterized by rapidly changing technology, significant competition, evolving industry standards, and frequent product and service enhancements. Although we have agreements with Microsoft and Google to use their paid search platforms, we still need to continue to invest in our Yahoo Gemini search platform and to innovate to improve our users' search experience (especially on mobile) to continue to differentiate our services and attract, retain, and expand our user base and paid search advertiser base. We also generate revenue through other online products, services and apps, and continue to innovate the products, services and apps in our portfolio. The research and development of new, technologically advanced products is a complex process that requires significant levels of innovation and investment, as well as accurate anticipation of technology, market and consumer trends.

If we are unable to provide innovative search experiences and other products and services which differentiate our services, gain user acceptance and generate significant traffic to our websites, or if we are unable to effectively monetize the traffic from such products and services, our business could be harmed, causing our revenue to decline.

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Our business depends on a strong brand, and failing to maintain or enhance the Yahoo brands in a cost-effective manner could harm our operating results.

Maintaining and enhancing our brands is an important aspect of our efforts to attract and expand our user, advertiser, and Affiliate base. We believe that the importance of brand recognition will increase due to the relatively low barriers to entry in certain portions of the Internet market. Maintaining and enhancing our brands will depend largely on our ability to provide high-quality, innovative products, and services, which we might not do successfully. We have spent and expect to spend considerable money and resources on the establishment and maintenance of our brands, as well as advertising, marketing, and other brand-building efforts to preserve and enhance consumer awareness of our brands. Our brands may be negatively impacted by a number of factors such as service outages, product malfunctions, data protection and security issues, exploitation of our trademarks by others without permission, and poor presentation or integration of our search marketing offerings by Affiliates on their sites or in their software and services.

Further, while we attempt to ensure that the quality of our brands is maintained by our licensees, our licensees might take actions that could impair the value of our brands, our proprietary rights, or the reputation of our products and media properties. If we are unable to maintain or enhance our brands in a cost-effective manner, or if we incur excessive expenses in these efforts, our business, operating results and financial condition could be harmed.

Changes in regulations or user concerns regarding privacy and protection of user data, or any failure to comply with such laws, could adversely affect our business.

Federal, state, and international laws and regulations govern the collection, use, retention, disclosure, sharing and security of data that we receive from and about our users. The use of consumer data by online service providers and advertising networks is a topic of active interest among federal, state, and international regulatory bodies, and the regulatory environment is unsettled. Many states have passed laws requiring notification to users where there is a security breach for personal data, such as California's Information Practices Act. We face similar risks in international markets where our products, services and apps are offered. Any failure, or perceived failure, by us to comply with or make effective modifications to our policies, or to comply with any federal, state, or international privacy, data-retention or data-protection-related laws, regulations, orders or industry self-regulatory principles could result in proceedings or actions against us by governmental entities or others, a loss of user confidence, damage to the Yahoo brands, and a loss of users, advertising partners, or Affiliates, any of which could potentially have an adverse effect on our business.

In addition, various federal, state and foreign legislative or regulatory bodies may enact new or additional laws and regulations concerning privacy, data retention, data transfer and data protection issues, including laws or regulations mandating disclosure to domestic or international law enforcement bodies, which could adversely impact our business, our brand or our reputation with users. For example, some countries are considering or have enacted laws mandating that user data regarding users in their country be maintained in their country. Having to maintain local data centers in individual countries could increase our operating costs significantly. In addition, there currently is a data protection regulation pending final approval by the European Union that may include operational requirements for companies that receive or process personal data that are different than those currently in place in the European Union, and that may also include significant penalties for non-compliance.

The European Court of Justice's recent invalidation of the European Commission's 2000 Safe Harbor Decision has created uncertainty around certain international transfers of data from the European Union to the U.S. A preliminary agreement has been reached between the U.S. and European Union

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governments to allow for certainty regarding transfers of data. However, given the preliminary nature of the agreement, some uncertainty remains, and compliance obligations could cause us to incur additional costs, require us to change business practices in a manner adverse to our business, or affect the manner in which we provide our services.

The interpretation and application of privacy, data protection, data transfer and data retention laws and regulations are often uncertain and in flux in the U.S. and internationally. These laws may be interpreted and applied inconsistently from country to country and inconsistently with our current policies and practices, complicating long-range business planning decisions. If privacy, data protection, data transfer or data retention laws are interpreted and applied in a manner that is inconsistent with our current policies and practices we may be fined or ordered to change our business practices in a manner that adversely impacts our operating results. Complying with these varying international requirements could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business and operating results.

If our security measures are breached, our products and services may be perceived as not being secure, users and customers may curtail or stop using our products and services, and we may incur significant legal and financial exposure.

Our products and services involve the storage and transmission of Yahoo's users' and customers' personal and proprietary information in our facilities and on our equipment, networks and corporate systems. Security breaches expose us to a risk of loss of this information, litigation, remediation costs, increased costs for security measures, loss of revenue, damage to our reputation, and potential liability. Outside parties may attempt to fraudulently induce employees, users, or customers to disclose sensitive information to gain access to our data or our users' or customers' data. In addition, hardware, software or applications we procure from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise network and data security. Additionally, some third parties, such as our distribution partners, service providers and vendors, and app developers, may receive or store information provided by us or by our users through applications integrated with Yahoo. If these third parties fail to adopt or adhere to adequate data security practices, or in the event of a breach of their networks, our data or our users' data may be improperly accessed, used or disclosed. Security breaches or unauthorized access have resulted in and may in the future result in a combination of significant legal and financial exposure, increased remediation and other costs, damage to our reputation and a loss of confidence in the security of our products, services and networks that could have an adverse effect on our business. We take steps to prevent unauthorized access to our corporate systems, however, because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently or may be designed to remain dormant until a triggering event, we may be unable to anticipate these techniques or implement adequate preventative measures. If an actual or perceived breach of our security occurs, the market perception of the effectiveness of our security measures could be harmed and we could lose users and customers.

If we are unable to attract, sustain, and renew distribution arrangements on favorable terms, our revenue may decline.

We enter into distribution arrangements with third parties to promote or supply our services to their users. For example:

- We maintain search and display advertising relationships with Affiliate sites, which integrate our advertising offerings into their websites.
- We enter into distribution alliances with Internet service providers (including providers of cable and broadband Internet access) and software distributors to promote our services to their users.

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- We enter into agreements with mobile phone, tablet, television, and other device manufacturers, electronics companies and carriers to promote our software and services on their devices.

In some markets, we depend on a limited number of distribution arrangements for a significant percentage of our user activity. A failure by our distributors to attract or retain their user bases would negatively impact our user activity and, in turn, reduce our revenue. For mobile app distribution, we depend on a limited number of distributors, primarily the developers of the operating systems or device manufacturers. If we are unable to reach agreements with these distributors for distribution of our mobile apps or they refuse to distribute or block our mobile apps, our operating results will be harmed. In the future, as new methods for accessing the Internet and our services become available, including through alternative devices, we may need to enter into amended distribution agreements with existing access providers, distributors, and manufacturers to cover the new devices and new arrangements. We face a risk that existing and potential new access providers, distributors, and manufacturers may decide not to offer distribution of our services on reasonable terms, or at all.

Distribution agreements often involve revenue sharing. Competition to enter into distribution arrangements has caused and may in the future cause our traffic acquisition costs to increase. In some cases, we guarantee distributors a minimum level of revenue and, as a result, run a risk that the distributors' performance (in terms of ad impressions, toolbar installations, etc.) might not be sufficient to otherwise earn their minimum payments, in which case our payments could exceed the revenue that we receive. In other cases, we agree that if the distributor does not realize specified minimum revenue we will adjust the distributor's revenue-share percentage or provide make-whole arrangements.

Some of our distribution agreements are not exclusive, have a short term, are terminable at will, or are subject to early termination provisions. The loss of distributors, increased distribution costs, or the renewal of distribution agreements on significantly less favorable terms may cause our revenue to decline.

If we are unable to license, acquire, create or aggregate compelling content and services at reasonable cost, or receive compelling content, the number of users of our services may not grow as anticipated, or may decline, or users' level of engagement with our services may decline, all of which could harm our operating results.

Our future success depends in part on our ability to aggregate compelling content and deliver that content through our online properties. We license from third parties much of the content and services on our online properties, such as news, stock quotes, weather, sports, video, and photos. In addition, our users also contribute content to us. We believe that users will increasingly demand high-quality content and services. We may need to make substantial payments to third parties from whom we license or acquire such content or services. Our ability to maintain and build relationships with such third-party providers is critical to our success. In addition, as users increasingly access the Internet via mobile and other alternative devices, we may need to enter into amended agreements with existing third-party providers to cover new devices. We may be unable to enter into new, or preserve existing, relationships with the third-parties whose content or services we seek to obtain. In addition, as competition for compelling content increases both domestically and internationally, our third-party providers may increase the prices at which they offer their content and services to us, stop offering their content or services to us, or offer their content and services on terms that are not agreeable to us. An increase in the prices charged to us by third-party providers could harm our operating results and financial condition. Further, because many of our licenses for our content and services with third parties are non-exclusive, other media providers may be able to offer similar or identical content. This increases the importance of our ability to deliver compelling editorial content and personalization of this content for users in order to differentiate Yahoo from other businesses. If

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we are unable to license or acquire compelling content at reasonable cost, if other companies distribute content or services that are similar to or the same as that provided by us, or if we do not receive compelling content from our users, the number of users of our services may not grow as anticipated, or may decline, users' level of engagement with our services may decline, clicks on our ads may decrease, or advertisers may reduce future purchases of our ads, all or any of which could harm our operating results.

Interruptions, delays, or failures in the provision of our services could damage our reputation and harm our operating results.

Delays or disruptions to our service, or the loss or compromise of data, could result from a variety of causes, including the following:

- Our operations are susceptible to outages and interruptions due to fire, flood, earthquake, tsunami, other natural disasters, power loss, equipment or telecommunications failures, cyber attacks, terrorist attacks, political or social unrest, and other events over which we have little or no control. We do not have multiple site capacity for all of our services and some of our systems are not fully redundant in the event of delays or disruptions to service, so some data or systems may not be fully recoverable after such events.
- The systems through which we provide our products and services are highly technical, complex, and interdependent. Design errors might exist in these systems, or might be introduced when we make modifications, which might cause service malfunctions or require services to be taken offline while corrective responses are developed.
- Despite our implementation of network security measures, our servers are vulnerable to computer viruses, malware, worms, hacking, physical and electronic break-ins, router disruption, sabotage or espionage, and other disruptions from unauthorized access and tampering, as well as coordinated denial-of-service attacks. We may not be in a position to promptly address attacks or to implement adequate preventative measures if we are unable to immediately detect such attacks. Such events could result in large expenditures to investigate or remediate, to recover data, to repair or replace networks or information systems, including changes to security measures, to deploy additional personnel, to defend litigation or to protect against similar future events, and may cause damage to our reputation or loss of revenue.
- We rely on third-party providers over which we have little or no control for our principal Internet connections and co-location of a significant portion of our data servers, as well as for our payment processing capabilities and key components or features of certain of our products and services. Any disruption of the services they provide us or any failure of these third-party providers to handle higher volumes of use could, in turn, cause delays or disruptions in our services and loss of revenue. In addition, if our agreements with these third-party providers are terminated for any reason, we might not have a readily available alternative.

Prolonged delays or disruptions to our service could result in a loss of users, damage to our brands, legal costs or liability, and harm to our operating results.

Technologies, tools, software, and applications could block our advertisements, impair our ability to deliver interest-based advertising, or shift the location in which advertising appears, which could harm our operating results.

Technologies, tools, software, and applications (including new and enhanced browsers) have been developed and are likely to continue to be developed that can block or allow users to opt out of display, search, and interest-based advertising and content, delete or block the cookies used to

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deliver such advertising, or shift the location in which advertising appears on pages so that our advertisements do not show up in the most monetizable places on our pages or are obscured. Most of our revenue is derived from fees paid by advertisers in connection with the display of graphical and non-graphical advertisements or clicks on search advertisements on web pages. As a result, the adoption of such technologies, tools, software, and applications could reduce the number of search and display advertisements that we are able to deliver and/or our ability to deliver interest-based advertising and this, in turn, could reduce our advertising revenue and operating results.

If we are unable to recruit, hire, motivate, and retain key personnel, we may not be able to execute our business plan.

Our business is dependent on our ability to recruit, hire, motivate, and retain talented, highly skilled personnel. Achieving this objective may be difficult due to many factors, including the intense competition for such highly skilled personnel in the San Francisco Bay Area and other metropolitan areas where our offices are located; uncertainty due to our exploration of strategic alternatives, our new strategic plan and announced reduction in our workforce; competitors' hiring practices; the effectiveness of our compensation programs; and fluctuations in global economic and industry conditions. If we do not succeed in retaining and motivating our existing key employees, and in attracting new key personnel, we may be unable to meet our business plan and as a result, our revenue and profitability may decline.

We are regularly involved in claims, suits, government investigations, and other proceedings that may result in adverse outcomes.

We are regularly involved in claims, suits, government investigations, and proceedings arising from the ordinary course of our business, including actions with respect to intellectual property claims, privacy, consumer protection, information security, data protection or law enforcement matters, tax matters, labor and employment claims, commercial claims, as well as actions involving content generated by our users, stockholder derivative actions, purported class action and class action lawsuits, and other matters. Such claims, suits, government investigations, and proceedings are inherently uncertain and their results cannot be predicted with certainty. Regardless of the outcome, such legal proceedings can have an adverse impact on us because of legal costs, diversion of management and other personnel, and other factors. In addition, it is possible that a resolution of one or more such proceedings could result in reputational harm, liability, penalties, or sanctions, as well as judgments, consent decrees, or orders preventing us from offering certain features, functionalities, products, or services, or requiring a change in our business practices, products or technologies, which could in the future materially and adversely affect our business, operating results, and financial condition. See Note 12—"Commitments and Contingencies" in the Notes to our consolidated financial statements.

Our intellectual property rights are valuable, and any failure or inability to sufficiently protect them could harm our business and our operating results.

We create, own, and maintain a wide array of copyrights, patents, trademarks, trade dress, trade secrets, rights to domain names and other intellectual property assets which we believe are collectively among our most valuable assets. We seek to protect our intellectual property assets through patent, copyright, trade secret, trademark, and other laws of the U.S. and other countries of the world, and through contractual provisions. However, the efforts we have taken to protect our intellectual property and proprietary rights might not be sufficient or effective at stopping unauthorized use of those rights. Protection of the distinctive elements of Yahoo might not always be available under copyright law or trademark law, or we might not discover or determine the full extent of any unauthorized use of our copyrights and trademarks in order to protect our rights. In addition,

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effective trademark, patent, copyright, and trade secret protection might not be available or cost-effective in every country in which our products and media properties are distributed or made available through the Internet. Changes in patent law, such as changes in the law regarding patentable subject matter, could also impact our ability to obtain patent protection for our innovations. In particular, recent amendments to the U.S. patent law may affect our ability to protect our innovations and defend against claims of patent infringement. Further, given the costs of obtaining patent protection, we might choose not to protect (or not to protect in some jurisdictions) certain innovations that later turn out to be important. There is also a risk that the scope of protection under our patents may not be sufficient in some cases or that existing patents may be deemed invalid or unenforceable. To help maintain our trade secrets, we have entered into confidentiality agreements with most of our employees and contractors, and confidentiality agreements with many of the parties with whom we conduct business, in order to limit access to and disclosure of our proprietary information. If these confidentiality agreements are breached it could compromise our trade secrets and cause us to lose any competitive advantage provided by those trade secrets.

If we are unable to protect our proprietary rights from unauthorized use, the value of our intellectual property assets may be reduced. In addition, protecting our intellectual property and other proprietary rights is expensive and time consuming. Any increase in the unauthorized use of our intellectual property could make it more expensive to do business and consequently harm our operating results.

We are, and may in the future be, subject to intellectual property infringement or other third-party claims, which are costly to defend, could result in significant damage awards, and could limit our ability to provide certain content or use certain technologies in the future.

Internet, technology, media, and patent holding companies often possess a significant number of patents. Further, many of these companies and other parties are actively developing or purchasing search, indexing, electronic commerce, and other Internet-related technologies, as well as a variety of online business models and methods.

We believe that these parties will continue to take steps such as seeking patent protection to protect these technologies. In addition, patent holding companies may continue to seek to monetize patents they have purchased or otherwise obtained. As a result, disputes regarding the ownership of technologies and rights associated with online businesses are likely to continue to arise in the future. From time to time, parties assert patent infringement claims against us. Currently, we are engaged in a number of lawsuits regarding patent issues and have been notified of a number of other potential disputes.

In addition to patent claims, third parties have asserted, and are likely in the future to assert, claims against us alleging infringement of copyrights, trademark rights, trade secret rights or other proprietary rights, or alleging unfair competition, violation of federal or state statutes or other claims, including alleged violation of international statutory and common law. In addition, third parties have made, and may continue to make, infringement and related claims against us over the display of content or search results triggered by search terms, including the display of advertising, that include trademark terms.

As we expand our business and develop new technologies, products and services, we may become increasingly subject to intellectual property infringement and other claims, including those that may arise under international laws. In the event that there is a determination that we have infringed third-party proprietary rights such as patents, copyrights, trademark rights, trade secret rights, or other third-party rights such as publicity and privacy rights, we could incur substantial monetary liability, or

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be required to enter into costly royalty or licensing agreements or be prevented from using such rights, which could require us to change our business practices in the future, hinder us from offering certain features, functionalities, products or services, require us to develop non-infringing products or technologies, and limit our ability to compete effectively. We may also incur substantial expenses in defending against third-party claims regardless of the merit of such claims. In addition, many of our agreements with our customers or Affiliates require us to indemnify them for some types of third-party intellectual property infringement claims, which could increase our costs in defending such claims and our damages. Furthermore, such customers and Affiliates may discontinue the use of our products, services, and technologies either as a result of injunctions or otherwise. The occurrence of any of these results could harm our brands or have an adverse effect on our business, financial position, operating results, and cash flows.

We may be required to record a significant charge to earnings if our goodwill, intangible assets, investments in equity interests, or other investments become impaired.

We have previously recorded charges to earnings when our goodwill, intangible assets, investments in equity interests, including investments held by any equity method investee, and other investments became impaired. For example, we recorded a \$4.461 billion non-cash goodwill impairment charge during the fourth quarter of 2015. We are required under generally accepted accounting principles to test goodwill for impairment at least annually and to review our intangible assets, investments in equity interests (including investments held by any equity method investee), and our other investments, for impairment when events or changes in circumstance indicate the carrying value may not be recoverable. Factors that could lead to impairment of goodwill, intangible assets (including goodwill or assets acquired via acquisitions) and other investments include significant adverse changes in the business climate and actual or projected operating results (affecting our company as a whole or affecting any particular reporting unit) and declines in the financial condition of our business. Factors that could lead to impairment of investments in equity interests include a prolonged period of decline in the stock price or operating performance of, or an announcement of adverse changes or events by, the companies in which we invested or the investments held by those companies. Factors that could lead to an impairment of U.S. government securities, which constitute a significant portion of our current assets, include any downgrade of U.S. government debt or concern about the creditworthiness of the U.S. government. We may be required in the future to record additional charges to earnings if our goodwill, intangible assets, investments in equity interests, including investments held by any equity method investee, or other investments become impaired. Any such charge would adversely impact our financial results.

Fluctuations in foreign currency exchange rates may adversely affect our operating results and financial condition.

Revenue generated and expenses incurred by our international subsidiaries and any equity method investee are often denominated in the currencies of the local countries. As a result, our consolidated U.S. dollar financial statements are subject to fluctuations due to changes in exchange rates as the financial results of our international subsidiaries and any equity method investee are translated from local currencies into U.S. dollars. Our financial results are also subject to changes in exchange rates that impact the settlement of transactions in non-local currencies. The carrying values of our equity investments in any equity investee are also subject to fluctuations in the exchange rates of foreign currencies.

We use derivative instruments, such as foreign currency forward contracts and options, to partially offset certain exposures to fluctuations in foreign currency exchange rates. The use of such instruments may not offset any, or more than a portion, of the adverse financial effects of unfavorable movements in foreign currency exchange rates. Any losses on these instruments that we

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experience may adversely impact our financial results, cash flows and financial condition. Further, we hedge a portion of our net investment in Yahoo Japan Corporation (“Yahoo Japan”) with currency forward contracts and option contracts. If the Japanese yen has appreciated at maturity beyond the contract execution rate, we would be required to settle the contract by making a cash payment which could be material and could adversely impact our cash flows and financial condition. See Part I, Item 3—“Quantitative and Qualitative Disclosures About Market Risk” of this Annual Report.

Acquisitions and strategic investments could result in adverse impacts on our operations and in unanticipated liabilities.

We have acquired, and have made strategic investments in, a number of companies (including through joint ventures) in the past, and we may make additional acquisitions and strategic investments in the future. Such transactions may result in use of our cash resources, dilutive issuances of our equity securities, or incurrence of debt. Such transactions may also result in amortization expenses related to intangible assets. Our acquisitions and strategic investments to date were accompanied by a number of risks, including:

- the difficulty of integrating the operations, personnel, systems, and controls of acquired companies as a result of cultural, regulatory, systems, and operational differences;
- the potential disruption of our ongoing business and distraction of management;
- the incurrence of additional operating losses and operating expenses of the businesses we acquired or in which we invested;
- the difficulty of integrating acquired technology and rights into our services and unanticipated expenses related to such integration;
- the failure to successfully further develop an acquired business or technology and any resulting impairment of amounts currently capitalized as intangible assets;
- the failure of strategic investments to perform as expected or to meet financial projections;
- the potential for patent and trademark infringement and data privacy and security claims against the acquired companies, or companies in which we have invested;
- litigation or other claims in connection with acquisitions, acquired companies, or companies in which we have invested;
- the impairment or loss of relationships with customers and partners of the companies we acquired or in which we invested or with our customers and partners as a result of the integration of acquired operations;
- the impairment of relationships with, or failure to retain, employees of acquired companies or our existing employees as a result of integration of new personnel;
- our lack of, or limitations on our, control over the operations of our joint venture companies;
- in the case of foreign acquisitions and investments, the impact of particular economic, tax, currency, political, legal and regulatory risks associated with specific countries; and
- the impact of known potential liabilities or liabilities that may be unknown, including as a result of inadequate internal controls, associated with the companies we acquired or in which we invested.

We are likely to experience similar risks in connection with our future acquisitions and strategic investments. Our failure to be successful in addressing these risks or other problems encountered in connection with our past or future acquisitions and strategic investments could cause us to fail to realize the anticipated benefits of such acquisitions or investments, incur unanticipated liabilities, and harm our business generally.

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A variety of new and existing U.S. and foreign government laws and regulations could subject us to claims, judgments, monetary liabilities and other remedies, and to limitations on our business practices.

We are subject to numerous U.S. and foreign laws and regulations covering a wide variety of subject matters. New laws and regulations, changes in existing laws and regulations or the interpretation of them, our introduction of new products or forms of advertising (such as native advertising), or an extension of our business into new areas, could increase our future compliance costs, make our products and services less attractive to our users, or cause us to change or limit our business practices. We may incur substantial expenses to comply with laws and regulations or defend against a claim that we have not complied with them. Further, any failure on our part to comply with any relevant laws or regulations may subject us to significant civil or criminal liabilities, penalties, and negative publicity.

The application of existing domestic and international laws and regulations to us relating to issues such as user privacy and data protection, data transfer, security, defamation, pricing, advertising, taxation, gambling, sweepstakes, promotions, billing, real estate, fantasy sports, consumer protection, accessibility, content regulation, quality of services, law enforcement demands, telecommunications, mobile, television, and intellectual property ownership and infringement in many instances is unclear or unsettled. Further, the application to us or our subsidiaries of existing laws regulating or requiring licenses for certain businesses of our advertisers can be unclear. For example, paid fantasy sports contests are an area of current regulatory uncertainty, with various government authorities having taken positions that some types of contests are unlawful and/or subject to licensing requirements. U.S. export control laws and regulations also impose requirements and restrictions on exports to certain nations and persons and on our business. Internationally, we may also be subject to laws regulating our activities in foreign countries and to foreign laws and regulations that are inconsistent from country to country.

The Digital Millennium Copyright Act ("DMCA") is intended, in part, to limit the liability of eligible online service providers for caching, hosting, listing or linking to, third-party websites or user content that include materials that give rise to copyright infringement. Portions of the Communications Decency Act ("CDA") are intended to provide statutory protections to online service providers who distribute third-party content. We rely on the protections provided by both the DMCA and the CDA in conducting our business, and may be adversely impacted by future legislation and future judicial decisions altering these safe harbors or if international jurisdictions refuse to apply similar protections.

Various U.S. and international laws restrict the distribution of materials considered harmful to children and impose additional restrictions on the ability of online services to collect information from minors. These laws currently impose restrictions and requirements on our business, and future federal, state or international laws and legislative efforts designed to protect children on the Internet may impose additional requirements on us.

Our international operations expose us to additional risks that could harm our business, operating results, and financial condition.

In addition to uncertainty about our ability to continue to generate revenue from our foreign operations and expand our international market position, there are additional risks inherent in doing business internationally (including through our international joint ventures), including:

- tariffs, trade barriers, customs classifications and changes in trade regulations;

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- difficulties in developing, staffing, and simultaneously managing a large number of varying foreign operations as a result of distance, language, and cultural differences;
- stringent local labor laws and regulations;
- longer payment cycles;
- credit risk and higher levels of payment fraud;
- profit repatriation restrictions and foreign currency exchange restrictions;
- political or social unrest, economic instability, repression, or human rights issues;
- geopolitical events, including natural disasters, acts of war and terrorism;
- import or export regulations;
- compliance with U.S. laws such as the Foreign Corrupt Practices Act, and local laws prohibiting bribery and corrupt payments to government officials;
- antitrust and competition regulations;
- potentially adverse tax developments;
- seasonal volatility in business activity and local economic conditions;
- economic uncertainties relating to volatility in emerging markets and global economic uncertainty;
- laws, regulations, licensing requirements, and business practices that favor local competitors or prohibit foreign ownership or investments;
- different, uncertain or more stringent user protection, content, data protection, privacy, intellectual property and other laws; and
- risks related to other government regulation (including the potential for actions restricting access to our products), required compliance with local laws or lack of legal precedent.

We are subject to numerous and sometimes conflicting U.S. and foreign laws and regulations which increase our cost of doing business. Violations of these complex laws and regulations that apply to our international operations could result in damage awards, fines, criminal actions, sanctions, or penalties against us, our officers or our employees, prohibitions on the conduct of our business and our ability to offer products and services, and damage to our reputation. Although we have implemented policies and procedures designed to promote compliance with these laws, there can be no assurance that our employees, contractors, or agents will not violate our policies. These risks inherent in our international operations and expansion increase our costs of doing business internationally and could result in harm to our business, operating results, and financial condition.

We may be subject to legal liability associated with providing online services or content.

We host and provide a wide variety of services and technology products that enable and encourage individuals and businesses to exchange information; upload or otherwise generate photos, videos, text, and other content; advertise products and services; conduct business; and engage in various online activities both domestically and internationally. The law relating to the liability of providers of online services and products for activities of their users is currently unsettled both within the U.S. and internationally. As a publisher and producer of original content, we may be subject to claims such as copyright, libel, defamation or improper use of publicity rights, as well as other infringement claims such as plagiarism. Claims have been threatened and brought against us for defamation, negligence, breaches of contract, plagiarism, copyright and trademark infringement, unfair competition, unlawful

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activity, tort, including personal injury, fraud, or other theories based on the nature and content of information which we publish or to which we provide links or that may be posted online or generated by us or by third parties, including our users. In addition, we have been and may again in the future be subject to domestic or international actions alleging that certain content we have generated or third-party content that we have made available within our services violates laws in domestic and international jurisdictions. We arrange for the distribution of third-party advertisements to third-party publishers and advertising networks, and we offer third-party products, services, or content, such as stock quotes and trading information, under the Yahoo brand or via distribution on Yahoo Properties. We may be subject to claims concerning these products, services, or content by virtue of our involvement in marketing, branding, broadcasting, or providing access to them, even if we do not ourselves host, operate, provide, or provide access to these products, services, or content. While our agreements with respect to these products, services, and content may provide that we will be indemnified against such liabilities, the ability to receive such indemnification may be disputed, could result in substantial costs to enforce or defend, and depends on the financial resources of the other party to the agreement, and any amounts received might not be adequate to cover our liabilities or the costs associated with defense of such proceedings. Defense of any such actions could be costly and involve significant time and attention of our management and other resources, may result in monetary liabilities or penalties, and may require us to change our business in an adverse manner.

It is also possible that if any information provided directly by us contains errors or is otherwise wrongfully provided to users, third parties could make claims against us. For example, we offer web-based e-mail services, which expose us to potential risks, such as liabilities or claims, by our users and third parties, resulting from unsolicited e-mail, lost or misdirected messages, illegal or fraudulent use of e-mail, alleged violations of policies, property interests, or privacy protections, including civil or criminal laws, or interruptions or delays in e-mail service. We may also face purported consumer class actions or state actions relating to our online services, including our fee-based services (particularly in connection with any decision to discontinue a fee-based service). In addition, our customers, third parties, or government entities may assert claims or actions against us if our online services or technologies are used to spread or facilitate malicious or harmful code or applications.

Investigating and defending these types of claims are expensive, even if the claims are without merit or do not ultimately result in liability, and could subject us to significant monetary liability or cause a change in business practices that could negatively impact our ability to compete.

Certain of our metrics are subject to inherent challenges in measurement, and real or perceived inaccuracies in such metrics may harm our reputation and negatively affect our business.

We present key metrics such as unique users, number of Ads Sold, number of Paid Clicks, Search click-driven revenue, Price-per-Click and Price-per-Ad that are calculated using internal company data. We periodically review, refine and update our methodologies for monitoring, gathering, and calculating these metrics.

While our metrics are based on what we believe to be reasonable measurements and methodologies, there are inherent challenges in deriving our metrics across large online and mobile populations around the world. In addition, our user metrics may differ from estimates published by third parties or from similar metrics of our competitors due to differences in methodology. Furthermore, over time we may revise or cease reporting certain metrics that we no longer believe are useful or meaningful measures of our performance and add new metrics which we believe are better measurements of performance.

If advertisers or publishers do not perceive our metrics to be accurate, or if we discover material inaccuracies in our metrics, it could negatively affect our reputation, business and financial results.

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Any failure to scale and adapt our existing technology architecture to manage expansion of user-facing services and to respond to rapid technological change could adversely affect our business.

As some of the most visited sites on the Internet, Yahoo Properties deliver a significant number of products, services, page views, and advertising impressions to users around the world. We expect our products and services to continue to expand and change significantly and rapidly in the future to accommodate new technologies, new devices, new Internet advertising solutions, and new means of content delivery.

In addition, widespread adoption of new Internet, networking or telecommunications technologies, or other technological or platform changes, could require substantial expenditures to modify or adapt our services or infrastructure. The technology architectures and platforms utilized for our services are highly complex and may not provide satisfactory security features or support in the future, as usage increases and products and services expand, change, and become more complex. In the future, we may make additional changes to our existing, or move to completely new, architectures, platforms and systems, such as the changes we have made in response to the increased use of mobile devices such as tablets and smartphones. Such changes may be technologically challenging to develop and implement, may take time to test and deploy, may cause us to incur substantial costs or data loss, and may cause changes, delays or interruptions in service. These changes, delays, or interruptions in our service may cause our users, Affiliates and other advertising platform participants to become dissatisfied with our service or to move to competing providers or seek remedial actions or compensation. Further, to the extent that demands for our services increase, we will need to expand our infrastructure, including the capacity of our hardware servers and the sophistication of our software. This expansion is likely to be expensive and complex and require additional technical expertise. As we acquire users who rely upon us for a wide variety of services, it becomes more technologically complex and costly to retrieve, store, and integrate data that will enable us to track each user's preferences. Any difficulties experienced in adapting our architectures, platforms and infrastructure to accommodate increased traffic, to store user data, and track user preferences, together with the associated costs and potential loss of traffic, could harm our operating results, cash flows from operations, and financial condition.

We rely on third parties to provide the technologies necessary to deliver content, advertising, and services to our users, and any change in the licensing terms, costs, availability, or acceptance of these formats and technologies could adversely affect our business.

We rely on third parties to provide the technologies that we use to deliver the majority of the content, advertising, and services to our users. There can be no assurance that these providers will continue to license their technologies or intellectual property to us on reasonable terms, or at all. Providers may change the fees they charge users or otherwise change their business model in a manner that slows the widespread acceptance of their technologies. In order for our services to be successful, there must be a large base of users of the technologies necessary to deliver our content, advertising, and services. We have limited or no control over the availability or acceptance of those technologies, and any change in the licensing terms, costs, availability, or user acceptance of these technologies could adversely affect our business.

Our business depends on continued and unimpeded access to the Internet by us and our users. Internet access providers may be able to block, degrade, or charge for access to certain of our products and services, which could lead to additional expenses and the loss of users and advertisers.

Our products and services depend on the ability of our users to access the Internet, and certain of our products require significant bandwidth to work effectively. Currently, this access is provided by companies that have significant market power in the broadband and internet access marketplace,

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including incumbent telephone companies, cable companies, mobile communications companies, and government-owned service providers. Some of these providers may take, or have stated that they may take, measures that could degrade, disrupt, or increase the cost of user access to certain of our products by restricting or prohibiting the use of their infrastructure to support or facilitate our offerings, or by charging increased fees to us or our users to provide our offerings. Such interference could result in a loss of existing users and advertisers, and increased costs, and could impair our ability to attract new users and advertisers, thereby harming our revenues and growth. The adoption of any laws or regulations that limit access to the Internet by blocking, degrading or charging access fees to us or our users for certain services could decrease the demand for, or the usage of, our products, services and apps, increase our cost of doing business and adversely affect our operating results.

Any failure to manage expansion and changes to our business could adversely affect our operating results.

If we are unable to effectively manage a large and geographically dispersed group of employees or to anticipate our future growth, our business may be adversely affected. As we change and expand our business, we must also expand and adapt our operational infrastructure. Our business relies on data systems, billing systems, and financial reporting and control systems, among others. All of these systems have become increasingly complex in the recent past due to the growing complexity of our business, acquisitions of new businesses with different systems, and increased regulation over controls and procedures. To manage our business in a cost-effective manner, we will need to continue to upgrade and improve our data systems, billing systems, and other operational and financial systems, procedures, and controls. In some cases, we are outsourcing administrative functions to lower-cost providers. These upgrades, improvements and outsourcing changes will require a dedication of resources and in some cases are likely to be complex. If we are unable to adapt our systems and put adequate controls in place in a timely manner, our business may be adversely affected. In particular, sustained failures of our billing systems to accommodate increasing numbers of transactions, to accurately bill users and advertisers, or to accurately compensate Affiliates could adversely affect the viability of our business model.

We have dedicated resources to provide a variety of premium enhancements to our products, services and apps, which might not prove to be successful in generating significant revenue for us.

We offer fee-based enhancements for many of our free services. The development cycles for these technologies are long and generally require investment by us. We have invested and will continue to invest in premium products, services and apps. Some of these premium products, services and apps might not generate anticipated revenue or might not meet anticipated user adoption rates. We have previously discontinued some non-profitable premium services and may discontinue others. General economic conditions as well as the rapidly evolving competitive landscape may affect users' willingness to pay for such premium services. If we cannot generate revenue from our premium services that are greater than the cost of providing such services, our operating results could be harmed.

We may have exposure to additional tax liabilities which could negatively impact our income tax provision, net income, and cash flow.

We are subject to income taxes and other taxes in both the U.S. and the foreign jurisdictions in which we currently operate or have historically operated. The determination of our worldwide provision for income taxes and current and deferred tax assets and liabilities requires judgment and estimation. Our income taxes could be adversely affected by earnings being lower than anticipated in

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jurisdictions that have lower statutory tax rates and higher than anticipated in jurisdictions that have higher statutory tax rates, by changes in the valuation of our deferred tax assets and liabilities, or by changes in tax laws, regulations, or accounting principles.

In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. As a U.S. multinational corporation, we are subject to changing tax laws both within and outside of the U.S. We cannot predict the form or timing of potential legislative changes, but any newly enacted tax law could have a material adverse impact on our tax expense and cash flow. For example, several jurisdictions have sought to increase revenues by imposing new taxes on internet advertising or increasing general business taxes. In addition, the Organization for Economic Co-operation and Development ("OECD"), which represents a coalition of member countries, is supporting changes to numerous long-standing tax principles through its base erosion and profit shifting (BEPS) project, which is focused on a number of issues, including the shifting of profits between affiliated entities in different tax jurisdictions. To the extent any of these proposals are enacted into legislation by OECD member countries, or if other international, consensus-based tax policies and principles are amended or implemented, they could adversely affect the amount of tax we pay and thereby our financial position and results of operations.

We earn a material amount of our income from outside the U.S. As of December 31, 2015, we had undistributed foreign earnings of approximately \$3.3 billion, principally related to our equity method investment in Yahoo Japan. While we do not currently anticipate repatriating these earnings, any repatriation of funds in foreign jurisdictions to the U.S. could result in higher effective tax rates for us and subject us to significant additional U.S. income tax liabilities.

We are subject to regular review and audit by both domestic and foreign tax authorities as well as subject to the prospective and retrospective effects of changing tax regulations and legislation. Although we believe our tax estimates are reasonable, the ultimate tax outcome may materially differ from the tax amounts recorded in our consolidated financial statements and may materially affect our income tax provision, net income, or cash flows in the period or periods for which such determination and settlement is made.

Proprietary document formats may limit the effectiveness of our search technology by preventing our technology from accessing the content of documents in such formats, which could limit the effectiveness of our products and services.

A large amount of information on the Internet is provided in proprietary document formats. These proprietary document formats may limit the effectiveness of search technology by preventing the technology from accessing the content of such documents. The providers of the software applications used to create these documents could engineer the document format to prevent or interfere with the process of indexing the document contents with search technology. This would mean that the document contents would not be included in search results even if the contents were directly relevant to a search. The software providers may also seek to require us to pay them royalties in exchange for giving us the ability to search documents in their format. If the search platform technology we employ is unable to index proprietary format web documents as effectively as our competitors' technology, usage of our search services might decline, which could cause our revenue to fall.

Adverse macroeconomic conditions could cause decreases or delays in spending by our advertisers and could harm our ability to generate revenue and our results of operations.

Advertising expenditures tend to be cyclical, reflecting overall economic conditions and budgeting and buying patterns. Since we derive most of our revenue from advertising, adverse macroeconomic

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conditions have caused, and future adverse macroeconomic conditions could cause, decreases or delays in advertising spending and negatively impact our advertising revenue and short-term ability to grow our revenue. Further, any decreased collectability of accounts receivable or early termination of agreements, whether resulting from customer bankruptcies or otherwise due to adverse macroeconomic conditions, could negatively impact our results of operations.

Our stock price has been volatile historically and may continue to be volatile regardless of our operating performance.

The trading price of our common stock has been and may continue to be subject to broad fluctuations. During the twelve months ended December 31, 2015, the closing sale price of our common stock on the NASDAQ Global Select Market ranged from \$27.60 to \$50.23 per share and the closing sale price on February 12, 2016 was \$27.04 per share. Our stock price may fluctuate in response to a number of events and factors, such as variations in quarterly operating results or announcements of technological innovations, significant transactions, or new features, products or services by us or our competitors; changes in financial estimates and recommendations by securities analysts; the operating and stock price performance of, or other developments involving, other companies that investors may deem comparable to us; trends in our industry; general economic conditions; and the operating performance and market valuation of Alibaba Group Holding Limited (“Alibaba Group”) and Yahoo Japan in which we have investments. The equity valuation of our investment in Yahoo Japan may be impacted due to fluctuations in foreign currency exchange rates. We present our investment in Alibaba Group on our consolidated balance sheet as an available-for-sale marketable security. Consequently, the carrying value of this investment on our consolidated balance sheet will vary over time and fluctuations in its valuation may cause our stock price to fluctuate.

In addition, the stock market in general, and the market prices for companies in our industry, have experienced volatility that often has been unrelated to operating performance. These broad market and industry fluctuations may adversely affect the price of our stock, regardless of our operating performance. A decrease in the market price of our common stock would likely adversely impact the trading price of the 0.00% Convertible Senior Notes due 2018 that we issued in November 2013 (the “Notes”). Volatility or a lack of positive performance in our stock price may also adversely affect our ability to retain key employees who have been granted stock options or other stock-based awards. A sustained decline in our stock price and market capitalization could lead to an impairment charge to our long-lived assets.

Delaware statutes and certain provisions in our charter documents could make it more difficult for a third-party to acquire us.

Our Board has the authority to issue up to 10 million shares of preferred stock and to determine the price, rights, preferences, privileges and restrictions, including voting rights, of those shares without any further vote or action by the stockholders. The rights of the holders of our common stock may be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued in the future. The issuance of preferred stock may have the effect of delaying, deterring or preventing a change in control of Yahoo without further action by the stockholders and may adversely affect the voting and other rights of the holders of our common stock.

Some provisions of our charter documents, including provisions eliminating the ability of stockholders to take action by written consent and limiting the ability of stockholders to raise matters at a meeting of stockholders without giving advance notice, may have the effect of delaying or preventing changes in control or changes in our management, which could have an adverse effect on the market price of our stock and the value of the \$1.4375 billion aggregate principal amount of

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the Notes we issued in November 2013. In addition, our charter documents do not permit cumulative voting, which may make it more difficult for a third-party to gain control of our Board. Further, we are subject to the anti-takeover provisions of Section 203 of the Delaware General Corporation Law, which will prohibit us from engaging in a “business combination” with an “interested stockholder” for a period of three years after the date of the transaction in which the person became an interested stockholder, even if such combination is favored by a majority of stockholders, unless the business combination is approved in a prescribed manner. The application of Section 203 also could have the effect of delaying or preventing a change in control of us.

Any of these provisions could, under certain circumstances, depress the market price of our common stock and the Notes.

Risks Relating to the Notes

The conditional conversion feature of the Notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional conversion feature of the Notes is triggered, holders of Notes will be entitled to convert the Notes at any time during specified periods at their option. If one or more holders elect to convert their Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

We may not have the ability to raise the funds necessary to settle conversions of the Notes in cash or to repurchase the Notes upon a fundamental change, and our future debt may contain limitations on our ability to pay cash upon conversion or repurchase of the Notes.

Holders of the Notes will have the right to require us to repurchase all or a portion of their Notes upon the occurrence of a fundamental change at a repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus accrued and unpaid special interest, if any. We may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of Notes surrendered therefore, or pay cash with respect to Notes being converted if we elect not to issue shares, which could harm our reputation and affect the trading price of our common stock.

The note hedge and warrant transactions may affect the value of the Notes and our common stock.

In connection with the pricing of the Notes, we entered into note hedge transactions with the option counterparties. The note hedge transactions are generally expected to reduce the potential dilution upon conversion of the Notes and/or offset any cash payments we are required to make in excess of the principal amount of converted Notes, as the case may be. We also entered into warrant transactions with the option counterparties. However, the warrant transactions could separately have a dilutive effect to the extent that the market price per share of our common stock exceeds the applicable strike price of the warrants.

In connection with establishing their initial hedge of the note hedge and warrant transactions, the option counterparties or their respective affiliates have purchased shares of our common stock

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and/or entered into various derivative transactions with respect to our common stock concurrently with or shortly after the pricing of the Notes. In addition, the option counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock or other securities of ours in secondary market transactions prior to the maturity of the Notes (and are likely to do so during any observation period related to a conversion of Notes or following any repurchase of Notes by us on any fundamental repurchase date or otherwise). This activity could cause or avoid an increase or a decrease in the market price of our common stock or the Notes.

Any adverse change in the rating of the Notes or the Company may cause their trading price to decline.

While we did not solicit a credit rating on the Company or on the Notes, one rating service has rated both the Notes and the Company. If that rating service announces its intention to put the Company or the Notes on credit watch or lowers its rating on the Company or the Notes below any rating initially assigned to the Company or the Notes, the trading price of the Notes could decline.

The accounting method for convertible debt securities that may be settled in cash, such as the Notes, could have a material effect on our reported financial results.

In May 2008, the Financial Accounting Standards Board ("FASB") issued FASB Staff Position No. APB 14-1, Accounting for Convertible Debt Instruments That May Be Settled in Cash Upon Conversion (Including Partial Cash Settlement), which has subsequently been codified as Accounting Standards Codification ("ASC") 470-20, Debt with Conversion and Other Options, which we refer to as ASC 470-20. Under ASC 470-20, an entity must separately account for the liability and equity components of the convertible debt instruments (such as the Notes) that may be settled entirely or partially in cash upon conversion in a manner that reflects the issuer's economic interest cost. The effect of ASC 470-20 on the accounting for the Notes is that the equity component is required to be included in the additional paid-in capital section of stockholders' equity on our consolidated balance sheet, and the value of the equity component would be treated as debt discount for purposes of accounting for the debt component of the Notes. As a result, we will be required to record a greater amount of non-cash interest expense in current periods presented as a result of the amortization of the discounted carrying value of the Notes to their face amount over the term of the Notes. We will report lower net income in our financial results because ASC 470-20 will require interest to include the current period's amortization of the debt discount, which could adversely affect our reported or future financial results, the trading price of our common stock and the trading price of the Notes.

In addition, under certain circumstances, convertible debt instruments (such as the Notes) that may be settled entirely or partly in cash are currently accounted for utilizing the treasury stock method, the effect of which is that the shares issuable upon conversion of the Notes are not included in the calculation of diluted earnings per share except to the extent that the conversion value of the Notes exceeds their principal amount. Under the treasury stock method, for diluted earnings per share purposes, the transaction is accounted for as if the number of shares of common stock that would be necessary to settle such excess, if we elected to settle such excess in shares, are issued. We cannot be sure that the accounting standards in the future will continue to permit the use of the treasury stock method. If we are unable to use the treasury stock method in accounting for the shares issuable upon conversion of the Notes, then our diluted earnings per share would be adversely affected.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our headquarters is located in Sunnyvale, California and consists of owned space aggregating approximately one million square feet. We lease office space in Argentina, Australia, Brazil, Canada, France, Germany, Hong Kong, India, Ireland, Israel, Italy, Japan, Mexico, New Zealand, Norway, Singapore, Spain, Taiwan, the United Arab Emirates, and the United Kingdom. In the United States, we lease offices in various locations, including Atlanta, Beaverton, Boston, Champaign, Chicago, Dallas, Detroit, Hillsboro, the Los Angeles Area, Miami, Mountain View, New York, Omaha, San Francisco, and Washington, D.C. Our data centers are operated in locations in the United States, Brazil, Europe, and Asia. In connection with our strategic plan, we are exploring contract terminations and subleases where we feel we no longer need office space.

We believe that our existing facilities will be adequate to meet current requirements, and that suitable additional or substitute space will be available as needed to accommodate any further physical expansion of operations and for any additional sales offices.

Item 3. Legal Proceedings

For a description of our material legal proceedings, see “Legal Contingencies” in Note 12—“Commitments and Contingencies” in the Notes to our consolidated financial statements, which is incorporated herein by reference.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information for Common Stock

Yahoo! Inc. common stock is quoted on the NASDAQ Global Select Market under the symbol "YHOO." The following table sets forth the range of high and low per share sales prices as reported for each period indicated:

	2014		2015	
	High	Low	High	Low
First quarter	\$ 41.72	\$ 34.45	\$ 50.78	\$ 41.80
Second quarter	\$ 37.30	\$ 32.15	\$ 46.17	\$ 38.85
Third quarter	\$ 44.01	\$ 32.93	\$ 39.98	\$ 27.20
Fourth quarter	\$ 52.62	\$ 36.20	\$ 36.39	\$ 28.43

Stockholders

We had 8,846 stockholders of record as of February 12, 2016.

Dividends

We have not declared or paid any cash dividends on our common stock. We presently do not have plans to pay any cash dividends in the near future.

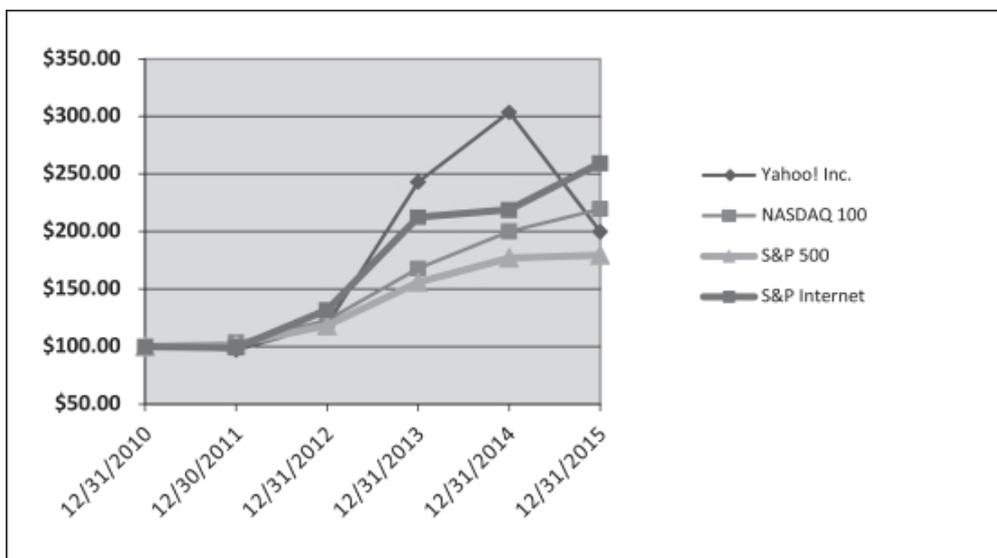
Issuer Repurchases of Equity Securities

We did not purchase any shares of our common stock during the fourth quarter of 2015.

Performance Graph

This performance graph shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that section and shall not be deemed to be incorporated by reference into any filing of Yahoo! Inc. under the Securities Act or the Exchange Act.

The following graph compares, for the five-year period ended December 31, 2015, the cumulative total stockholder return for Yahoo's common stock, the NASDAQ 100 Index, the Standard & Poor's North American Technology-Internet Index (the "S&P Internet"), and the Standard & Poor's 500 Stock Index (the "S&P 500"). Measurement points are the last trading day of each of Yahoo's fiscal years ended December 31, 2011, 2012, 2013, 2014, and 2015. The graph assumes that \$100 was invested at the market close on December 31, 2010 in the common stock of Yahoo, the NASDAQ 100 Index, the S&P Internet, and the S&P 500 and assumes reinvestment of any dividends. The stock price performance on the following graph is not necessarily indicative of future stock price performance.



Item 6. Selected Financial Data

The following selected consolidated financial data should be read in conjunction with the consolidated financial statements and notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" appearing elsewhere in this Annual Report on Form 10-K. The consolidated statements of operations data and the consolidated balance sheets data for the years ended, and as of, December 31, 2011, 2012, 2013, 2014, and 2015 are derived from our audited consolidated financial statements.

Consolidated Statements of Operations Data:

	Years Ended December 31,				
	2011 ⁽³⁾	2012 ⁽⁴⁾	2013 ⁽⁵⁾	2014 ⁽⁶⁾	2015 ⁽⁷⁾
	(in thousands, except per share amounts)				
Revenue	\$ 4,984,199	\$ 4,986,566	\$ 4,680,380	\$ 4,618,133	\$ 4,968,301
Total operating expenses	\$ 4,183,858	\$ 4,420,198	\$ 4,090,454	\$ 4,475,191	\$ 9,716,795
Income (loss) from operations ⁽¹⁾	\$ 800,341	\$ 566,368	\$ 589,926	\$ 142,942	\$ (4,748,494)
Other income (expense), net ⁽²⁾	\$ 27,175	\$ 4,647,839	\$ 43,357	\$ 10,369,439	\$ (75,782)
(Provision) benefit for income taxes	\$ (241,767)	\$ (1,940,043)	\$ (153,392)	\$ (4,038,102)	\$ 89,598
Earnings in equity interests	\$ 476,920	\$ 676,438	\$ 896,675	\$ 1,057,863	\$ 383,571
Net income (loss) attributable to Yahoo! Inc.	\$ 1,048,827	\$ 3,945,479	\$ 1,366,281	\$ 7,521,731	\$ (4,359,082)
Net income (loss) attributable to Yahoo! Inc. common stockholders per share—basic	\$ 0.82	\$ 3.31	\$ 1.30	\$ 7.61	\$ (4.64)
Net income (loss) attributable to Yahoo! Inc. common stockholders per share—diluted	\$ 0.82	\$ 3.28	\$ 1.26	\$ 7.45	\$ (4.64)
Shares used in per share calculation—basic	1,274,240	1,192,775	1,052,705	987,819	939,141
Shares used in per share calculation—diluted	1,282,282	1,202,906	1,070,811	1,004,108	939,141
(1) Includes:					
Stock-based compensation expense	\$ 203,958	\$ 224,365	\$ 278,220	\$ 420,174	\$ 457,153
Restructuring charges, net	\$ 24,420	\$ 236,170	\$ 3,766	\$ 103,450	\$ 104,019
(2) Includes:					
Gain on sale of Alibaba Group shares	\$ —	\$ 4,603,322	\$ —	\$ —	\$ —
Gain on sale of Alibaba Group ADSs	\$ —	\$ —	\$ —	\$ 10,319,437	\$ —

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- (3) Our net income attributable to Yahoo! Inc. for the year ended December 31, 2011 included a non-cash gain of \$25 million, net of tax, related to the dilution of our ownership interest in Alibaba Group Holding Limited ("Alibaba Group") and a non-cash loss of \$33 million related to impairments of assets held by Yahoo Japan. In addition, in the year ended December 31, 2011, we recorded net restructuring charges of \$24 million related to our cost reduction initiatives. Apart from the Search Agreement, the tax impact of the items referred to above was an \$8 million benefit, and these items had a net negative impact of \$24 million on net income attributable to Yahoo! Inc., or \$0.02 per both basic and diluted share, for the year ended December 31, 2011.
- (4) Our net income attributable to Yahoo! Inc. for the year ended December 31, 2012 included a pre-tax gain of approximately \$4.6 billion and an after-tax gain of \$2.8 billion related to our sale to Alibaba Group of 523 million ordinary shares of Alibaba Group ("Alibaba Group shares"). In addition, in the year ended December 31, 2012, we recorded net restructuring charges of \$236 million related to our cost reduction initiatives. In the aggregate, these items had a net positive impact of \$2.6 billion on net income attributable to Yahoo! Inc., or \$2.15 per basic share and \$2.13 per diluted share, for the year ended December 31, 2012.
- (5) Our net income attributable to Yahoo! Inc. for the year ended December 31, 2013 included pre-tax gains of approximately \$80 million related to sales of patents and a goodwill impairment charge of \$64 million. In the year ended December 31, 2013, we recorded net restructuring charges of \$4 million related to our cost reduction initiatives. The tax impact of the items referred to above was \$22 million, and in the aggregate, these items had a net negative impact of \$10 million on net income attributable to Yahoo! Inc., or \$0.01 per both basic and diluted share, for the year ended December 31, 2013.
- (6) Our net income attributable to Yahoo! Inc. for the year ended December 31, 2014 included a pre-tax gain of approximately \$10.3 billion and an after-tax gain of \$6.3 billion related to our sale of American Depositary Shares ("ADSs") of Alibaba Group in Alibaba Group's initial public offering (the "Alibaba Group IPO") in September 2014. In addition, in the year ended December 31, 2014, we recorded gains of approximately \$98 million related to sales of patents, a gain on the Hortonworks Inc. ("Hortonworks") warrants of \$98 million, a goodwill impairment charge of \$88 million, and net restructuring charges of \$103 million related to our cost reduction initiatives. The tax impact of the items referred to above was \$3.9 billion, and in the aggregate, these items had a net positive impact of \$6 billion on net income attributable to Yahoo! Inc., or \$6.04 per basic share and \$5.94 per diluted share, for the year ended December 31, 2014.
- (7) Our net income (loss) attributable to Yahoo! Inc. for the year ended December 31, 2015, included a goodwill impairment charge of \$4,461 million, net restructuring charges of \$104 million related to our cost reduction initiatives, an asset impairment charge of \$44 million related to originally developed and acquired content, a loss on the Hortonworks warrants of \$19 million, an intangibles impairment charge of \$15 million and gains of approximately \$11 million related to sales of patents. The tax impact of the items referred to above was a \$129 million benefit, and in the aggregate, these items had a net negative impact of \$4,503 million on net income attributable to Yahoo! Inc., or \$4.79 per both basic share and diluted share, for the year ended December 31, 2015.

Consolidated Balance Sheets Data:

	December 31,				
	2011	2012 ⁽¹⁾	2013 ⁽²⁾	2014 ⁽³⁾	2015 ⁽⁴⁾
	(In thousands)				
Cash and cash equivalents	\$ 1,562,390	\$ 2,667,778	\$ 2,077,590	\$ 2,664,098	\$ 1,631,911
Marketable securities	\$ 967,527	\$ 3,354,600	\$ 2,919,804	\$ 7,558,304	\$ 5,201,073
Alibaba Group equity securities	\$ —	\$ —	\$ —	\$ 39,867,789	\$ 31,172,361
Alibaba Group Preference Shares	\$ —	\$ 816,261	\$ —	\$ —	\$ —
Working capital	\$ 2,245,175	\$ 4,362,481	\$ 3,685,545	\$ 4,929,438	\$ 6,229,939
Goodwill	\$ 3,900,752	\$ 3,826,749	\$ 4,679,648	\$ 5,152,570	\$ 808,114
Investments in equity interests	\$ 4,749,044	\$ 2,840,157	\$ 3,426,347	\$ 2,489,578	\$ 2,503,229
Total assets	\$ 14,782,786	\$ 17,103,253	\$ 16,804,959	\$ 61,707,336	\$ 45,203,966
Income taxes payable related to the sale of Alibaba Group ADSs	\$ —	\$ —	\$ —	\$ 3,282,293	\$ —
Long-term deferred tax liabilities related to Alibaba Group equity securities	\$ —	\$ —	\$ —	\$ 16,154,906	\$ 12,611,867
Long-term liabilities	\$ 994,078	\$ 1,207,418	\$ 2,334,050	\$ 2,251,855	\$ 2,235,299
Total Yahoo! Inc. stockholders' equity	\$ 12,541,067	\$ 14,560,200	\$ 13,074,909	\$ 38,785,592	\$ 29,079,420

- (1) During the year ended December 31, 2012, we received \$13.54 per Share, or approximately \$7.1 billion in total consideration, for the 523 million Alibaba Group shares we sold back to Alibaba Group. Approximately \$6.3 billion of the consideration was received in cash and \$800 million was received in Alibaba Group Preference Shares. We paid cash taxes of \$2.3 billion related to the transaction.
- (2) During the year ended December 31, 2013, we received net proceeds of \$1.4 billion from the issuance of the \$1.4375 billion of 0.00% Convertible Notes due 2018 (the "Notes") issued in November 2013. See Note 11—"Convertible Notes" in the Notes to our consolidated financial statements for additional information.
- (3) During the year ended December 31, 2014, we received net proceeds of \$9.4 billion from the sale of Alibaba Group ADSs in Alibaba Group's IPO. As a result of the IPO, we no longer account for Alibaba Group using the equity method of accounting, and reflect our remaining investment as an equity security rather than in investments in equity interests.
- (4) During the year ended December 31, 2015, we satisfied the \$3.3 billion income tax liability related to the sale of ADSs in Alibaba Group's IPO in September 2014.

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Overview

Yahoo! Inc., together with its consolidated subsidiaries (“Yahoo,” the “Company,” “we,” or “us”), is a guide to digital information discovery, focused on informing, connecting, and entertaining our users through our search, communications, and digital content products. By creating highly personalized experiences, we help users discover the information that matters most to them around the world — on mobile or desktop. We create value for advertisers with a streamlined, simple advertising technology stack that leverages Yahoo’s data, content, and technology to connect advertisers with their target audiences. Advertisers can build their businesses through advertising to targeted audiences on our online properties and services (“Yahoo Properties”) and a distribution network of third party entities (“Affiliates”) who integrate our advertising offerings into their websites or other offerings (“Affiliate sites”). Our revenue is generated principally from search and display advertising. We continue to manage and measure our business geographically, principally in the Americas, EMEA (Europe, Middle East, and Africa), and Asia Pacific.

In the following Management’s Discussion and Analysis, we provide information regarding the following areas:

- Key Financial Metrics;
- Recent Developments;
- Significant Transactions;
- Results of Operations;
- Segment Reporting;
- Liquidity and Capital Resources;
- Critical Accounting Policies and Estimates; and
- Recent Accounting Pronouncements.

Key Financial Metrics

The key financial metrics we use are as follows: revenue; revenue less traffic acquisition costs (“TAC”), or revenue ex-TAC; income (loss) from operations; adjusted EBITDA; net income (loss) attributable to Yahoo! Inc.; net cash provided by (used in) operating activities; and free cash flow. Revenue ex-TAC, adjusted EBITDA, and free cash flow are financial measures that are not defined in accordance with U.S. generally accepted accounting principles (“GAAP”). We use these non-GAAP financial measures for internal managerial purposes and to facilitate period-to-period comparisons. See “Non-GAAP Financial Measures” below for a description of, and limitations specific to, each of these non-GAAP financial measures.

	Years Ended December 31,		
	2013	2014	2015
	(in thousands)		
Revenue	\$ 4,680,380	\$ 4,618,133	\$ 4,968,301
Revenue ex-TAC	\$ 4,425,938	\$ 4,400,602	\$ 4,090,787
Income (loss) from operations ⁽¹⁾	\$ 589,926	\$ 142,942	\$ (4,748,494)
Adjusted EBITDA	\$ 1,564,245	\$ 1,361,548	\$ 951,740
Net income (loss) attributable to Yahoo! Inc.	\$ 1,366,281	\$ 7,521,731	\$ (4,359,082)
Net cash provided by (used in) operating activities	\$ 1,195,247	\$ 916,350	\$ (2,383,422)
Free cash flow ⁽²⁾	\$ 786,465	\$ 586,632	\$ (3,010,172)
(1) Includes:			
Stock-based compensation expense	\$ 278,220	\$ 420,174	\$ 457,153
Restructuring charges, net	\$ 3,766	\$ 103,450	\$ 104,019
Asset impairment charge	\$ —	\$ —	\$ 44,381
Goodwill impairment charge	\$ 63,555	\$ 88,414	\$ 4,460,837
Intangibles impairment charge	\$ —	\$ —	\$ 15,423

(2) During the year ended December 31, 2015, we satisfied the \$3.3 billion income tax liability related to the sale of Alibaba Group American Depository Shares (“ADSs”) in Alibaba Group’s initial public offering (“Alibaba Group IPO”) in September 2014.

Non-GAAP Financial Measures

Revenue ex-TAC. Revenue ex-TAC is a non-GAAP financial measure defined as GAAP revenue less TAC that has been recorded as a cost of revenue. TAC consists of payments made to Affiliates and payments made to companies that direct consumer and business traffic to Yahoo Properties. TAC is recorded either as a reduction of revenue or as cost of revenue.

We present revenue ex-TAC to provide investors a metric used by us for evaluation and decision-making purposes and to provide investors with comparable revenue numbers when comparing to our historical reported financial information. A limitation of revenue ex-TAC is that it is a measure we defined for internal and investor purposes that may be unique to us, and therefore it may not enhance the comparability of our results to those of other companies in our industry who have similar business arrangements but address the impact of TAC differently. Management compensates for these limitations by also relying on the comparable GAAP financial measures of revenue and cost of revenue—TAC.

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Adjusted EBITDA. Adjusted EBITDA is a non-GAAP financial measure defined as net income (loss) attributable to Yahoo! Inc. before taxes, depreciation, amortization of intangible assets, stock-based compensation expense, other income (expense), net (which includes interest), earnings in equity interests, net income attributable to noncontrolling interests, and other gains, losses, and expenses that we do not believe are indicative of our ongoing results.

We present adjusted EBITDA because the exclusion of certain gains, losses, and expenses facilitates comparisons of the operating performance of our Company on a period-to-period basis. Adjusted EBITDA has limitations as an analytical tool and should not be considered in isolation or as a substitute for results reported under GAAP. These limitations include: adjusted EBITDA does not reflect tax payments and such payments reflect a reduction in cash available to us; adjusted EBITDA does not reflect the periodic costs of certain capitalized tangible and intangible assets used in generating revenues in our businesses; adjusted EBITDA does not include stock-based compensation expense related to our workforce; adjusted EBITDA also excludes other income (expense), net (which includes interest), earnings in equity interests, net income attributable to noncontrolling interests and other gains, losses, and expenses that we do not believe are indicative of our ongoing results, and these items may represent a reduction or increase in cash available to us; and adjusted EBITDA is a measure that may be unique to us, and therefore it may not enhance the comparability of our results to other companies in our industry. Management compensates for these limitations by also relying on the comparable GAAP financial measure of net income (loss) attributable to Yahoo! Inc., which includes taxes, depreciation, amortization, stock-based compensation expense, other income (expense), net (which includes interest), earnings in equity interests, net income attributable to noncontrolling interests and the other gains, losses and expenses that are excluded from adjusted EBITDA.

Free Cash Flow. Free cash flow is a non-GAAP financial measure defined as net cash provided by (used in) operating activities (adjusted to include excess tax benefits from stock-based awards), less acquisition of property and equipment, net (i.e., acquisition of property and equipment less proceeds received from disposition of property and equipment) and dividends received from equity investees.

We consider free cash flow to be a liquidity measure which provides useful information to management and investors about the amount of cash generated by business operations, after deducting our net payments for acquisitions and dispositions of property and equipment, which cash can then be used for strategic opportunities or other business purposes including, among others, investing in our business, making strategic acquisitions, strengthening the balance sheet, and repurchasing stock. A limitation of free cash flow is that it does not represent the total increase or decrease in the cash balance for the period. Management compensates for this limitation by also relying on the net change in cash and cash equivalents as presented in our consolidated statements of cash flows prepared in accordance with GAAP which incorporates all cash movements during the period.

Revenue

	Years Ended December 31,			2013-2014 % Change	2014-2015 % Change
	2013	2014	2015		
	(dollars in thousands)				
Revenue	\$ 4,680,380	\$ 4,618,133	\$ 4,968,301	(1)%	8%
Less: TAC	254,442	217,531	877,514	(15)%	303%
Revenue ex-TAC	<u>\$ 4,425,938</u>	<u>\$ 4,400,602</u>	<u>\$ 4,090,787</u>	(1)%	(7)%

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For the year ended December 31, 2015, revenue and TAC increased \$350 million and \$660 million, respectively, or 8 percent and 303 percent, compared to 2014. For the year ended December 31, 2015, revenue ex-TAC (a non-GAAP financial measure) decreased \$310 million, or 7 percent, compared to 2014. The increase in revenue for the year ended December 31, 2015 was primarily attributable to an increase in search and display revenue resulting from an increase in revenue from distribution partners, including Mozilla Corporation ("Mozilla"), revenue from mobile devices and incremental revenue from the BrightRoll acquisition, a programmatic video advertising platform that we acquired in December 2014. This growth was partially offset by declines in our legacy desktop display business, search revenue driven by a decline in Yahoo search traffic, and a decline in other revenue associated with Alibaba Group royalty revenue, for which we no longer recognize fees revenue due to the cessation of royalties. The increase in TAC for the year ended December 31, 2015, which exceeded the revenue increases for the same period resulting in a decline in revenue ex-TAC, was primarily driven by higher payments to distribution partners, including Mozilla, TAC increase associated with Gemini, and incremental TAC related to the BrightRoll acquisition.

Of the \$350 million increase in revenue and \$660 million increase in TAC for the year ended December 31, 2015, \$394 million and \$375 million were attributable to the agreement we entered into in November 2014 to compensate Mozilla for making us the default search provider on certain of Mozilla's products in the United States (the "Mozilla Agreement"). See "Results of Operations" for a more detailed discussion of the factors that contributed to the changes in revenue and TAC during this period.

Gemini is our unified marketplace for search and native advertising on Yahoo Properties and Affiliate sites. Gemini ads appear on search results pages in response to queries and also as native ads alongside display content. Advertisers place ads on the Gemini platform through our simple self-serve interface, as well as through Yahoo's traditional sales force; we do not source Gemini ads from Microsoft or other third-party providers. Because we are the primary obligor to Gemini advertisers, we recognize Gemini revenue gross of the related TAC paid to Affiliates. During 2015, we increased the proportion of search queries being routed to the Gemini platform, which resulted in reduced paid clicks as we work to optimize the system. We expect to see a reduction in the impact on paid clicks by the second half of 2016.

For the year ended December 31, 2014, revenue, TAC and revenue ex-TAC decreased \$62 million, \$37 million and \$25 million, respectively, or 1 percent, 15 percent, and 1 percent, compared to 2013. The decrease in revenue was attributable to a decline in display revenue resulting from a mix shift from premium to native ad units, as well as a decline in other revenue associated with a decline in listings-based revenue. These declines were partially offset by an increase in search revenue driven by revenue-per-search in the Americas segment on Yahoo Properties and growth in advertising revenue from mobile. The decline in TAC for the year ended December 31, 2014, compared to 2013, was primarily driven by the impact of the transition of paid search to Microsoft's platform.

We expect 2016 revenue to be less than the amount reported in 2015 as a result of the completion of recognition of deferred revenue under the Technology and Intellectual Property License Agreement (the "TIPLA") with Alibaba Group, strategic product exits, declines in our legacy desktop display business and a decline in desktop search volume. We expect growth from our Mavens offerings to partially offset this decline.

Mavens Revenue

One of our primary strategies is to invest in and grow our Mavens offerings. Revenue from our Mavens offerings is generated from, without duplication, (i) mobile (as defined below), (ii) video ads and video ad packages, (iii) native ads, and (iv) Tumblr and Polyvore ads and fees.

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Mavens revenue for the year ended December 31, 2015 increased 45 percent to \$1,660 million, compared to \$1,148 million for the year ended December 31, 2014. The increase in Mavens revenue for the year ended December 31, 2015 was primarily related to growth in mobile advertising, and to a lesser extent, growth in native and video advertising.

We expect our Mavens revenue to increase in 2016 from the amount reported in 2015.

Mobile Revenue

With the significant platform shift to mobile devices, we continue to focus on mobile products and mobile ad formats. We have refreshed the user experience on mobile across a number of Yahoo Properties, including Fantasy Sports, Sports, Mail, Search and Tumblr. As of December 31, 2015, we had more than 600 million monthly mobile users (including mobile Tumblr users).

Mobile revenue is generated in connection with user activity on mobile devices, including smartphones and tablets (a “device-based” approach), regardless of whether the device is accessing a mobile-optimized service. Mobile revenue is primarily generated by search and display advertising. Mobile search revenue is generated from clicks on text-based links to advertisers’ websites that appear primarily on search results pages. Search revenue is recognized based on Paid Clicks. A Paid Click occurs when an end-user clicks on a sponsored listing on Yahoo Properties or Affiliate sites for which an advertiser pays on a per click basis. Mobile display revenue is generated from the display of graphical, non-graphical, and video advertisements on mobile devices. The Company recognizes revenue from display advertising on Yahoo Properties and Affiliate sites as impressions of or clicks on display advertisements are delivered. Impressions are delivered when a sold advertisement appears in pages viewed by users. Clicks are delivered when a user clicks on a native advertisement. Mobile revenue also includes leads, listings and fees revenue and e-commerce revenue allocated to user activity on mobile devices. Mobile revenue is included within Search, Display, and Other revenue that we have reported.

Mobile revenue for the year ended December 31, 2015 increased 36 percent to \$1,048 million, compared to \$768 million for the year ended December 31, 2014. The increase in mobile revenue for the year ended December 31, 2015 was primarily attributable to growth in display revenue on mobile devices driven by native advertising and growth in search revenue on mobile devices driven by mobile search advertising on our Yahoo Gemini platform.

We expect our mobile revenue to increase in 2016 from the amount reported in 2015.

Adjusted EBITDA (a non-GAAP financial measure)

	Years Ended December 31,		
	2013	2014	2015
	(dollars in thousands)		
Net income (loss) attributable to Yahoo! Inc.	\$ 1,366,281	\$ 7,521,731	\$ (4,359,082)
Advisory fees	—	—	8,808
Depreciation and amortization	628,778	606,568	609,613
Stock-based compensation expense	278,220	420,174	457,153
Asset impairment charge	—	—	44,381
Goodwill impairment charge	63,555	88,414	4,460,837
Intangibles impairment charge	—	—	15,423
Restructuring charges, net	3,766	103,450	104,019
Other income (expense), net	(43,357)	(10,369,439)	75,782
(Provision) benefit for income taxes	153,392	4,038,102	(89,598)
Earnings in equity interests, net of tax	(896,675)	(1,057,863)	(383,571)
Net income attributable to noncontrolling interests	10,285	10,411	7,975
Adjusted EBITDA	\$ 1,564,245	\$ 1,361,548	\$ 951,740
Percentage of Revenue ex-TAC(*)	35%	31%	23%

(*) Net income (loss) attributable to Yahoo! Inc. as a percentage of GAAP revenue in 2013, 2014, and 2015 was 29 percent, 163 percent, and (88) percent, respectively.

For the year ended December 31, 2015, adjusted EBITDA decreased \$410 million, or 30 percent, compared to 2014, mainly due to higher TAC payments to support our growth and partnership initiatives across Search, Communications and Digital Content, a lower benefit from patent sales year-over-year, and an increase in direct costs in the Americas segment, partially offset by a decline in global operating costs.

For the year ended December 31, 2014, adjusted EBITDA decreased \$203 million, or 13 percent, compared to 2013, mainly due to an increase in global operating costs to support our growth initiatives.

Free Cash Flow (a non-GAAP financial measure)

	Years Ended December 31,		
	2013	2014	2015
	(in thousands)		
Net cash provided by (used in) operating activities	\$ 1,195,247	\$ 916,350	\$ (2,383,422)
Acquisition of property and equipment, net	(338,131)	(395,615)	(542,987)
Excess tax benefits from stock-based awards	64,407	149,582	58,282
Dividends received from equity investees	(135,058)	(83,685)	(142,045)
Free cash flow	\$ 786,465	\$ 586,632	\$ (3,010,172)

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For the year ended December 31, 2015, free cash flow decreased \$3.6 billion, compared to 2014, primarily due to satisfaction of the \$3.3 billion income tax liability related to the sale of Alibaba Group ADSs in September 2014 and an increase in the acquisition of property and equipment to support our product investment initiatives in our Mail, Search, and Mavens offerings.

For the year ended December 31, 2014, free cash flow decreased \$200 million, compared to 2013, primarily due to a decline in adjusted EBITDA and an increase in the acquisition of property and equipment to support our growth initiatives.

Recent Developments

On February 2, 2016, we announced a strategic plan to simplify Yahoo, narrowing our focus on areas of strength to fuel growth, drive revenue, and increase efficiency in 2016 and beyond. We will simplify our product portfolio to emphasize the products that distinguish us competitively and drive the most substantial portion of users, revenue and market opportunity. As part of this plan, we also announced plans to reduce costs, including reducing our work force by approximately 15 percent by the end of 2016 and closing five offices, and to explore divesting non-core assets.

In parallel with executing our strategic plan, we are also exploring strategic alternatives, including transactions to separate our remaining stake in Alibaba Group from our operating business focusing on a reverse spin transaction, as well as exploring strategic proposals for the operating business. Our Board has formed a Strategic Review Committee of independent directors to lead this process. The Strategic Review Committee has engaged advisors and is establishing a process for engaging with interested parties regarding strategic alternatives.

Significant Transactions

Search Agreement with Microsoft Corporation

The term of the Search Agreement is 10 years from its commencement date, February 23, 2010, subject to earlier termination as provided in the Search Agreement. Under the current terms of the Search Agreement, as amended on April 15, 2015 by the Eleventh Amendment to the Search Agreement (the "Eleventh Amendment"), we are entitled to receive a percentage of the revenue (the "Revenue Share Rate") generated from Microsoft's services on Yahoo Properties and on Affiliate sites equal to 93 percent. Microsoft receives its 7 percent revenue share before deduction of the Affiliate site's share of revenue. The Affiliate site's share of revenue is deducted from our 93 percent Revenue Share Rate. Pursuant to the Eleventh Amendment, commencing on May 1, 2015, we also agreed to request paid search results from Microsoft for 51 percent of our search queries originating from personal computers accessing Yahoo Properties and our Affiliate sites and will display only Microsoft's paid search results on such search result pages.

Previously under the Search Agreement, Yahoo had sales exclusivity for both Yahoo's and Microsoft's premium advertisers. Pursuant to the Eleventh Amendment to the Search Agreement, this sales exclusivity terminated on July 1, 2015. Yahoo and Microsoft have been transitioning premium advertisers for Microsoft's paid search services to Microsoft on a market-by-market basis. As of February 26, 2016, such transition was substantially complete for most markets in North America and Europe, and the parties are cooperating on transitioning the remaining markets.

Revenue under the Search Agreement represented approximately 31 percent, 35 percent, and 35 percent of our revenue for the years ended December 31, 2013, 2014, and 2015, respectively.

See Note 19—"Search Agreement with Microsoft Corporation" in the Notes to our consolidated financial statements for additional information.

Services Agreement with Google Inc.

On October 19, 2015, Yahoo and Google entered into the Google Services Agreement (the “Services Agreement”). The Services Agreement expires on December 31, 2018, subject to earlier termination as provided in the Services Agreement. Pursuant to the Services Agreement, Google will provide us with search advertisements through Google’s AdSense for Search service (“AFS”), web algorithmic search services through Google’s Websearch Service, and image search services. The results provided by Google for these services will be available to us for display on both desktop and mobile platforms. We may use Google’s services on Yahoo Properties and on certain Affiliate sites in the United States (U.S.), Canada, Hong Kong, Taiwan, Singapore, Thailand, Vietnam, Philippines, Indonesia, Malaysia, India, Middle East, Africa, Mexico, Argentina, Brazil, Colombia, Chile, Venezuela, Peru, Australia and New Zealand.

Under the Services Agreement, we have discretion to select which search queries to send to Google and are not obligated to send any minimum number of search queries. The Services Agreement is non-exclusive and expressly permits us to use any other search advertising services, including our own service, the services of Microsoft or other third parties.

Google will pay us a percentage of the gross revenues from AFS ads displayed on Yahoo Properties or Affiliate sites. The percentage will vary depending on whether the ads are displayed on U.S. desktop sites, non-U.S. desktop sites or on the tablet or mobile phone versions of the Yahoo Properties or our Affiliate sites. We will pay Google fees for requests for image search results or web algorithmic search results.

The Services Agreement may be terminated by either party upon certain events, including, among others: upon a material breach subject to certain limitations; in the event of a change in control (as defined in the Services Agreement); and subject to certain conditions and limitations, the occurrence or threatened occurrence of certain litigation or regulatory proceedings adversely impacting the performance of the Services Agreement or a party as a result of the continued performance of the Services Agreement.

Acquisition of Polyvore

On September 2, 2015, we completed the acquisition of Polyvore, a social commerce website, for \$161 million. Polyvore lets users across the globe discover and shop for their favorite products in fashion, beauty and home décor.

See Note 4—“Acquisitions and Dispositions” in the Notes to our consolidated financial statements for additional information.

Results of Operations

	Years Ended December 31,		
	2013	2014	2015
	(dollars in thousands)		
Total revenue	\$ 4,680,380	\$ 4,618,133	\$ 4,968,301
Total operating expenses ⁽¹⁾	4,090,454	4,475,191	9,716,795
Income (loss) from operations	<u>\$ 589,926</u>	<u>\$ 142,942</u>	<u>\$ (4,748,494)</u>
(1) Includes:			
Stock-based compensation expense	\$ 278,220	\$ 420,174	\$ 457,153
Restructuring charges, net	\$ 3,766	\$ 103,450	\$ 104,019
Asset impairment charge	\$ —	\$ —	\$ 44,381
Goodwill impairment charge	\$ 63,555	\$ 88,414	\$ 4,460,837
Intangibles impairment charge	\$ —	\$ —	\$ 15,423
Items as a percentage of revenue			
Total revenue	100%	100%	100%
Total operating expenses	87%	97%	196%
Income (loss) from operations	<u>13%</u>	<u>3%</u>	<u>(96)%</u>
Includes:			
Stock-based compensation expense	6%	9%	9%

Revenue

We generate revenue principally from search and display advertising on Yahoo Properties and Affiliate sites, with the majority of our revenue coming from advertising on Yahoo Properties. Our margins on revenue from advertising on Yahoo Properties are higher than our margins on revenue from advertising on Affiliate sites, as we pay TAC to our Affiliates. Additionally, we generate revenue from other sources including listings-based services, facilitating commercial transactions, royalties, patent licenses, and consumer and business fee-based services.

Search Revenue

Search revenue is generated from mobile and desktop clicks on text-based links to advertisers' websites that appear primarily on search results pages ("search advertising"). We recognize revenue from search advertising on Yahoo Properties and Affiliate sites. Search revenue is recognized based on Paid Clicks. A Paid Click occurs when an end-user clicks on a sponsored listing on Yahoo Properties or Affiliate sites for which an advertiser pays on a per click basis. Under the Search Agreement with Microsoft we report as revenue our 93 percent revenue share as we are not the primary obligor in the arrangement with the advertisers and publishers, and the amounts paid to Affiliates are recorded as a reduction of revenue. The search revenue generated from mobile ads served through Yahoo Gemini that involve traffic supplied by Affiliates is reported gross of the TAC paid to Affiliates (reported as cost of revenue—TAC) as we perform the search service. Accordingly, we are considered the primary obligor to the advertisers who are the customers of the search advertising service. In October 2015, We reached an agreement with Google that provides us with additional flexibility to choose among suppliers of search results and ads. Google's offerings

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complement the search services provided by Microsoft and Yahoo Gemini (Yahoo's marketplace for search and native advertising). We also generate search revenue from a revenue sharing arrangement with Yahoo Japan Corporation ("Yahoo Japan") for search technology and services as reported.

The following table presents search revenue and that revenue as a percentage of total revenue for the periods presented (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
Search			
Yahoo Properties	\$ 1,371,134	\$ 1,518,035	\$ 1,809,711
Affiliate sites	370,657	274,826	274,428
Total search revenue	<u>\$ 1,741,791</u>	<u>\$ 1,792,861</u>	<u>\$ 2,084,139</u>
Search as a percentage of total revenue			
Yahoo Properties	29%	33%	36%
Affiliate sites	8%	6%	6%
Total search revenue	<u>37%</u>	<u>39%</u>	<u>42%</u>

Search revenue for the year ended December 31, 2015 increased \$291 million, or 16 percent, compared to 2014. This increase in search revenue was attributable to growth in revenue generated on Yahoo Properties of \$292 million, primarily in the Americas segment. This increase resulted from higher search volume on desktop due primarily to the Mozilla Agreement, which contributed \$394 million, as well as an increase in revenue from search advertising on mobile devices. The increase was partially offset by a decline in click volume on other visits to Yahoo Properties. Affiliate search revenue overall remained flat but consisted of declines in the Asia Pacific and EMEA segments of \$30 million and \$13 million, respectively, partially offset by an increase in the Americas segment of \$42 million.

The total increase in search revenue for the year ended December 31, 2015 described above included the impact of unfavorable foreign exchange fluctuations of \$41 million using the foreign currency exchange rates from the year ended December 31, 2014.

Search revenue for the year ended December 31, 2014 increased \$51 million, or 3 percent, compared to 2013, driven by higher revenue-per-search in the Americas segment on Yahoo Properties and growth in advertising revenue from mobile, partially offset by the impact of the Microsoft transition in the Asia Pacific segment. Search revenue grew despite the expiration in March 2014 of Microsoft's guarantee of Yahoo revenue-per-search under the Search Agreement (the "RPS Guarantee") in the U.S. The increase in search revenue for the year ended December 31, 2014 was primarily attributable to an increase in advertising revenue on Yahoo Properties in the Americas, EMEA, and Asia Pacific segments of \$94 million, \$38 million, and \$15 million, respectively, partially offset by a decline in advertising revenue on Affiliate sites in the Americas, EMEA, and Asia Pacific segments of \$12 million, \$8 million and \$76 million, respectively. The decline in Affiliate search revenue in the Asia Pacific segment was due to the required change in revenue presentation for transitioned markets from a gross (before TAC) to a net (after TAC) basis.

Display Revenue

Display revenue is generated from the display of graphical, non-graphical, and video advertisements ("display advertising"). We earn revenue from guaranteed or "premium" display advertising by

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delivering advertisements according to advertisers' specified criteria, such as number of impressions during a fixed period on a specific placement. Also, we earn revenue from non-guaranteed display advertising, which includes native advertising, by delivering advertisements on a preemptible basis.

We recognize revenue from display advertising on Yahoo Properties and Affiliate sites as impressions of or clicks on display advertisements are delivered. Impressions are delivered when a sold advertisement appears in pages viewed by users. Clicks are delivered when a user clicks on a native advertisement. Arrangements for these services generally have terms of up to one year and in some cases the terms may be up to three years. For display advertising on Affiliate sites, we pay TAC to Affiliates for the revenue generated from the display of these advertisements on the Affiliate sites. The display revenue derived from these arrangements that involve traffic supplied by Affiliates is reported on a gross basis (before deducting the TAC paid to Affiliates as cost of revenue—TAC) as we are the primary obligor to the advertisers who are the customers of the display advertising service.

The following table presents display revenue and that revenue as a percentage of total revenue for the periods presented (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
Display			
Yahoo Properties	\$ 1,776,938	\$ 1,706,675	\$ 1,693,411
Affiliate sites	172,892	161,360	380,750
Total display revenue	<u>\$ 1,949,830</u>	<u>\$ 1,868,035</u>	<u>\$ 2,074,161</u>
Display as a percentage of total revenue			
Yahoo Properties	38%	37%	34%
Affiliate sites	4%	3%	8%
Total display revenue	<u>42%</u>	<u>40%</u>	<u>42%</u>

Display revenue for the year ended December 31, 2015 increased \$206 million, or 11 percent, compared to 2014. For the year ended December 31, 2015, the increase in display revenue was driven by increased Affiliate revenue in the Americas, EMEA and Asia Pacific segments of \$145 million, \$41 million and \$33 million, respectively, as well as an increase in display revenue on Yahoo Properties in the Americas segment of \$94 million. This was partially offset by declines in display revenue on Yahoo Properties in the EMEA and Asia Pacific segments of \$49 million and \$58 million, respectively. The increase in Affiliate display revenue for the year ended December 31, 2015 resulted primarily from an increase in video and native advertising, including incremental revenue from the BrightRoll acquisition and an increase in revenue from native advertising on mobile devices. The increase in display revenue on Yahoo Properties in the Americas segment was due to growth in native advertising. The decrease in display revenue on Yahoo Properties in the EMEA and Asia Pacific segments for the year ended December 31, 2015 was primarily driven by declines in volume and pricing of premium and audience advertising, partially offset by an increase in volume of native advertising.

The total increase in display revenue for the year ended December 31, 2015 described above included the impact of unfavorable foreign exchange fluctuations of \$68 million using the foreign currency exchange rates from the year ended December 31, 2014.

Display revenue for the year ended December 31, 2014 decreased \$82 million, or 4 percent, compared to 2013, primarily due to a mix shift from premium ad units to lower monetizing native ad units. The

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decline for the year ended December 31, 2014 was primarily attributable to a decline in advertising revenue on Yahoo Properties in the Americas, EMEA, and Asia Pacific segments of \$36 million, \$8 million, and \$26 million, respectively, and a decline in advertising revenue on Affiliate sites in the EMEA segment of \$15 million, partially offset by an increase in advertising revenue on Affiliate sites in the Asia Pacific segment of \$3 million.

Other Revenue

Other revenue includes listings-based services revenue, transaction revenue, royalties, patent licenses and fees revenue. Listings-based services revenue is generated from a variety of consumer and business listings-based services, including classified advertising, such as Yahoo Local and other services. We recognize listings-based services revenue when the services are performed. Transaction revenue is generated from facilitating commercial transactions through Yahoo Properties, principally from Yahoo Small Business, Yahoo Travel, and Yahoo Shopping. We recognize transaction revenue when there is evidence that qualifying transactions have occurred. We also receive royalties from Yahoo Japan that are recognized when earned. We received royalties from Alibaba Group through the third quarter of 2015 that were recognized when earned. See Note 8—"Investments in Equity Interests Accounted for Using the Equity Method of Accounting" in the Notes to our consolidated financial statements for additional information on revenue earned from Yahoo Japan and Alibaba Group. Fees revenue consists of revenue generated from a variety of consumer and business fee-based services as well as services for small businesses. We recognize fees revenue when the services are performed.

The following table presents other revenue and that revenue as a percentage of total revenue for the periods presented (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
Other revenue	\$ 988,759	\$ 957,237	\$ 810,001
Other revenue as a percentage of total revenue	21%	21%	16%

Other revenue for the year ended December 31, 2015 decreased \$147 million, or 15 percent, compared to 2014, primarily attributable to a decline in fees and listings-based revenue of \$79 million and \$69 million, respectively. The decline in fees revenue was primarily attributable to a decline in Alibaba Group royalty revenue pursuant to the TIPLA, for which we ceased recognizing fees revenue in September 2014 due to the Alibaba Group IPO. The decline in listings-based revenue was attributable to a decline in auction and exchange fees, shopping traffic, and expiration of a partner agreement. The decline in fees and listings-based revenue was also attributable to declines in Yahoo Small Business associated with a reduction in its subscriber base.

The decline in other revenue for the year ended December 31, 2015 described above included the impact of unfavorable foreign exchange fluctuations of \$10 million using the foreign currency exchange rates from the year ended December 31, 2014.

Other revenue for the year ended December 31, 2014 decreased \$32 million, or 3 percent, compared to 2013. The decrease for the year ended December 31, 2014 was primarily attributable to a decline in listings-based revenue in the Americas, EMEA and Asia Pacific segments of \$47 million, \$15 million, and \$6 million, respectively, partially offset by an increase in fees revenue in the Americas segment of \$37 million. The increase in fees revenue in the Americas segment for the year ended December 31,

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2014 was primarily attributable to royalty revenue associated with the patent sale and license agreement that we entered into in the second quarter of 2014. See Note 4—“Acquisitions and Dispositions” in the Notes to our consolidated financial statements for additional information.

We expect other revenue to decline in 2016, as compared to 2015, as a result of completing the recognition of deferred revenue under the TIPLA with Alibaba Group in the third quarter of 2015, for which we no longer recognize associated fees revenue.

Search and Display Metrics

We present information below regarding the number of “Paid Clicks” and “Price-per-Click” for search and the number of “Ads Sold” and “Price-per-Ad” for display. This information is derived from internal data.

“Paid Clicks” are defined as clicks by end-users on sponsored search listings (excluding native ad units, which are defined as display ads that appear in the content streams viewed by users) on Yahoo Properties and Affiliate sites. Advertisers generally pay for sponsored search listings on a per-click basis. “Search click-driven revenue” is gross search revenue (GAAP search revenue plus the related revenue share with third parties), excluding the Microsoft RPS Guarantee and search revenue from Yahoo Japan. “Price-per-Click” is defined as search click-driven revenue divided by our total number of Paid Clicks.

“Ads Sold” consist of display ad impressions for paying advertisers on Yahoo Properties (including mobile) and Affiliate sites (including Flurry and BrightRoll). “Price-per-Ad” is defined as display revenue from Yahoo Properties (including mobile) and Affiliate sites (including Flurry and BrightRoll) divided by our total number of Ads Sold. Our price and volume metrics for display are based on display revenue which we report on a gross basis (before TAC), and include data for graphical, sponsorship, and native ad units on Yahoo Properties (including mobile) and Affiliate sites (including Flurry and BrightRoll).

We periodically review, refine and update our methodologies for monitoring, gathering, and counting number of Paid Clicks and Ads Sold and for calculating search click-driven revenue, Price-per-Click, and Price-per-Ad. Commencing in the first quarter 2015, our display price and volume metrics (Price-per-Ad and Ads Sold) include (a) results from Yahoo Properties worldwide (other than Japan, where Yahoo branded sites are operated by third-party licensees), whereas previously those metrics excluded countries and regions where historical data was not previously retained in a manner that would support period-to-period comparisons; (b) results from Affiliate sites (including Affiliates of Flurry and BrightRoll) and (c) historical Tumblr data commencing in the three months ended June 30, 2013, whereas previously Tumblr data was limited to (i) native ad results commencing in the three months ended March 31, 2014 and (ii) other display ad results commencing in the three months ended September 30, 2014. Prior period amounts have been updated to conform to the current presentation.

Search Metrics

For the year ended December 31, 2015, Paid Clicks increased 6 percent and Price-per-Click increased 2 percent, compared to 2014. The increase in Paid Clicks for the year ended December 31, 2015 was primarily attributable to an increase in Paid Clicks on Yahoo Properties in the Americas segment, attributable to our agreements with Mozilla and other distribution partners, partially offset by a decline in Paid Clicks from Affiliate and Yahoo traffic. The increase in Price-per-Click for year ended December 31, 2015 was attributable to a higher mix of traffic from the Americas segment, which is higher monetizing as compared to other segments, as well as improved pricing from Affiliate traffic.

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Improvements in the search metrics resulted in year-over-year growth of 9 percent in search click-driven revenue for the year ended December 31, 2015.

For the year ended December 31, 2014, Paid Clicks increased 5 percent and Price-per-Click increased 11 percent, compared to 2013. The increase in Paid Clicks for the year ended December 31, 2014 was attributable to an increase in Paid Clicks on Yahoo Properties from distribution partners primarily in the Americas segment, partially offset by a decline in Paid Clicks on Affiliate sites related to traffic quality initiatives across the segments. The increase in Price-per-Click for the year ended December 31, 2014 was primarily driven by a higher mix of traffic from the Americas segment, which is higher monetizing as compared to other segments, and improved Affiliate traffic quality across all segments resulting in higher Price-per-Click. Improvements in Price-per-Click resulted in year-over-year growth in search click-driven revenue for the year ended December 31, 2014 of 17 percent.

Display Metrics

For the year ended December 31, 2015, number of Ads Sold increased 12 percent and Price-per-Ad increased 2 percent, compared to 2014. The increase in Ads Sold year-over-year for the year ended December 31, 2015 was attributable to an increase in native and video ad units sold which was partially offset by a decline in premium ad units sold. The increase in native ad units sold was primarily attributable to growth internationally and growth in our network of mobile apps. Native ad units represented approximately 44 percent of total Ads Sold for the year ended December 31, 2015, as compared to 31 percent of total Ads Sold for the year ended December 31, 2014. The increase in Price-per-Ad was due to improved pricing for native advertising and video representing a larger share of the inventory mix, partially offset by a shift in the mix of Ads Sold from premium advertising to native advertising.

For the year ended December 31, 2014, number of Ads Sold increased 6 percent and Price-per-Ad decreased 9 percent, compared to 2013. The increase in number of Ads Sold for the year ended December 31, 2014 was attributable to an increase in native ad units sold, partially offset by a decline in audience Ads Sold. Native ad units were launched late in the second quarter of 2013. Native ad units represented approximately 31 percent of total Ads Sold for the year ended December 31, 2014, as compared to 5 percent of total Ads Sold for the year ended December 31, 2013. The decrease in Price-per-Ad for the year ended December 31, 2014 was due to a shift in the mix of Ads Sold toward lower monetizing native ad units.

Operating Costs and Expenses

Cost of Revenue—TAC

Cost of revenue—TAC consists of payments made to third-party entities that have integrated our advertising offerings into their websites or other offerings and payments made to companies that direct consumer and business traffic to Yahoo Properties. We enter into agreements of varying duration that involve TAC. There are generally two economic structures of the Affiliate agreements: fixed payments with or without a guaranteed minimum amount of traffic delivered or variable payments based on a percentage of our revenue or based on a certain metric, such as number of searches or paid clicks. We expense TAC under two different methods. Agreements with fixed payments are expensed ratably over the term the fixed payment covers or as traffic is delivered. Agreements based on a percentage of revenue, number of searches, or other metrics are expensed based on the volume of the underlying activity or revenue multiplied by the agreed-upon price or rate. We also have an agreement to compensate Mozilla for making us the default search provider on certain of Mozilla's products in the United States. We record those payments as cost of revenue—TAC.

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The following table presents cost of revenue—TAC and those expenses as a percentage of revenue for the periods presented (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
Cost of revenue—TAC	\$ 254,442	\$ 217,531	\$ 877,514
Cost of revenue—TAC as a percentage of revenue	6%	5%	18%

Cost of revenue—TAC for the year ended December 31, 2015 increased \$660 million, or 303 percent, compared to 2014, primarily due to increased payments to distribution partners (including Mozilla which contributed \$375 million) as well as increased TAC associated with Gemini, and incremental TAC from the BrightRoll acquisition.

Cost of revenue—TAC for the year ended December 31, 2014 decreased \$37 million, or 15 percent, compared to 2013. The decrease for the year ended December 31, 2014, compared to 2013, was primarily attributable to declines in TAC in the Asia Pacific and EMEA segments of \$38 million and \$6 million, respectively, partially offset by an increase in TAC in the Americas segment of \$8 million related to an increase in search and listings-based TAC. The decline in the Asia Pacific segment was primarily attributable to the required change in revenue presentation for transitioned markets from a gross (before TAC) basis to a net (after TAC).

We expect cost of revenue—TAC to continue to grow in 2016 as a result of an increase in traffic on Affiliate sites through our Gemini platform across search and native advertising.

Cost of Revenue—Other

Cost of revenue—other consists of bandwidth costs, stock-based compensation, content and other expenses associated with the production and usage of Yahoo Properties, including content expense and amortization of developed technology and patents. Cost of revenue—other also includes costs for Yahoo's technology platforms and infrastructure, including depreciation expense and other operating costs, directly related to revenue generating activities.

The following table presents cost of revenue—other and those expenses as a percentage of revenue for the periods presented (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
Cost of revenue—other	\$ 1,094,938	\$ 1,169,844	\$ 1,200,234
Cost of revenue—other as a percentage of revenue	23%	25%	24%

Cost of revenue—other increased \$30 million, or 3 percent, for the year ended December 31, 2015, compared to 2014, primarily due to higher cost of revenue of \$48 million related to algorithmic serving costs, our e-commerce business in the Asia Pacific segment, BrightRoll video advertising fees, an increase in depreciation and amortization expense of \$16 million, and an increase in content expense of \$13 million. This increase in cost of revenue—other was partially offset by declines in bandwidth costs of \$21 million, stock-based compensation expense of \$10 million, and compensation costs of \$17 million.

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Cost of revenue—other increased \$75 million, or 7 percent, for the year ended December 31, 2014, compared to 2013, due to increases in compensation costs of \$59 million, stock-based compensation expense of \$27 million and credit card fees of \$5 million, partially offset by a decline in depreciation and amortization expense of \$22 million.

Sales and Marketing

Sales and marketing expenses consist primarily of advertising and other marketing-related expenses, compensation-related expenses (including stock-based compensation expense), sales commissions, and travel costs.

The following table presents sales and marketing expenses and those expenses as a percentage of revenue for the periods presented (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
Sales and marketing expenses	\$ 1,083,872	\$ 1,084,438	\$ 1,080,718
Sales and marketing expenses as a percentage of revenue	23%	24%	22%

Sales and marketing expenses for the year ended December 31, 2015 decreased \$4 million, compared to 2014, primarily attributable to declines in compensation costs of \$52 million, stock-based compensation expense of \$4 million and travel and entertainment expense of \$4 million, partially offset by an increase in marketing expense of \$38 million, bad debt expense of \$14 million, and outside service provider expenses of \$5 million. The decline in compensation costs was primarily attributable to a 17 percent decrease in headcount year-over-year. The increase in marketing expense was primarily due to costs associated with a partner deal entered into in 2015 and brand marketing campaigns in 2015 for which there were no similar campaigns in 2014.

Sales and marketing expenses for the year ended December 31, 2014 increased \$1 million, compared to 2013. For the year ended December 31, 2014, stock-based compensation expense increased \$44 million, and marketing and public relations expense increased \$14 million. These increases were partially offset by declines in compensation costs of \$25 million, travel and entertainment expense of \$12 million, outside service provider expenses of \$12 million and depreciation and amortization expense of \$6 million. The increase in stock-based compensation expense for the year ended December 31, 2014 was attributable to an increase in the number of awards being expensed at a higher fair value. The increase in marketing and public relations expense for the year ended December 31, 2014 was primarily due to increased media advertising and spend on promotional event management.

Product Development

Product development expenses consist primarily of compensation-related expenses (including stock-based compensation expense) incurred for the development of, enhancements to and maintenance of Yahoo Properties, classification and organization of listings within Yahoo Properties, research and development, and Yahoo's technology platforms and infrastructure. Depreciation expense and other operating costs are also included in product development.

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The following table presents product development expenses and those expenses as a percentage of revenue for the periods presented (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
Product development expenses	\$ 957,587	\$ 1,156,386	\$ 1,177,923
Product development expenses as a percentage of revenue	21%	24%	24%

Product development expenses for the year ended December 31, 2015 increased \$22 million, or 2 percent, compared to 2014, primarily attributable to an increase of \$51 million in stock-based compensation expense, as well as an increase in investment activities supporting our search, communications and other product initiatives of \$35 million. This increase was partially offset by a decline in depreciation and amortization expense of \$37 million, facilities and equipment expense of \$15 million and compensation costs of \$11 million. The increase in stock-based compensation expense was due to an increase in the number of awards granted at a higher fair value. The decline in compensation costs is primarily attributable to a 17 percent decline in headcount year-over-year, as well as a decline in transition and relocation costs.

Product development expenses for the year ended December 31, 2014 increased \$199 million, or 21 percent, compared to 2013, primarily attributable to increases in compensation costs of \$141 million, stock-based compensation expense of \$56 million, and a decline in capitalizable projects of \$38 million, partially offset by declines in depreciation and amortization expense of \$12 million, outside service provider expense of \$14 million, and travel and entertainment expense of \$10 million. The increase in compensation costs for the year ended December 31, 2014 was primarily attributable to a 6 percent increase in headcount year-over-year, including incremental headcount for mobile and search as well as merit-based increases in salaries, increases in costs from a shift in location of employees, increases in benefits, increased headcount from acquisitions, and increases in incentive compensation. The increase in stock-based compensation expense for the year ended December 31, 2014 was attributable to an increase in the number of awards being expensed at a higher fair value and an increase in expense related to equity assumed and granted related to acquisitions.

General and Administrative

General and administrative expenses consist primarily of compensation-related expenses (including stock-based compensation expense) related to other corporate departments and fees for professional services.

The following table presents general and administrative expenses and those expenses as a percentage of revenue for the periods presented (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
General and administrative expenses	\$ 667,403	\$ 686,272	\$ 687,804
General and administrative expenses as a percentage of revenue	14%	15%	14%

General and administrative expenses for the year ended December 31, 2015 increased \$2 million, compared to 2014, primarily attributable to increases of \$26 million due to net gains on disposal of assets, business tax refunds received and legal settlements in 2014 for which there are no similar

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benefits in 2015, \$14 million in depreciation and amortization expense, travel and entertainment expense of \$4 million and marketing and public relations expense of \$4 million. These increases in general and administrative expenses were partially offset by declines in facilities and equipment expense of \$16 million, outside service provider expense of \$16 million and compensation costs of \$14 million. The decline in compensation costs was primarily attributable to a 19 percent decline in headcount year-over-year.

General and administrative expenses for the year ended December 31, 2014 increased \$19 million, or 3 percent, compared to 2013, due to increases in stock-based compensation expense of \$16 million, outside service provider expense of \$3 million, facilities and equipment expense of \$16 million, and compensation costs of \$2 million. These increases were partially offset by a decline in depreciation and amortization expense of \$4 million, benefits related to net gains on disposal of assets of \$9 million and business tax refunds received of \$6 million. The increase in stock-based compensation expense for the year ended December 31, 2014 was attributable to an increase in the number of awards being expensed at a higher fair value.

Amortization of Intangibles

We have purchased, and expect to continue purchasing, assets and/or businesses, which may include the purchase of intangible assets. Intangible assets include customer, affiliate, and advertiser-related relationships and tradenames, trademarks and domain names. Amortization of developed technology and patents is included in the cost of revenue—other, and not in amortization of intangibles.

The following table presents amortization of intangibles and those expenses as a percentage of revenue for the periods presented (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
Amortization of intangibles	\$ 44,841	\$ 66,750	\$ 79,042
Amortization of intangibles as a percentage of revenue	1%	2%	2%

Amortization of intangibles for the year ended December 31, 2015 increased \$12 million, or 18 percent, compared to 2014, primarily driven by incremental amortization of intangible assets related to BrightRoll, which we acquired in the fourth quarter of 2014, as well as incremental amortization of intangibles assets related to companies acquired in 2015.

Amortization of intangibles for the year ended December 31, 2014 increased \$22 million, or 49 percent, compared to 2013, primarily driven by amortization of intangible assets related to Tumblr, which we acquired in the second quarter of 2013.

Gain on Sales of Patents

The following table presents gain on sales of patents and those gains as a percentage of revenue for the periods presented (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
Gain on sales of patents	\$ (79,950)	\$ (97,894)	\$ (11,100)
Gain on sales of patents as a percentage of revenue	(2)%	(2)%	0%

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For the year ended December 31, 2015, we sold certain patents and recorded a gain on sales of patents of approximately \$11 million.

For the year ended December 31, 2014, we sold certain patents and recorded a gain on sales of patents of approximately \$98 million. The gain on sales of patents include patents sold to a wholly-owned affiliate of Alibaba Group for a gain on sale of \$24 million and patents sold to Yahoo Japan for a gain on sale of \$12 million.

For the year ended December 31, 2013, we sold certain patents and recorded a gain on sales of patents of approximately \$80 million. The gain on sales of patents was primarily related to a patent sale agreement with a wholly-owned affiliate of Alibaba Group entered into during 2013 for \$70 million.

See Note 4—"Acquisitions and Dispositions" in the Notes to our consolidated financial statements for additional information.

Asset Impairment Charge

The following table presents asset impairment charge and those charges as a percentage of revenue for the periods presented (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
Asset impairment charge	\$ —	\$ —	\$ 44,381
Asset impairment charge as a percentage of revenue	0%	0%	1%

During the year ended December 31, 2015, we recorded an asset impairment charge of \$16 million related to originally developed content equal to the amount by which the unamortized cost of the originally developed content exceeded its estimated fair value and \$28 million for acquired content equal to the amount by which the unamortized cost of the acquired content exceeded its net realizable value.

Goodwill Impairment Charge

The following table presents goodwill impairment charge and those charges as a percentage of revenue for the periods presented (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
Goodwill impairment charge	\$ 63,555	\$ 88,414	\$ 4,460,837
Goodwill impairment charge as a percentage of revenue	1%	2%	90%

During 2015, we recorded a \$4,461 million goodwill impairment charge. The impairments were a result of a combination of factors, including a sustained decrease in our market capitalization in the fourth quarter of 2015 and lower estimated projected revenue and profitability in the near term. We concluded that the carrying value of our U.S. & Canada, Europe, Tumblr, and Latin America reporting units exceeded their respective estimated fair values and recorded a goodwill impairment charge of approximately \$3,692 million, \$531 million, \$230 million and \$8 million, respectively.

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During 2014, we recorded an \$88 million goodwill impairment charge for the Middle East and India & Southeast Asia reporting units. The impairment resulted from a decline in business conditions in the Middle East and India & Southeast Asia during the latter half of 2014.

During 2013, we recorded a \$64 million goodwill impairment charge for the Middle East reporting unit. The impairment resulted from a decline in business conditions in the Middle East during the latter half of 2013.

See Note 5—"Goodwill" in the Notes to our consolidated financial statements and "Critical Accounting Policies—Goodwill" within Management's Discussion and Analysis for additional information.

Intangibles Impairment Charge

The following table presents intangibles impairment charge and those charges as a percentage of revenue for the periods presented (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
Intangibles impairment charge	\$ —	\$ —	\$ 15,423
Intangibles impairment charge as a percentage of revenue	0%	0%	0%

In the fourth quarter of 2015, we reviewed both definite-lived and indefinite-lived intangible assets for impairment. No impairment was identified for definite-lived intangibles. For indefinite-lived intangibles, we performed a quantitative test comparing the fair value of the indefinite-lived intangible assets with their carrying amount and recorded an impairment charge of \$15 million related to certain indefinite-lived intangible assets in the EMEA segment. See Intangible Assets within Note 1—"The Company And Summary Of Significant Accounting Policies" and Note 6—"Intangible Assets, Net" in the Notes to our consolidated financial statements for additional information.

Restructuring Charges, Net

Restructuring charges, net was comprised of the following (dollars in thousands):

	Year Ended December 31,		
	2013	2014	2015
Employee severance pay and related costs	\$ 12,337	\$ 30,749	\$ 69,042
Non-cancelable lease, contract termination, and other charges	15,822	79,317	36,526
Reversals of previous charges	(24,940)	(3,222)	(7,404)
Non-cash accelerations of stock-based compensation expense	—	—	2,705
Other non-cash charges (credits), net	547	(3,394)	3,150
Restructuring charges, net	<u>\$ 3,766</u>	<u>\$ 103,450</u>	<u>\$ 104,019</u>

We have implemented various restructuring plans to reduce our cost structure, align resources with our product strategy and improve efficiency, which have resulted in workforce reductions and the consolidation of certain real estate facilities and data centers. For the year ended December 31, 2015, we recorded expense of \$69 million, \$31 million, and \$4 million related to the Americas, EMEA, and Asia Pacific segments, respectively. For the year ended December 31, 2014, we recorded expense of

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\$76 million, \$25 million, and \$2 million related to the Americas, EMEA, and Asia Pacific segments, respectively. For the year ended December 31, 2013, we recorded expense of \$1 million, \$3 million, and less than \$1 million related to the Americas, EMEA, and Asia Pacific segments, respectively. The amounts recorded during the year ended December 31, 2015 were primarily related to severance, facility and other related costs pursuant to restructuring plans that we initiated in 2015. The amounts recorded during the year ended December 31, 2014 were primarily related to the consolidation of a data center as we ceased use of that facility pursuant to a restructuring plan we initiated in 2011 and severance charges related to restructuring plans that we initiated in 2014 as part of our location strategy and to align resources. The amounts recorded during the year ended December 31, 2013 were part of our continued efforts to streamline our operations and focus our resources.

The \$66 million restructuring liability as of December 31, 2015 consists of \$15 million for employee severance expenses, which we expect to pay out by the end of the second quarter of 2017, and \$51 million related to non-cancelable lease costs, which we expect to pay over the terms of the related obligations through the fourth quarter of 2025, less estimated sublease income.

In connection with our strategic plan, which we announced on February 2, 2016 would include reducing our workforce by approximately 15 percent by the end of 2016 and exiting five offices, we expect to incur cash charges for severance pay expenses and related cash expenditures, and in connection with the consolidation and exit of facilities, and non-cash charges related to stock-based compensation expense and impairment costs.

See Note 20—"Subsequent Events" in the Notes to our consolidated financial statements for additional information.

Other Income (Expense), Net

Other income (expense), net was as follows (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
Interest, dividend, and investment income	\$ 57,544	\$ 26,309	\$ 34,383
Interest expense	(14,319)	(68,851)	(71,865)
Gain on sale of Alibaba Group ADSs	—	10,319,437	—
Gain (loss) on Hortonworks warrants	—	98,062	(19,201)
Foreign exchange gain (losses)	(6,197)	(14,687)	(22,226)
Other	6,329	9,169	3,127
Total other income (expense), net	<u>\$ 43,357</u>	<u>\$ 10,369,439</u>	<u>\$ (75,782)</u>

Interest, dividend, and investment income consists of income earned from cash and cash equivalents in bank accounts, marketable debt securities, and dividend income on the Alibaba Group Preference Shares prior to the redemption of such shares in May 2013. Interest, dividend and investment income increased \$8 million for the year ended December 31, 2015, compared to 2014, primarily due to an increase in interest income. Interest, dividend, and investment income decreased \$31 million for the year ended December 31, 2014, compared to 2013, primarily due to dividend income on the Alibaba Group Preference Shares received during the year ended December 31, 2013, for which there was no similar income for the year ended December 31, 2014.

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Interest expense is related to the \$1.4375 billion of Notes we issued in November 2013, interest expense on notes payable related to building obligations, and capital lease obligations for data centers. Interest expense increased \$3 million and \$54 million for the years ended December 31, 2015 and 2014, respectively, compared to 2014 and 2013, respectively, primarily due to the accreted non-cash interest expense related to the Notes.

For the year ended December 31, 2014, we recorded a pre-tax gain of approximately \$10 billion related to the sale of Alibaba Group ADSs.

We hold warrants that vested upon the December 12, 2014 initial public offering of Hortonworks Inc. ("Hortonworks"), which entitle us to purchase an aggregate of 3.7 million shares of Hortonworks common stock upon exercise of the warrants. We hold 6.5 million preferred warrants that are exercisable for 3.25 million shares of common stock at an exercise price of \$0.01 per share, as well as 0.5 million common warrants that are exercisable for 0.5 million shares of common stock at an exercise price of \$8.46 per share. We determined the estimated fair value of the warrants using the Black-Scholes model. For the year ended December 31, 2015, we recorded a loss of \$19 million due to the change in estimated fair value of the Hortonworks warrants during the period, which was recorded through other income, net in our consolidated statements of operations. During the year ended December 31, 2014, we recorded a gain of \$57 million upon the initial public offering of Hortonworks and a \$41 million gain related to the mark to market of the warrants held as of December 31, 2014, which were included within other income, net on the consolidated statements of operations.

Foreign exchange losses consists of foreign exchange gains and losses due to re-measurement of monetary assets and liabilities denominated in non-functional currencies, and unrealized and realized foreign currency transaction gains and losses, including gains and losses related to balance sheet hedges.

Other consists of gains from other non-operational items.

Other income (expense), net may fluctuate in future periods due to changes in our average investment balances, changes in interest and foreign exchange rates, changes in the fair value of foreign currency forward contracts, realized gains and losses on investments, and impairments of investments.

[Table of Contents](#)**Income Taxes**

The benefit for income taxes for the year ended December 31, 2015 differs from the amount computed by applying the federal statutory income tax rate to income before benefit for income taxes and earnings in equity interests as follows (dollars in thousands):

	Years Ended December 31,					
	2013	(*)	2014	(*)	2015	(*)
Income tax at the U.S. federal statutory rate of 35 percent ⁽⁴⁾⁽⁵⁾	\$ 221,648	35%	\$ 3,679,333	35%	\$ (1,688,496)	35%
State income taxes, net of federal benefit	23,000	4%	400,824	4%	(7,912)	0%
Stock-based compensation expense	16,015	3%	8,132	0%	9,508	0%
Research tax credits ⁽¹⁾	(18,036)	(3)%	(23,775)	0%	(15,659)	0%
Effect of non-U.S. operations ⁽²⁾	(47,968)	(8)%	(53,079)	(1)%	165,203	(3)%
Settlement with tax authorities ⁽³⁾	(46,943)	(7)%	(24,870)	0%	(1,981)	0%
Remeasurement of prior year tax positions	(24,246)	(4)%	—	0%	(5,286)	0%
Acquisition related non-deductible expenses	9,296	1%	16,881	0%	15,970	0%
Tax liquidation of acquired entities	—	0%	—	0%	(56,170)	1%
Goodwill impairment charge ⁽⁵⁾	22,244	3%	30,945	0%	1,486,792	(31)%
Intangible impairment charge	—	0%	—	0%	2,468	0%
Other	(1,618)	0%	3,711	0%	5,965	0%
Provision (benefit) for income taxes	<u>\$ 153,392</u>	<u>24%</u>	<u>\$ 4,038,102</u>	<u>38%</u>	<u>\$ (89,598)</u>	<u>2%</u>

(*) Percent of income before income taxes and earnings in equity interests.

Significant variances year-over-year as shown above are further explained as follows:

- On January 2, 2013, the American Taxpayer Relief Act of 2012 was signed into law retroactively extending the federal research and development credit for amounts paid or incurred after December 31, 2011 and before January 1, 2014. As such, the provision for income taxes for the year ended December 31, 2013 reflects the benefit of both the 2012 and 2013 federal research and development tax credits. On December 19, 2014, the Tax Increase Prevention Act of 2014 was signed into law, extending this 2014 federal research and development credit. As such, the provision for income taxes for the year ended December 31, 2014 reflects the benefit of the 2014 federal research and development tax credit. On December 18, 2015, the Protecting Americans from Tax Act of 2015 was signed into law, extending 2015 federal research and development credit. As such, the provision for income taxes for the year ended December 31, 2015 reflects the benefit of the 2015 federal research and development tax credit.
- In 2013, "effect of non-U.S. operations" includes an additional benefit of \$36 million due to more excess foreign tax credits becoming available as certain tax matters were resolved with various tax authorities during the year. In 2014, a detriment of \$8 million was included in "effect of non-U.S. operations" to account for the corresponding adjustments from the IRS on foreign earnings available at the time of 2012 repatriation in which we made a one-time distribution of cash from certain of our consolidated foreign subsidiaries. In 2015, the tax effect of our non-U.S. operations is a detriment. This results primarily from our election to deduct foreign taxes for U.S. tax purposes rather than claim a tax credit.

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- (3) In 2013, we settled the IRS income tax examination for the 2005 and 2006 returns resulting in a benefit of approximately \$54 million. In 2014, we settled the IRS income tax examination for the 2007 through 2010 returns resulting in a benefit of approximately \$25 million.
- (4) In 2014, Yahoo! Hong Kong Holdings Limited (“YHK”) sold 140 million Alibaba Group ADSs in the Alibaba Group IPO at an initial public offering price of \$68.00 per ADS, which resulted in an increase in our provision for income taxes for 2014.
- (5) In 2015, our pre-tax loss included a goodwill impairment charge of \$4,461 million, of which \$213 million is tax deductible, while the rest is not deductible for income tax purposes. The provision for income taxes for the year ended December 31, 2015 reflects the benefit from impairment of the tax deductible goodwill.

As of December 31, 2015, we do not anticipate repatriating our undistributed foreign earnings of approximately \$3.3 billion. Those earnings are principally related to our equity method investment in Yahoo Japan. If those earnings were to be repatriated in the future, we may be subject to additional U.S. income taxes (subject to an adjustment for foreign tax credits). It is not practicable to determine the income tax liability that might be incurred if these earnings were to be repatriated.

On July 27, 2015, the United States Tax Court issued an opinion in *Altera Corp. et al. v. Commissioner*, which invalidated the 2003 final Treasury rule that requires participants in qualified cost-sharing arrangements to share stock-based compensation costs. Based on the decision of the Tax Court, we could be entitled to an income tax benefit by excluding stock-based compensation costs from our cost sharing with affiliated entities for the period of time that we had the cost-sharing structure in place. The IRS has until the first quarter of 2016 to appeal this Tax Court decision. There is uncertainty related to the IRS response to the Tax Court opinion, the final resolution of this issue, and the potential favorable benefits to us. We will continue to monitor developments related to this opinion and the potential impact of those developments on our current and prior fiscal years.

Our gross amount of unrecognized tax benefits as of December 31, 2015 was \$1.1 billion, of which \$1.0 billion is recorded on our consolidated balance sheets. The gross unrecognized tax benefits as of December 31, 2015 increased by \$43 million from the recorded balance as of December 31, 2014 primarily related to transfer prices among entities in different tax jurisdictions.

We are in various stages of examination and appeal in connection with our taxes both in the U.S. and in foreign jurisdictions. Those audits generally span tax years 2005 through 2014. As of December 31, 2015, our 2011 through 2013 U.S. federal income tax returns are currently under examination. We have appealed the proposed California Franchise Tax Board’s adjustments to the 2005 through 2008 returns, but no conclusions have been reached to date. While it is difficult to determine when the examinations will be settled or their final outcomes, certain audits in various jurisdictions are expected to be resolved in the foreseeable future. We believe that we have adequately provided for any reasonably foreseeable adverse adjustment to our tax returns and that any settlement will not have a material adverse effect on our consolidated financial position, results of operations, or cash flows. It is reasonably possible that our unrecognized tax benefits could be reduced by up to approximately \$149 million in the next twelve months.

In the first quarter of 2015, we satisfied the \$3.3 billion income tax liability related to the sale by YHK, our wholly-owned subsidiary, of Alibaba Group ADSs in the Alibaba Group IPO on September 24, 2014. As of December 31, 2015, we accrued deferred tax liabilities of \$12.6 billion associated with the Alibaba Group shares that we retained. Such deferred tax liabilities will be subject to periodic adjustments due to changes in the fair value of the Alibaba Group shares.

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We may have additional tax liabilities in China related to the sale to Alibaba Group of 523 million Alibaba Group shares that took place during the year ended December 31, 2012 and related to the sale of 140 million Alibaba Group ADSs sold in the Alibaba Group IPO that took place during the year ended December 31, 2014. Any taxes assessed and paid in China are expected to be ultimately offset and recovered in the U.S. through the use of foreign tax credits.

Tax authorities from the Brazilian State of Sao Paulo have assessed certain indirect taxes against our Brazilian subsidiary, Yahoo! do Brasil Internet Ltda., related to online advertising services. The assessment is for calendar years 2008 through 2011 and as of December 31, 2015 totals approximately \$92 million. We currently believe the assessment is without merit. We believe the risk of loss is remote and have not recorded an accrual for the assessment.

Earnings in Equity Interests

We record our share of the results of earnings in equity interests, including tax impacts, one quarter in arrears, within earnings in equity interests in the consolidated statements of operations.

The following table presents earnings in equity interests for the periods presented (dollars in thousands):

	Years Ended December 31,		
	2013	2014	2015
Earnings in equity interests	\$ 896,675	\$ 1,057,863	\$ 383,571

The decrease for the year ended December 31, 2015, compared to 2014, was due primarily to the change in accounting for our investment in Alibaba Group, which we now record as a marketable equity security. Commencing with the Alibaba Group IPO in September 2014, we no longer use the equity method to account for our interest in Alibaba Group, and our earnings in equity interests and net income have been and will continue to be materially lower. Earnings in equity interests increased during the year ended December 31, 2014, compared to 2013, primarily due to continued improved financial performance for Alibaba Group, which was offset in part by a significant decline in earnings in equity interests during the fourth quarter of 2014, following Alibaba Group's IPO.

See Note 8—"Investments in Equity Interests Accounted for Using the Equity Method of Accounting" in the Notes to our consolidated financial statements for additional information.

Noncontrolling Interests

Noncontrolling interests represent the noncontrolling holders' percentage share of income or losses from the subsidiaries in which we hold a majority, but less than 100 percent, ownership interest and the results of which are consolidated in our consolidated financial statements. Noncontrolling interests were approximately \$8 million in 2015, compared to \$10 million in 2014 and \$10 million in 2013. Noncontrolling interests recorded in 2015, 2014, and 2013 were related to the Yahoo!7 venture in Australia and New Zealand.

Segment Reporting

We continue to manage our business geographically. The primary areas of measurement and decision making are currently the Americas, EMEA and Asia Pacific. Management relies on an internal reporting process that provides revenue, revenue ex-TAC, direct costs excluding TAC by segment, and consolidated income (loss) from operations for making decisions related to the evaluation of the financial performance of, and allocating resources to, our segments.

	Years Ended December 31,			2013-2014 % Change	2014-2015 % Change
	2013	2014	2015		
	(dollars in thousands)				
Revenue by segment:					
Americas	\$3,481,502	\$3,517,861	\$ 3,976,770	1%	13%
EMEA	385,186	374,833	343,646	(3)%	(8)%
Asia Pacific	813,692	725,439	647,885	(11)%	(11)%
Total revenue	<u>\$4,680,380</u>	<u>\$4,618,133</u>	<u>\$ 4,968,301</u>	(1)%	8%
TAC by segment:					
Americas	\$ 158,974	\$ 166,545	\$ 788,725	5%	374%
EMEA	42,915	36,867	57,284	(14)%	55%
Asia Pacific	52,553	14,119	31,505	(73)%	123%
Total TAC	<u>\$ 254,442</u>	<u>\$ 217,531</u>	<u>\$ 877,514</u>	(15)%	303%
Revenue ex-TAC by segment:					
Americas	\$3,322,528	\$3,351,316	\$ 3,188,045	1%	(5)%
EMEA	342,271	337,966	286,362	(1)%	(15)%
Asia Pacific	761,139	711,320	616,380	(7)%	(13)%
Total revenue ex-TAC	<u>\$4,425,938</u>	<u>\$4,400,602</u>	<u>\$ 4,090,787</u>	(1)%	(7)%
Direct costs by segment ⁽¹⁾ :					
Americas	256,945	283,594	319,744	10%	13%
EMEA	89,478	87,490	95,789	(2)%	9%
Asia Pacific	196,832	198,910	196,054	1%	(1)%
Global operating costs ⁽²⁾⁽³⁾	2,398,388	2,566,954	2,547,368	7%	(1)%
Gain on sales of patents	(79,950)	(97,894)	(11,100)	22%	(89)%
Asset impairment charge	—	—	44,381	0%	100%
Goodwill impairment charge	63,555	88,414	4,460,837	39%	4945%
Intangibles impairment charge	—	—	15,423	0%	100%
Restructuring charges, net	3,766	103,450	104,019	2647%	1%
Depreciation and amortization	628,778	606,568	609,613	(4)%	1%
Stock-based compensation expense	278,220	420,174	457,153	51%	9%
Income (loss) from operations	<u>\$ 589,926</u>	<u>\$ 142,942</u>	<u>\$ (4,748,494)</u>	(76)%	(3422)%

(1) Direct costs for each segment include costs associated with the local sales teams and other cost of revenue.

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- (2) Global operating costs include product development, marketing, real estate workplace, general and administrative, and other corporate expenses that are managed on a global basis and that are not directly attributable to any particular segment.
- (3) The net cost reimbursements from Microsoft pursuant to the Search Agreement are primarily included in global operating costs. Operating costs and expenses consist of cost of revenue—TAC; cost of revenue—other; sales and marketing, product development; general and administrative; amortization of intangible assets; and restructuring charges, net. Cost of revenue—other consists of bandwidth costs and other expenses associated with the production and usage of Yahoo Properties, including content expense and amortization of acquired intellectual property rights and developed technology.

Revenue and Revenue ex-TAC by Segment

Americas

Americas revenue for the year ended December 31, 2015 increased \$459 million, or 13 percent, compared to 2014. The increase in Americas revenue for the year ended December 31, 2015 was primarily attributable to increases in search and display revenue of \$333 million and \$239 million, respectively, partially offset by a decline in other revenue of \$113 million. The increase in Americas search revenue for the year ended December 31, 2015 was attributable to an increase in search revenue from mobile devices as well as \$390 million attributable to the Mozilla Agreement, partially offset by a decline in click volume on other visits to Yahoo Properties and on Affiliate sites. The increase in Americas display revenue for the year ended December 31, 2015 was primarily associated with an increase in video and native advertising, including incremental revenue following the BrightRoll acquisition and an increase in revenue from mobile devices driven by native advertising. The increase in Americas display revenue for the year ended December 31, 2015 was despite unfavorable foreign exchange fluctuations related to Canada and Brazil of approximately \$17 million. The decrease in Americas other revenue for the year ended December 31, 2015 was primarily attributable to declines in fees and listings-based revenue of \$44 million and \$68 million, respectively, due to a decline in Alibaba Group royalty revenue under the TIPLA, a decline in shopping traffic, expiration of a partner agreement, and declines in Yahoo Small Business associated with a reduction in its subscriber base.

Americas revenue for year ended December 31, 2014 increased \$36 million, or 1 percent, compared to 2013. The increase in Americas revenue for the year ended December 31, 2014 was primarily attributable to an increase in search revenue of \$82 million, partially offset by a decline in display and other revenue of \$36 million and \$10 million, respectively. The increase in Americas search revenue for the year ended December 31, 2014 was attributable to an increase in search revenue on Yahoo Properties driven by higher revenue-per-search from a change in the design of the search results page and an increase in search advertising from mobile devices. These increases were partially offset by a decline in Affiliate search revenue and despite the expiration of the RPS Guarantee in the U.S. in 2014. The decrease in Americas display revenue for the year ended December 31, 2014 was primarily due to a decline in premium ads sold on Yahoo Properties, partially offset by an increase in native advertising. The decrease in Americas other revenue for the year ended December 31, 2014 was primarily attributable to a decline in listings-based revenue, partially offset by an increase in fees revenue, as a result of patent license revenue.

Revenue in the Americas accounted for approximately 80 percent of total revenue for 2015, compared to 76 percent in 2014 and 74 percent in 2013.

Americas revenue ex-TAC for the year ended December 31, 2015 decreased \$163 million, or 5 percent, compared to 2014, due to an increase in TAC partially offset by an increase in revenue as discussed

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above. TAC in the Americas segment increased \$622 million for the year ended December 31, 2015 due to increased payments to distribution partners, including Mozilla, TAC associated with Gemini, and incremental TAC from the BrightRoll acquisition.

Americas revenue ex-TAC for the year ended December 31, 2014 increased \$29 million, or 1 percent, compared to 2013, due to an increase in revenue, as discussed above, partially offset by an increase in TAC. TAC in the Americas segment increased \$8 million for the year ended December 31, 2014 due to increased search and listing-based TAC.

Revenue ex-TAC in the Americas accounted for approximately 78 percent of total revenue ex-TAC for 2015, compared to 76 percent in 2014 and 75 percent in 2013.

EMEA

EMEA revenue for the year ended December 31, 2015 decreased \$31 million, or 8 percent, compared to 2014, primarily due to unfavorable foreign exchange fluctuations of \$44 million for the year ended December 31, 2015, using the foreign currency exchange rates from the year ended December 31, 2014. Excluding the impact of foreign exchange, display and search revenue in the EMEA segment increased \$21 million and \$3 million, respectively, and other revenue declined \$11 million. The increase in display revenue in the segment was attributable to an increase in Affiliate revenue in the region primarily from native advertising.

EMEA revenue for the year ended December 31, 2014 decreased \$10 million, or 3 percent, compared to 2013, primarily due to an increase in search revenue of \$30 million, which was offset by a decline in display and other revenue of \$23 million and \$17 million, respectively. The increase in search revenue for year ended December 31, 2014 was due to an increase in search advertising on Yahoo Properties driven by distribution deals that contributed to improved revenue-per-search. The decline in display revenue for the year ended December 31, 2014 was due to a decline in advertising revenue from Affiliate sites and a decline in premium ads sold on Yahoo Properties, partially offset by an increase in native advertising on Yahoo Properties, which launched in the region in 2014. The decline in other revenue was primarily due to a decline in listings-based revenue.

Revenue in EMEA accounted for approximately 7 percent of total revenue for 2015, compared to 8 percent for both 2014 and 2013.

EMEA revenue ex-TAC for the year ended December 31, 2015 decreased \$52 million, or 15 percent, compared to 2014, primarily due to an increase in TAC and a decrease in revenue as discussed above. The increase in TAC in the EMEA segment for the year ended December 31, 2015 was primarily driven by an increase in display TAC of \$17 million, associated with an increase in Affiliate TAC payments to partners.

EMEA revenue ex-TAC for the year ended December 31, 2014 decreased \$4 million, or 1 percent, compared to 2013, primarily attributable to a decrease in revenue, as discussed above, partially offset by a decrease in display TAC in the segment.

Revenue ex-TAC in EMEA accounted for approximately 7 percent of total revenue ex-TAC for 2015, compared to 8 percent for both 2014 and 2013.

Asia Pacific

Asia Pacific revenue for the year ended December 31, 2015 decreased \$78 million, or 11 percent, compared to 2014, primarily due to unfavorable foreign exchange fluctuations of \$52 million for the year ended December 31, 2015, using the foreign currency exchange rates from the year ended December 31, 2014. In addition to unfavorable foreign exchange fluctuations, the decline in Asia

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Pacific revenue for the year ended December 31, 2015 was driven primarily by a decrease in search and other revenue of \$7 million and \$15 million, respectively.

Asia Pacific revenue for the year ended December 31, 2014 decreased \$88 million, or 11 percent, compared to 2013, primarily due to declines in search, display and other revenue of \$61 million, \$23 million, and \$4 million, respectively. The decline in search revenue for the year ended December 31, 2014 was primarily attributable to the revenue share with Microsoft associated with the Search Agreement. The decline in display revenue for the year ended December 31, 2014 was primarily attributable to a decline in premium advertising on Yahoo Properties due to a decline in supply. This decline was partially offset by an increase in non-guaranteed display advertising on Yahoo Properties due to the launch of native advertising in the region.

Revenue in Asia Pacific accounted for approximately 13 percent of total revenue for 2015, compared to 16 percent in 2014 and 17 percent in 2013.

Asia Pacific revenue ex-TAC for year ended December 31, 2015 decreased \$95 million, or 13 percent, compared to 2014, primarily due to an increase in TAC and a decrease in revenue as discussed above. The increase in TAC in the Asia Pacific segment for the year ended December 31, 2015 was primarily driven by an increase in display TAC of \$17 million primarily associated with an increase in Affiliate TAC payments to partners.

Asia Pacific revenue ex-TAC for the year ended December 31, 2014 decreased \$50 million, or 7 percent, compared to 2013. The decline for the year ended December 31, 2014 was primarily attributable to a decrease in revenue, as discussed above, partially offset by a decrease in TAC. The decrease in TAC was driven by a decline in search TAC associated with a required change in revenue presentation following the transition of paid search to Microsoft in the region, which is now accounted for on a net (after TAC) basis. Revenue ex-TAC in the Asia Pacific segment was also impacted by unfavorable foreign exchange fluctuations of \$27 million for the year ended December 31, 2014.

Revenue ex-TAC in Asia Pacific accounted for approximately 15 percent of total revenue ex-TAC for 2015, compared to 16 percent in 2014 and 17 percent in 2013.

Direct Costs by Segment

Americas

For the year ended December 31, 2015, direct costs attributable to the Americas segment increased \$36 million, or 13 percent, compared to 2014. The increase in direct costs was primarily due to higher compensation costs from acquisitions of \$33 million, marketing and public relations expense of \$7 million, and other cost of revenue of \$2 million, partially offset by lower content costs of \$6 million.

For the year ended December 31, 2014, direct costs attributable to the Americas segment increased \$27 million, or 10 percent, compared to 2013. The increase in direct costs was primarily due to increases in compensation costs of \$14 million, marketing and public relations expense of \$6 million and content costs of \$7 million.

Direct costs attributable to the Americas segment represented approximately 10 percent of Americas revenue ex-TAC for 2015, compared to 8 percent for both 2014 and 2013.

EMEA

For the year ended December 31, 2015, direct costs attributable to the EMEA segment increased \$8 million, or 9 percent, compared to 2014, respectively, primarily due to an increase in bad debt expense of \$15 million, partially offset by a decline in compensation costs of \$6 million.

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For the year ended December 31, 2014, direct costs attributable to the EMEA segment decreased \$2 million, or 2 percent, compared to 2013, primarily due to a decline in compensation costs, and bandwidth and other cost of revenue.

Direct costs attributable to the EMEA segment represented approximately 33 percent of EMEA revenue ex-TAC for 2015, compared to 26 percent for both 2014 and 2013.

Asia Pacific

For the year ended December 31, 2015, direct costs attributable to the Asia Pacific segment decreased \$3 million, or 1 percent, compared to 2014, primarily due to a decline in compensation costs of \$16 million and outside service provider expenses of \$2 million, partially offset by an increase in other cost of revenue of \$14 million related to our e-commerce business in the region.

For the year ended December 31, 2014, direct costs attributable to the Asia Pacific segment increased \$2 million, or 1 percent, compared to 2013. The increase was primarily attributable to increases in bandwidth and other cost of revenue of \$3 million, content costs of \$3 million, and compensation costs of \$2 million, partially offset by a decline in outside service provider expenses of \$5 million.

Direct costs attributable to the Asia Pacific segment represented approximately 32 percent of Asia Pacific revenue ex-TAC for 2015, compared to 28 percent and 26 percent in 2014 and 2013, respectively.

Liquidity and Capital Resources

	December 31, 2014	December 31, 2015
	(dollars in thousands)	
Cash and cash equivalents	\$ 2,664,098	\$ 1,631,911
Short-term marketable securities	5,327,412	4,225,112
Long-term marketable securities	2,230,892	975,961
Total cash, cash equivalents, and marketable securities	<u>\$ 10,222,402</u>	<u>\$ 6,832,984</u>
Percentage of total assets	17%	15%

Cash Flow Highlights	Years Ended December 31,		
	2013	2014	2015
	(in thousands)		
Net cash provided by (used in) operating activities	\$ 1,195,247	\$ 916,350	\$ (2,383,422)
Net cash (used in) provided by investing activities	\$ (23,221)	\$ 3,738,501	\$ 1,752,112
Net cash used in financing activities	\$ (1,743,884)	\$ (4,022,466)	\$ (377,258)

In 2015, we satisfied the \$3.3 billion income tax liability associated with the sale of Alibaba Group ADSs in the Alibaba Group's IPO in 2014, which drove the net use of cash from operations. Our operating activities for 2014 and 2013 have generated adequate cash to meet our operating needs.

As of December 31, 2015, we had cash, cash equivalents, and marketable securities (excluding Alibaba Group and Hortonworks equity securities) totaling \$6.8 billion compared to \$10.2 billion at December 31, 2014. The decrease was due to our purchase of Polyvore for \$154 million in cash consideration, net of cash acquired, the repurchase of 4 million shares of our outstanding common stock for \$204 million, and the settlement of the \$3.3 billion income tax liability related to the sale of Alibaba Group ADSs in September 2014.

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As of December 31, 2014, we had cash, cash equivalents, and marketable securities (excluding Alibaba Group and Hortonworks equity securities) totaling \$10.2 billion compared to \$5.0 billion at December 31, 2013. The increase was due to the net cash proceeds of \$9.4 billion received from the sale of 140 million Alibaba Group ADSs in the Alibaba Group IPO. This was partially offset by the repurchase of approximately 102 million shares of our outstanding common stock for approximately \$4.2 billion and \$859 million used for acquisitions.

Our foreign subsidiaries held \$498 million of our total \$6.8 billion of cash and cash equivalents and marketable securities (excluding Alibaba Group and Hortonworks equity securities) as of December 31, 2015. The cumulative earnings remaining in our consolidated foreign subsidiaries, if repatriated to the U.S., under current law, would be subject to U.S. income taxes with an adjustment for foreign tax credits. As of December 31, 2015, we do not anticipate repatriating our undistributed foreign earnings of approximately \$3.3 billion. Those earnings are principally related to our equity method investment in Yahoo Japan. It is not practicable to determine the income tax liability that might be incurred if these earnings were to be repatriated.

We have a credit agreement with Citibank, N.A., as Administrative Agent (as amended, the "Credit Agreement") that provides for a \$750 million unsecured revolving credit facility, subject to increase by up to \$250 million in accordance with its terms. The Credit Agreement is scheduled to terminate on July 22, 2016, unless extended by the parties. As of December 31, 2015, we were in compliance with the financial covenants in the Credit Agreement and no amounts were outstanding.

We invest excess cash predominantly in marketable securities, money market funds, and time deposits that are liquid and highly rated, and our investment portfolio has an effective maturity of less than one year. Our marketable securities are classified as available-for-sale and are reported at fair value, with unrealized gains and losses, net of tax, recorded in accumulated other comprehensive income. Realized gains or losses and declines in value judged to be other-than-temporary, if any, on available-for-sale securities are reported in other income, net. The fair value of securities is determined based on quoted market prices of the historical underlying security or from readily available pricing sources for the identical underlying securities that may not be actively traded as of the valuation date. As of December 31, 2015, certain of our marketable securities had a fair value below cost due primarily to the changes in market rates of interest and yields on these securities. We evaluate these investments periodically for possible other-than-temporary impairment. We have no current requirement or intent to sell these securities. We expect to recover up to (or beyond) the initial cost of the investment.

We currently hedge a portion of our net investment in Yahoo Japan with forward and option contracts to reduce the risk that our investment in Yahoo Japan will be adversely affected by foreign currency translation exchange rate fluctuations. The forward contracts are required to be settled in cash and the amount of cash payment we receive or could be required to pay upon settlement could be material. The amount of cash paid or received on the option contracts would only be required if the exchange rate is outside a predetermined range.

We expect to continue to evaluate possible acquisitions of, or strategic investments in, businesses, products, and technologies that are complementary to our business, which acquisitions and investments may require the use of cash.

We use cash generated by operations as our primary source of liquidity and believe that existing cash, cash equivalents, and investments in marketable securities, together with any cash generated from operations, and borrowings under the Credit Agreement, will be sufficient to meet normal operating requirements and capital expenditures for the next twelve months.

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See Note 2—“Marketable Securities, Investments and Fair Value Disclosures” in the Notes to our consolidated financial statements for additional information.

Cash Flow Changes

Net cash provided (used in) by operating activities.

Cash provided by (used in) operating activities is driven by our net income (loss), adjusted for non-cash items, working capital changes and dividends received from equity investees. Non-cash adjustments include depreciation, amortization of intangible assets, accretion of convertible notes discount, stock-based compensation expense, non-cash restructuring charges, non-cash asset impairment charges, non-cash goodwill impairment charges, non-cash intangibles impairment charges, tax benefits from stock-based awards, excess tax benefits from stock-based awards, deferred income taxes, earnings in equity interests, and gain on sales of patents.

Cash flows from operating activities for the year ended December 31, 2015 was reduced by a net loss of \$4,351 million, changes in working capital of \$3,445 million (which included the reduction of the income tax liability related to the sale of Alibaba Group shares in September 2014) and earnings in equity interests of \$384 million offset by non-cash goodwill and other impairment charges of \$4,521 million, other non-cash adjustments of \$1,134 million, and dividends from equity investees of \$142 million.

For the year ended December 31, 2014, operating activities provided \$916 million in cash. Net income for the year ended December 31, 2014 was \$7,532 million, which was offset by the gain on sale of Alibaba Group ADSs of \$10,319 million and earnings in equity interests of \$1,058 million. Additionally, we received dividends from equity investees of \$84 million, incurred non-cash adjustments of \$1,473 million and had a net source of cash from working capital of \$3,204 million which included the income tax liability related to the sale of Alibaba Group shares in September 2014.

For the year ended December 31, 2013, operating activities provided \$1,195 million in cash. Net income for the year ended December 31, 2013 was \$1,377 million, which was offset by earnings in equity interests of \$897 million and a net use of cash from working capital of \$203 million. Additionally, we had non-cash adjustments of \$783 million and received dividends of \$135 million from equity investees.

Net cash (used in) provided by investing activities.

Cash (used in) provided by investing activities is primarily attributable to sales and maturities of marketable securities, sales of our strategic investments or settlement of derivative hedge contracts, acquisitions, purchases of marketable securities, capital expenditures, and purchases of intangible assets.

In the year ended December 31, 2015, the \$1,752 million provided by investing activities was due to proceeds from sales and maturities of marketable securities, net of purchases, of \$2,308 million, \$29 million in proceeds from the sale of patents, and \$138 million in net proceeds from settlement of derivative hedge contracts, partially offset by \$543 million used for capital expenditures, net, \$176 million used for acquisitions, and \$4 million used for the purchase of intangibles and other activities.

During the year ended December 31, 2014, the \$3.7 billion provided by investing activities was due to \$9.4 billion in cash proceeds from the sale of Alibaba Group ADSs, net of underwriting discounts, fees

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and commissions, proceeds from sales and maturities of marketable securities of \$3.2 billion, \$254 million in proceeds received from settlement of derivative hedge contracts, and \$86 million in proceeds from sales of patents, partially offset by \$7.9 billion in purchases of marketable securities, \$396 million used for capital expenditures, \$859 million used for acquisitions, and \$74 million used for additional equity investments.

During the year ended December 31, 2013, the \$23 million used in investing activities was due to purchases of marketable securities of \$3.2 billion, \$338 million used for capital expenditures, and \$1.2 billion used for acquisitions, offset by net proceeds from sales and maturities of marketable securities of \$3.6 billion, \$800 million received from the redemption of the Alibaba Group Preference Shares, \$80 million from sales of patents, and \$290 million from the settlement of foreign exchange contracts (including the settlement of certain foreign exchange forward contracts designated as net investment hedges).

Net cash used in financing activities.

Cash used in financing activities is driven by stock repurchases offset by employee stock option exercises and employee stock purchases.

In the year ended December 31, 2015, the \$377 million used in financing activities was due to \$204 million used for the repurchase of 4 million shares of common stock at an average price of \$47.65 per share, \$16 million used for distributions to non-controlling interests, and \$274 million used for tax withholding payments related to net share settlements of restricted stock units and other financing activities. This use of cash was partially offset by \$59 million in cash proceeds received from employee stock option exercises and employee stock purchases made through our employee stock purchase plan, and an excess tax benefit from stock-based awards of \$58 million.

During the year ended December 31, 2014, the \$4 billion used in financing activities was due to \$4.2 billion used for the repurchase of 102 million shares of our common stock at an average price of \$40.94 per share, \$22 million used for distributions to noncontrolling interests, and \$295 million used for tax withholding payments related to net share settlements of restricted stock units and other financing activities. This use of cash was partially offset by \$308 million in cash proceeds received from employee stock option exercises and employee stock purchases made through our employee stock purchase plan, and an excess tax benefit from stock-based awards of \$150 million.

During the year ended December 31, 2013, the \$1.7 billion used in financing activities was due to \$3.3 billion used for the repurchase of 129 million shares of common stock at an average price of \$25.95 per share, \$206 million used to purchase note hedges, and \$149 million used for tax withholding payments related to net share settlements of restricted stock units and other financing activities. This use of cash was partially offset by \$1.4 billion in cash proceeds from issuance of the Notes, \$125 million in cash proceeds from the issuance of warrants, \$353 million in cash proceeds received from employee stock option exercises and employee stock purchases made through our employee stock purchase plan, and an excess tax benefit from stock-based awards of \$64 million.

In 2015, 2014, and 2013, \$58 million, \$150 million, and \$64 million, respectively, of excess tax benefits from stock-based awards for options exercised in current and prior periods were included as a source of cash flows from financing activities. These excess tax benefits represent the reduction in income taxes otherwise payable during the period, attributable to the actual gross tax benefits in excess of the expected tax benefits for options exercised in current and prior periods. We have accumulated excess tax deductions relating to stock options exercised prior to January 1, 2006 available to reduce income taxes otherwise payable. To the extent such deductions reduce income taxes payable in the

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current year, they are reported as financing activities in the consolidated statements of cash flows. See Note 14—"Employee Benefits" in the Notes to our consolidated financial statements for additional information.

Stock Repurchases

In May 2012, the Board authorized a stock repurchase program allowing us to repurchase up to \$5 billion of our outstanding shares of common stock. The May 2012 repurchase program, which by its terms would have expired in June 2015, was exhausted in the first quarter of 2014. In November 2013, the Board authorized a stock repurchase program allowing us to repurchase up to an additional \$5 billion of our outstanding shares of common stock. The November 2013 repurchase program has a remaining authorization of \$726 million and by its terms will expire in December 2016. In March 2015, the Board approved an additional share repurchase program of \$2 billion, which will expire in March 2018. The dollar value of the available shares of common stock authorized to be repurchased under the March 2015 program and the November 2013 program is \$2.726 billion. Repurchases under the March 2015 and the November 2013 programs may take place in the open market or in privately negotiated transactions, including structured and derivative transactions such as accelerated share repurchase transactions, and may be made under a Rule 10b5-1 plan.

During the year ended December 31, 2015, we repurchased approximately 4 million shares of our common stock under the November 2013 program at an average price of \$47.65 per share for a total of approximately \$204 million.

During the year ended December 31, 2014, we repurchased approximately 102 million shares of our common stock under the May 2012 and November 2013 programs at an average price of \$40.94 per share for a total of approximately \$4.2 billion. This amount includes approximately 40 million shares of our common stock repurchased at an average price of \$43.47 per share (for a total of approximately \$1.7 billion) under an accelerated share repurchase entered into in each of September and October 2014.

During the year ended December 31, 2013, we repurchased approximately 129 million shares of our common stock under the May 2012 program at an average price of \$25.95 per share for a total of approximately \$3.3 billion. These repurchases included the repurchase of 40 million shares of our common stock beneficially owned by Third Point LLC on July 25, 2013. These shares were repurchased pursuant to a Purchase Agreement entered into on July 22, 2013, prior to the market opening for trading in Yahoo stock, at \$29.11 per share, which was the closing price of our common stock on July 19, 2013. The total purchase price for these shares was \$1.2 billion. The repurchase transaction was funded primarily with cash as well as borrowings of \$150 million under our Credit Agreement that have been repaid.

Repurchase Capacity under Approved Programs

	May 2012 Program	November 2013 Program	March 2015 Program	Total
	(in millions)			
January 1, 2013	\$ 3,438	\$ —	\$ —	\$ 3,438
Authorized Share Repurchase amount under November 2013 Program	—	5,000	—	5,000
Total 2013 Repurchases	<u>(3,345)</u>	<u>—</u>	<u>—</u>	<u>(3,345)</u>
December 31, 2013	\$ 93	\$ 5,000	\$ —	\$ 5,093
Total 2014 Repurchases	<u>(93)</u>	<u>(4,070)</u>	<u>—</u>	<u>(4,163)</u>
December 31, 2014	\$ —	\$ 930	\$ —	\$ 930
Authorized Share Repurchase amount under March 2015 Program	—	—	2,000	2,000
Total 2015 Repurchases	<u>—</u>	<u>(204)</u>	<u>—</u>	<u>(204)</u>
December 31, 2015	<u>\$ —</u>	<u>\$ 726</u>	<u>\$ 2,000</u>	<u>\$ 2,726</u>

Capital Expenditures, Net

Capital expenditures, net are generally comprised of purchases of computer hardware, software, server equipment, furniture and fixtures, real estate, and capitalized software and labor for internal use software projects.

Capital expenditures, net were \$543 million in 2015, \$396 million in 2014, and \$338 million in 2013. Capital expenditures increased \$147 million and \$58 million for the years ended December 31, 2015 and 2014, as compared to 2014 and 2013, respectively, primarily due to incremental investment in hardware to support Company initiatives, facilities expansions and improvements, partially offset by a decline in capitalizable software projects.

We expect capital expenditures to be approximately \$450 million for the year ending December 31, 2016 and will be funded by our cash flows from operating activities.

Contractual Obligations and Commitments

The following table presents certain payments due under contractual obligations with minimum commitments as of December 31, 2015 (dollars in millions):

	Payments Due by Period				
	Total	Due in 2016	Due in 2017-2018	Due in 2019-2020	Thereafter
Convertible notes ⁽¹⁾	\$1,438	\$ —	\$ 1,438	\$ —	\$ —
Note payable obligations	56	4	10	10	32
Operating lease obligations ⁽²⁾⁽³⁾⁽⁴⁾	462	121	154	83	104
Construction liabilities ⁽⁴⁾	20	1	4	4	11
Capital lease obligations	39	15	19	5	—
Affiliate commitments ⁽⁵⁾	1,539	383	750	406	—
Non-cancelable obligations ⁽⁶⁾	136	91	43	2	—
Intellectual property rights ⁽⁷⁾	16	7	5	2	2
Uncertain tax positions, including interest and penalties ⁽⁸⁾	1,168	13	—	—	1,155
Total contractual obligations	\$4,874	\$ 635	\$ 2,423	\$ 512	\$ 1,304

- (1) During the year end December 31, 2013, we completed an offering of the Notes, which are due in 2018. The amount above represents the principal balance to be repaid. See Note 11—"Convertible Notes" in the Notes to our consolidated financial statements for additional information.
- (2) We have entered into various non-cancelable operating lease agreements for our offices throughout the Americas, EMEA, and Asia Pacific regions with original lease periods up to 15 years, expiring between 2016 and 2025. See Note 12—"Commitments and Contingencies" in the Notes to our consolidated financial statements for additional information.
- (3) In May 2013, we entered into a 12 year operating lease agreement for four floors of the former New York Times building in New York City with a total expected minimum lease commitment of \$125 million. We have the option to renew the lease for an additional five years.
- (4) In December 2014, the Company entered into a 10-year lease agreement for three buildings in Los Angeles, California. As of December 31, 2015, the total expected minimum operating lease commitment is \$40 million for two buildings and \$20 million in construction liabilities for one building which is accounted for as a build-to-suit lease. The Company has the option to renew the lease for two consecutive renewal terms of either five years or seven years each.
- (5) We are obligated to make minimum payments under contracts to provide sponsored search and/or display advertising services to our Affiliates, which represent TAC.
- (6) We are obligated to make payments under various arrangements with vendors and other business partners, principally for content, bandwidth, and marketing arrangements.
- (7) We are committed to make certain payments under various intellectual property arrangements.
- (8) As of December 31, 2015, unrecognized tax benefits and potential interest and penalties resulted in accrued liabilities of \$1,168 million, classified as other accrued expenses and current liabilities and deferred and other long-term tax liabilities on our consolidated balance sheets. As of December 31, 2015, the settlement period for the \$1,155 million income tax liabilities cannot be

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determined. See Note 16—"Income Taxes" in the Notes to our consolidated financial statements for additional information.

Standby Letters of Credit. As of December 31, 2015, we had outstanding potential obligations relating to standby letters of credit of \$42 million. Standby letters of credit are financial guarantees provided by third parties for ongoing operating liabilities such as leases, utility bills, taxes, and insurance. If any letter of credit is drawn upon by a beneficiary, we are obligated to reimburse the provider of the guarantee. The standby letters of credit generally renew annually.

Other Commitments and Off-Balance Sheet Arrangements. In the ordinary course of business, we may provide indemnifications of varying scope and terms to customers, vendors, lessors, joint ventures and business partners, purchasers of assets or subsidiaries and other parties with respect to certain matters, including, but not limited to, losses arising out of our breach of agreements or representations and warranties made by us, services to be provided by us, intellectual property infringement claims made by third parties or, with respect to the sale, lease, or assignment of assets or the sale of a subsidiary, matters related to our conduct of the business and tax matters prior to the sale, lease, or assignment of assets. In addition, we have entered into indemnification agreements with our directors and certain of our officers that will require us, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. We have also agreed to indemnify certain former officers, directors, and employees of acquired companies in connection with the acquisition of such companies. We maintain director and officer insurance, which may cover certain liabilities arising from our obligation to indemnify our current and former directors and officers, and former directors and officers of acquired companies, in certain circumstances. It is not possible to determine the aggregate maximum potential loss under these indemnification agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. Such indemnification agreements might not be subject to maximum loss clauses. Historically, we have not incurred material costs as a result of obligations under these agreements and we have not accrued any material liabilities related to such indemnification obligations in our consolidated financial statements.

As of December 31, 2015, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Accordingly, we are not exposed to any financing, liquidity, market, or credit risk that could arise if we had such relationships. In addition, we identified no variable interests currently held in entities for which we are the primary beneficiary. In addition, as of December 31, 2015, we had no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our consolidated financial condition, results of operations, liquidity, capital expenditures or capital resources.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these consolidated financial statements requires us to make estimates, judgments, and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and the related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about, among other things, the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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An accounting policy is considered to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimate that are reasonably likely to occur, could materially impact the consolidated financial statements. We believe that the following critical accounting policies reflect the more significant estimates and assumptions used in the preparation of our consolidated financial statements.

Management has discussed the development and selection of these critical accounting estimates with the Audit and Finance Committee (the "Audit Committee") of our Board, and the Audit Committee has reviewed the disclosure below. In addition, there are other items within our financial statements that require estimation, but are not deemed critical as defined above. Changes in estimates used in these and other items could have a material impact on our consolidated financial statements.

Revenue Recognition. Our revenue is generated from search and display advertising, and other sources. Display advertising revenue is generated from the display of graphical, non-graphical, and video advertisements and search advertising revenue is generated from clicks on text-based links to advertisers' websites that appear primarily on search results pages, and from revenue sharing arrangements with partners for search technology and services. Other revenue consists of listings-based services revenue, transaction revenue, and fees revenue. While the majority of our revenue transactions contain standard business terms and conditions, there are certain transactions that contain contract-specific business terms and conditions. In addition, we enter into certain sales transactions that involve multiple elements (arrangements with more than one deliverable). We also enter into arrangements to purchase goods and/or services from certain customers. As a result, significant contract interpretation is sometimes required to determine the appropriate accounting for these transactions including: (1) whether an arrangement exists; (2) whether fees are fixed or determinable; (3) how the arrangement consideration should be allocated among potential multiple elements; (4) establishing selling prices for deliverables considering multiple factors; (5) when to recognize revenue on the deliverables; (6) whether all elements of the arrangement have been delivered; (7) whether the arrangement should be reported gross as a principal versus net as an agent; (8) whether we receive a separately identifiable benefit from the purchase arrangements with certain customers for which we can reasonably estimate fair value; and (9) whether the consideration received from a vendor should be characterized as revenue or a reimbursement of costs incurred. In addition, our revenue recognition policy requires an assessment as to whether collection is reasonably assured, which inherently requires us to evaluate the creditworthiness of our customers. Changes in judgments on these assumptions could materially impact the timing or amount of revenue recognition.

Income Taxes. Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes. See Note 16 —"Income Taxes" in the Notes to our consolidated financial statements for additional information. We establish liabilities for tax-related uncertainties based on estimates of whether, and the extent to which, additional taxes will be due. These liabilities are established when we believe that certain positions might be challenged despite our belief that our tax return positions are in accordance with applicable tax laws. We adjust these liabilities in light of changing facts and circumstances, such as the closing of a tax audit, new tax legislation, developments in case law or interactions with the tax authorities. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the effect of liability provisions and changes to reserves that are considered appropriate, as well as the related net interest and penalties.

We record a valuation allowance against certain of our deferred income tax assets if it is more likely than not that those assets will not be realized. In evaluating our ability to realize our deferred income

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tax assets we consider all available positive and negative evidence, including our operating results, ongoing tax planning, and forecasts of future taxable income on a jurisdiction by jurisdiction basis. In the event we were to determine that we would be able to realize these deferred income tax assets in the future, we would make an adjustment to the valuation allowance, which would reduce the provision for income taxes.

Goodwill. Goodwill is not amortized but is evaluated for impairment annually (as of October 31) or whenever we identify certain triggering events or circumstances that would more likely than not reduce the estimated fair value of a reporting unit below its carrying amount. Events or circumstances that might indicate an interim evaluation is warranted include, among other things, unexpected adverse business conditions, regulatory changes, loss of key personnel and reporting unit and macro-economic factors.

Goodwill is tested for impairment at the reporting unit level, which is one level below our operating segments. We identified U.S. & Canada, Latin America, and Tumblr as the reporting units below the Americas operating segment; Europe and Middle East as the reporting units below the EMEA operating segment; and Taiwan, Hong Kong, Australia & New Zealand, India & Southeast Asia as the reporting units below the Asia Pacific operating segment. These operating segments are the same as our reportable segments.

To test for impairment, we use the two-step quantitative test. The first step of the quantitative test involves comparing the estimated fair value of our reporting units to their carrying values, including goodwill. If the carrying value of the reporting unit exceeds its fair value, the second step of the quantitative test is performed by comparing the carrying value of the goodwill in the reporting unit to its implied fair value. An impairment charge is recognized for the excess of the carrying value of goodwill over its implied fair value.

We use a combination of income and market approaches for valuing the reporting units. Refer to Note 5—"Goodwill" in the Notes to our consolidated financial statements for discussion of the methodologies utilized in 2015 and 2014 for each reporting unit. The components of these approaches, as outlined below, require us to make assumptions about the timing and amount of future cash flows, growth rates and discount rates. Significant management judgment is involved in determining these estimates and assumptions, and actual results may differ from those used in valuations. Changes in these estimates and assumptions could materially affect the determination of fair value for each reporting unit which could trigger future impairment.

- **Market comparables.** We select comparable companies in the specific regions in which these reporting units operate based on similarity of type of business, primarily those involved in online advertising, relative size, financial profile, and other characteristics of those companies compared to these reporting units. Forward revenue multiples derived from these comparable companies are applied to financial metrics of these reporting units to determine their estimated fair values.
- **Estimated future cash flows.** We base cash flow projections for each reporting unit using a forecast of cash flows and a terminal value based on the Perpetuity Growth Model. The forecast and related assumptions were derived from the most recent annual financial forecast for which the planning process commenced in our fourth quarter of 2015. Key assumptions in estimating future cash flows include, among other items, revenue and operating expense growth rates, terminal value growth rate, and capital expenditure and working capital levels.
- **Discount rates.** We employ a Weighted Average Cost of Capital approach to determine the discount rates used in our cash flow projections. The determination of the discount rates for each reporting unit includes factors such as the risk-free rate of return and the return an outside investor would expect to earn based on the overall level of inherent risk. The determination of

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expected returns includes consideration of the beta (a measure of volatility) of traded securities of comparable companies and risk premiums of reporting units based on international cost of capital methods.

Discount rate assumptions for these reporting units take into account our assessment of the risks inherent in the future cash flows of the respective reporting unit and our weighted-average cost of capital. We also review marketplace data to assess the reasonableness of our computation of our overall weighted average cost of capital and, when available, the discount rates utilized for each of these reporting units.

In determining the fair value of all of the reporting units, we used the following assumptions:

- Expected cash flows underlying our business plans for the periods 2016 through 2026.
- Cash flows beyond 2026 are projected to grow at a perpetual growth rate.
- In order to risk adjust the cash flow projections in determining fair value, we utilized discount rates ranging from 14.5 percent to 20.5 percent for these reporting units.

For any reporting units where the carrying value exceeds the estimated fair value, as determined in step one, we perform a second step to measure the amount of impairment, if any. The second step of the quantitative test is performed by comparing the carrying value of the goodwill in the reporting unit to its implied fair value. The implied fair value is calculated by allocating all of the assets and liabilities of the reporting unit, including any unrecognized intangible assets, in a hypothetical analysis that calculates the implied fair value of goodwill in the same manner as if the reporting unit was being acquired in a business combination. An impairment charge is recognized for the excess of the carrying value of goodwill over its implied fair value.

Given the partial impairment recorded in our Tumblr reporting unit in 2015, it is reasonably possible that changes in judgments, assumptions and estimates we made in assessing the fair value of goodwill could cause us to consider some portion or all of the remaining goodwill of the Tumblr reporting unit to become impaired, which comprised \$519 million of our remaining \$808 million goodwill balance as of December 31, 2015. In addition, a future decline in market conditions and/or changes in our market share could negatively impact the estimated future cash flows and discount rates used in the income approach to determine the fair value of the reporting unit and could result in an impairment charge in the foreseeable future.

See "Operating Costs and Expenses—Goodwill Impairment Charge" for additional goodwill impairment information for the years ended December 31, 2013, 2014, and 2015 and also Note 5—"Goodwill" in the Notes to our consolidated financial statements.

Long-lived Assets. We amortize long-lived assets, including property and equipment and intangible assets, over their estimated useful lives. Identifiable long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Determination of recoverability is based on the lowest level of identifiable estimated undiscounted future cash flows resulting from use of the asset and its eventual disposition. Measurement of any impairment loss is based on the excess of the carrying value of the asset over its fair value. Fair value is determined based on the lowest level of identifiable estimated future cash flows using discount rates determined by our management to be commensurate with the risk inherent in our business model. Our estimates of future cash flows attributable to our long-lived assets require significant judgment based on our historical and anticipated results and are subject to many factors. Different assumptions and judgments such as revenue growth rates and operating margins, the estimation of the useful life over which the undiscounted cash flows will occur, and the terminal value of the asset group at the end of that useful life could materially affect estimated future

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cash flows relating to our long-lived assets which could trigger impairment. See “Operating Costs and Expenses—Asset Impairment Charge” and “Intangibles Impairment Charge” for additional information.

Investments in Equity Interests. We account for investments in the common stock of entities in which we have the ability to exercise significant influence but do not own a majority equity interest or otherwise control using the equity method. In accounting for these investments we record our proportionate share of the entities’ net income or loss, one quarter in arrears.

We review our investments in equity interests for impairment whenever events or changes in business circumstances indicate that the carrying value of the investment may not be fully recoverable. Investments identified as having an indication of impairment are subject to further analysis to determine if the impairment is other-than-temporary and this analysis requires estimating the fair value of the investment. The determination of fair value of the investment involves considering factors such as the stock prices of public companies in which we have an equity investment, current economic and market conditions, the operating performance of the companies, including current earnings trends and forecasted cash flows, and other company and industry specific information. The fair value determination, particularly for investments in privately-held companies, requires significant judgment to determine appropriate estimates and assumptions. Changes in these estimates and assumptions could affect the calculation of the fair value of the investments and the determination of whether any identified impairment is other-than-temporary.

Stock-Based Compensation Expense. We recognize stock-based compensation expense net of an estimated forfeiture rate and therefore only recognize compensation expense for those shares expected to vest over the service period of the award. Calculating stock-based compensation expense requires the input of highly subjective assumptions, including the expected term of the stock-based options, stock price volatility, and the pre-vesting award forfeiture rate. We estimate the expected life of options granted based on historical exercise patterns, which we believe are representative of future behavior. We estimate the volatility of our common stock on the date of grant based on the implied volatility of publicly traded options on our common stock, with a term of one year or greater. We believe that implied volatility calculated based on actively traded options on our common stock is a better indicator of expected volatility and future stock price trends than historical volatility.

Therefore, expected volatility for the year ended December 31, 2015 was based on a market-based implied volatility. The assumptions used in calculating the fair value of stock-based awards represent our best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and we use different assumptions, our stock-based compensation expense could be materially different in the future. In addition, we are required to estimate the expected pre-vesting award forfeiture rate, as well as the probability that performance conditions that affect the vesting of certain awards will be achieved, and recognize expense only for those shares expected to vest. Performance conditions are estimated and monitored throughout the year. We estimate this forfeiture rate based on historical experience of our stock-based awards that are granted and cancelled before vesting. If our actual forfeiture rate is materially different from our original estimates, the stock-based compensation expense could be significantly different from what we have recorded in the current period. Changes in the estimated forfeiture rate can have a significant effect on reported stock-based compensation expense, as the effect of adjusting the forfeiture rate for all current and previously recognized expense for unvested awards is recognized in the period the forfeiture estimate is changed. If the actual forfeiture rate is higher than the estimated forfeiture rate, then an adjustment will be made to increase the estimated forfeiture rate, which will result in a decrease to the expense recognized in our consolidated financial statements. If the actual forfeiture rate is lower than the estimated forfeiture rate, then an adjustment

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will be made to lower the estimated forfeiture rate, which will result in an increase to the expense recognized in our consolidated financial statements. See Note 14—"Employee Benefits" in the Notes to our consolidated financial statements for additional information.

Recent Accounting Pronouncements

See Note 1—"The Company and Summary of Significant Accounting Policies" in the Notes to our consolidated financial statements, which is incorporated herein by reference.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to financial market risks, including changes in currency exchange rates and interest rates and changes in the market values of our investments. We may use derivative financial instruments to mitigate certain risks in accordance with our investment and foreign exchange policies.

We enter into master netting arrangements, which are designed to reduce credit risk by permitting net settlement of transactions with the same counterparty. We present our derivative assets and liabilities at their gross fair values on the consolidated balance sheets.

Interest Rate Exposure

Our exposure to market risk for changes in interest rates impacts our costs associated with hedging, and primarily relates to our cash and marketable securities portfolio. We invest excess cash in money market funds, time deposits, and liquid debt instruments of the U.S. and foreign governments and their agencies, U.S. municipalities, and high-credit corporate issuers which are classified as marketable securities and cash equivalents.

In November 2013, we issued \$1.4375 billion of the Notes. We carry the Notes at face value less unamortized discount on our consolidated balance sheets. The fair value of the Notes changes when the market price of our stock fluctuates.

Investments in fixed rate and floating rate interest earning instruments carry a degree of interest rate risk. Fixed rate securities may have their fair market value adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Due in part to these factors, our future investment income may fall short of expectations due to changes in interest rates or we may suffer losses in principal if forced to sell securities that have declined in market value due to changes in interest rates or changes in credit quality. A hypothetical 100 basis point increase in interest rates would result in a \$28 million and \$31 million decrease in the fair value of our available-for-sale debt securities as of December 31, 2015 and 2014, respectively.

Foreign Currency Exposure

The objective of our foreign exchange risk management program is to identify material foreign currency exposures and identify methods to manage these exposures to minimize the potential effects of currency fluctuations on our reported consolidated cash flows and results of operations. All counterparties to our derivative contracts are major financial institutions. See Note 9 — " Foreign Currency Derivative Financial Instruments" in the Notes to our consolidated financial statements for additional information on our hedging programs.

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We transact business in various foreign currencies and have international revenue, as well as costs denominated in foreign currencies. This exposes us to the risk of fluctuations in foreign currency exchange rates.

We had net realized and unrealized foreign currency transaction losses of \$22 million, \$15 million, and \$6 million for the years ended December 31, 2015, 2014 and 2013, respectively, which include the impact of balance sheet hedging and remeasurements of foreign denominated assets and liabilities on the balance sheets of the Company and our subsidiaries.

Translation Exposure. We are also exposed to foreign exchange rate fluctuations as we convert the financial statements of our foreign subsidiaries and our investments in equity interests into U.S. dollars in consolidation. If there is a change in foreign currency exchange rates, the conversion of the foreign subsidiaries' financial statements into U.S. dollars results in a gain or loss which is recorded as a component of accumulated other comprehensive income which is part of stockholders' equity.

A Value-at-Risk ("VaR") sensitivity analysis was performed on all of our foreign currency derivative positions to assess the potential impact of fluctuations in exchange rates. The VaR model uses a Monte Carlo simulation to generate thousands of random price paths assuming normal market conditions. The VaR is the maximum expected one day loss in fair value, for a given statistical confidence level, to our foreign currency derivative positions due to adverse movements in rates. The VaR model is used as a risk management tool and is not intended to represent either actual or forecasted losses. Based on the results of the model using a 99 percent confidence interval, we estimate the maximum one-day loss in the net investment hedge portfolio was \$45 million and \$22 million at December 31, 2015 and 2014, respectively. The maximum one-day loss in the cash flow hedge portfolio was \$3 million at both December 31, 2015 and 2014. The maximum one-day loss in the balance sheet hedge portfolio was \$11 million at December 31, 2015 compared to a \$2 million loss at both December 31, 2014 and 2013. Actual future gains and losses associated with our derivative positions may differ materially from the sensitivity analysis performed as of December 31, 2015 due to the inherent limitations associated with predicting the timing and amount of changes in foreign currency exchange rates and our actual exposures and positions. In addition, the VaR sensitivity analysis may not reflect the complex market reactions that may arise from the market shifts modeled within this VaR sensitivity analysis.

Revenue ex-TAC and related expenses generated from our international subsidiaries are generally denominated in the currencies of the local countries. Primary currencies include Australian dollars, British pounds, Euros, Japanese yen, Taiwan dollars and Singapore dollars. The statements of operations of our international operations are translated into U.S. dollars at exchange rates indicative of market rates during each applicable period. To the extent the U.S. dollar strengthens against foreign currencies, the translation of these foreign currency-denominated transactions results in reduced consolidated revenue and operating expenses. Conversely, our consolidated revenue and operating expenses will increase if the U.S. dollar weakens against foreign currencies. Using the foreign currency exchange rates from the year ended December 31, 2014, revenue ex-TAC for the Americas segment for the year ended December 31, 2015 would have been higher than we reported by \$20 million; revenue ex-TAC for the EMEA segment would have been higher than we reported by \$36 million; and revenue ex-TAC for the Asia Pacific segment would have been higher than we reported by \$49 million. Using the foreign currency exchange rates from the year ended December 31, 2014, direct costs for the Americas segment for the year ended December 31, 2015 would have been higher than we reported by \$5 million; direct costs for the EMEA segment would have been higher than we reported by \$13 million; and direct costs for the Asia Pacific segment would have been higher than we reported by \$15 million.

Investment Exposure

We are exposed to investment risk as it relates to changes in the market value of our investments. We have investments in marketable securities and equity instruments of public and private companies. As of the date of the Alibaba Group IPO, we no longer account for our remaining investment in Alibaba Group using the equity method and no longer record our proportionate share of Alibaba Group's financial results in the consolidated financial statements. Instead, we now reflect our remaining investment in Alibaba Group as an available-for-sale equity security on the consolidated balance sheet and adjust the investment to fair value each quarterly reporting period with changes in fair value recorded within other comprehensive income (loss), net of tax. The change in the classification of our investment in Alibaba Group from an equity method investment to an available-for-sale equity security exposes our investment portfolio to increased equity price risk. The fair value of the equity investment in Alibaba Group will vary over time and is subject to a variety of market risks including: company performance, macro-economic, regulatory, industry, and systemic risks of the equity markets overall.

The objective of our corporate investment policy is to preserve capital, meet liquidity requirements, and provide a reasonable rate of return. A large portion of our cash is managed by external managers according to the guidelines of our corporate investment policy. We protect and preserve invested funds by limiting default, market, and reinvestment risk. To achieve this objective, we maintain our portfolio of cash and cash equivalents and short-term and long-term investments in a variety of liquid fixed income securities, including both government and corporate obligations and money market funds. As of both December 31, 2015 and 2014, net unrealized losses on these investments were \$5 million.

A sensitivity analysis was performed on our marketable equity security portfolio to assess the potential impact of fluctuations in stock price. Hypothetical declines in stock price of ten percent, twenty percent, and thirty percent were selected based on potential near-term changes in the stock price that could have an adverse effect on our marketable equity security portfolio. As of December 31, 2015 and 2014, the fair value of our marketable equity security portfolio was approximately \$31 billion and \$40 billion, respectively. As of December 31, 2015, declines in stock prices of ten percent, twenty percent and thirty percent would result in a \$3 billion, \$6 billion and \$9 billion decline, respectively, in the total value of our marketable equity security portfolio.

We performed a separate sensitivity analysis on our Hortonworks warrants for which we estimate fair value using the Black-Scholes model. We have held all other inputs constant and determined the impact of hypothetical declines in stock price of ten percent, twenty percent, and thirty percent, based on potential near-term changes in the stock price that could have an adverse effect on the fair value of the warrants and result in a loss recorded to the consolidated statements of operations. As of December 31, 2015 and 2014, the fair value of the Hortonworks warrants was approximately \$79 million and \$98 million, respectively. As of December 31, 2015, declines in stock prices of ten percent, twenty percent and thirty percent would result in a \$8 million, \$16 million and \$24 million decline, respectively, in the total value of the Hortonworks warrants.

Item 8. Financial Statements and Supplementary Data

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Yahoo! Inc.:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Yahoo! Inc. and its subsidiaries at December 31, 2014 and December 31, 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 1 to the consolidated financial statements, the Company changed the manner in which it classifies deferred taxes in 2015 and 2014 due to the adoption of Accounting Standards Update 2015-17, *Balance Sheet Classification of Deferred Taxes*.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

San Jose, California
February 29, 2016

Yahoo! Inc.
Consolidated Balance Sheets

	<u>December 31,</u> <u>2014</u>	<u>December 31,</u> <u>2015</u>
	(in thousands, except par values)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 2,664,098	\$ 1,631,911
Short-term marketable securities	5,327,412	4,225,112
Accounts receivable, net of allowance of \$39,799 and \$57,503 as of December 31, 2014 and 2015, respectively	1,032,704	1,047,504
Prepaid expenses and other current assets (includes restricted cash of \$23,088 and \$29,678 as of December 31, 2014 and 2015, respectively)	420,207	602,792
Total current assets	9,444,421	7,507,319
Long-term marketable securities	2,230,892	975,961
Property and equipment, net	1,487,684	1,547,323
Goodwill	5,152,570	808,114
Intangible assets, net	470,842	347,269
Other long-term assets and investments (includes restricted cash of \$3,818 and \$0 as of December 31, 2014 and 2015, respectively)	563,560	342,390
Investment in Alibaba Group	39,867,789	31,172,361
Investments in equity interests	2,489,578	2,503,229
Total assets	\$ 61,707,336	\$ 45,203,966
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 238,018	\$ 208,691
Income taxes payable related to sale of Alibaba Group ADSs	3,282,293	—
Other accrued expenses and current liabilities	657,709	934,658
Deferred revenue	336,963	134,031
Total current liabilities	4,514,983	1,277,380
Convertible notes	1,170,423	1,233,485
Long-term deferred revenue	20,774	27,801
Other long-term liabilities	143,095	118,689
Deferred tax liabilities related to investment in Alibaba Group	16,154,906	12,611,867
Deferred and other long-term tax liabilities	917,563	855,324
Total liabilities	22,921,744	16,124,546
Commitments and contingencies (Note 12)		
Yahoo! Inc. stockholders' equity:		
Preferred stock, \$0.001 par value; 10,000 shares authorized; none issued or outstanding	—	—
Common stock, \$0.001 par value; 5,000,000 shares authorized; 949,771 shares issued and 936,838 shares outstanding as of December 31, 2014 and 962,959 shares issued and 945,854 shares outstanding as of December 31, 2015	945	959
Additional paid-in capital	8,499,475	8,807,273
Treasury stock at cost, 12,933 shares as of December 31, 2014 and 17,105 shares as of December 31, 2015	(712,455)	(911,533)
Retained earnings	8,934,244	4,570,807
Accumulated other comprehensive income	22,019,628	16,576,031
Total Yahoo! Inc. stockholders' equity	38,741,837	29,043,537
Noncontrolling interests	43,755	35,883
Total equity	38,785,592	29,079,420
Total liabilities and equity	\$ 61,707,336	\$ 45,203,966

The accompanying notes are an integral part of these consolidated financial statements.

Yahoo! Inc.
Consolidated Statements of Operations

	Years Ended December 31,		
	2013	2014	2015
	(in thousands, except per share amounts)		
Revenue	\$ 4,680,380	\$ 4,618,133	\$ 4,968,301
Operating expenses:			
Cost of revenue—traffic acquisition costs	254,442	217,531	877,514
Cost of revenue—other	1,094,938	1,169,844	1,200,234
Sales and marketing	1,083,872	1,084,438	1,080,718
Product development	957,587	1,156,386	1,177,923
General and administrative	667,403	686,272	687,804
Amortization of intangibles	44,841	66,750	79,042
Gain on sales of patents	(79,950)	(97,894)	(11,100)
Asset impairment charge	—	—	44,381
Goodwill impairment charge	63,555	88,414	4,460,837
Intangibles impairment charge	—	—	15,423
Restructuring charges, net	3,766	103,450	104,019
Total operating expenses	4,090,454	4,475,191	9,716,795
Income (loss) from operations	589,926	142,942	(4,748,494)
Other income (expense), net	43,357	10,369,439	(75,782)
Income (loss) before income taxes and earnings in equity interests	633,283	10,512,381	(4,824,276)
(Provision) benefit for income taxes	(153,392)	(4,038,102)	89,598
Earnings in equity interests, net of tax	896,675	1,057,863	383,571
Net income (loss)	1,376,566	7,532,142	(4,351,107)
Net income attributable to noncontrolling interests	(10,285)	(10,411)	(7,975)
Net income (loss) attributable to Yahoo! Inc.	\$ 1,366,281	\$ 7,521,731	\$ (4,359,082)
Net income (loss) attributable to Yahoo! Inc. common stockholders per share—basic	\$ 1.30	\$ 7.61	\$ (4.64)
Net income (loss) attributable to Yahoo! Inc. common stockholders per share—diluted	\$ 1.26	\$ 7.45	\$ (4.64)
Shares used in per share calculation—basic	1,052,705	987,819	939,141
Shares used in per share calculation—diluted	1,070,811	1,004,108	939,141
Stock-based compensation expense by function:			
Cost of revenue—other	\$ 15,545	\$ 42,155	\$ 32,010
Sales and marketing	101,852	145,777	141,418
Product development	83,396	139,056	190,454
General and administrative	77,427	93,186	93,271
Restructuring charges, net	—	—	2,705

The accompanying notes are an integral part of these consolidated financial statements.

Yahoo! Inc.

Consolidated Statements of Comprehensive Income (loss)

	Years Ended December 31,		
	2013	2014	2015
	(in thousands)		
Net income (loss)	\$ 1,376,566	\$ 7,532,142	\$ (4,351,107)
Available-for-sale securities:			
Unrealized gains (losses) on available-for-sale securities, net of taxes of \$(1,724), \$(15,170,607) and \$3,551,551 for 2013, 2014 and 2015, respectively	6,776	22,072,073	(5,166,595)
Reclassification adjustment for realized (gains) losses on available-for-sale securities included in net income, net of taxes of \$479, \$1,339 and \$(104) for 2013, 2014 and 2015, respectively	(796)	(2,218)	174
Net change in unrealized gains (losses) on available-for-sale securities, net of tax	5,980	22,069,855	(5,166,421)
Foreign currency translation adjustments ("CTA"):			
Foreign CTA gains (losses), net of taxes of \$(19,754), \$1,734 and \$1,279 for 2013, 2014 and 2015, respectively	(577,711)	(363,013)	(279,135)
Net investment hedge CTA gains (losses), net of taxes of \$(192,369), \$(79,037) and \$(1,941) for 2013, 2014 and 2015, respectively	317,459	130,904	3,333
Reclassification adjustment for realized (gains) losses included in CTA, net of taxes of \$0, \$30,325 and \$0 for 2013, 2014, and 2015, respectively	—	(50,301)	—
Net foreign CTA gains (losses), net of tax	(260,252)	(282,410)	(275,802)
Cash flow hedges:			
Unrealized gains (losses) on cash flow hedges, net of taxes of \$(1,199), \$(3,044) and \$(490) for 2013, 2014 and 2015, respectively	3,492	5,704	(5,795)
Reclassification adjustment for realized (gains) losses on cash flow hedges included in net income, net of taxes of \$575, \$2,771 and \$1,319 for 2013, 2014 and 2015, respectively	(2,080)	(5,259)	4,421
Net change in unrealized gains (losses) on cash flow hedges, net of tax	1,412	445	(1,374)
Other comprehensive income (loss)	(252,860)	21,787,890	(5,443,597)
Comprehensive income (loss)	1,123,706	29,320,032	(9,794,704)
Less: comprehensive income attributable to noncontrolling interests	(10,285)	(10,411)	(7,975)
Comprehensive income (loss) attributable to Yahoo! Inc.	\$ 1,113,421	\$ 29,309,621	\$ (9,802,679)

The accompanying notes are an integral part of these consolidated financial statements.

Yahoo! Inc.
Consolidated Statements of Stockholders' Equity

	Years Ended December 31,		
	2013	2014	2015
	(in thousands)		
Common stock			
Balance, beginning of year	\$ 1,187	\$ 1,015	\$ 945
Common stock issued	26	24	14
Common stock retired	(198)	(94)	—
Balance, end of year	<u>1,015</u>	<u>945</u>	<u>959</u>
Additional paid-in capital			
Balance, beginning of year	9,563,348	8,688,304	8,499,475
Common stock and stock-based awards issued	353,241	306,608	58,778
Stock-based compensation expense	294,408	432,614	464,586
Tax (detriments) benefits from stock-based awards	49,061	145,711	41,729
Tax withholdings related to net share settlements of restricted stock awards	(139,815)	(280,879)	(257,731)
Retirement of treasury stock	(1,620,704)	(794,596)	—
Equity component of convertible senior notes, net	268,084	—	—
Purchase of note hedges	(205,706)	—	—
Issuance of warrants	124,775	—	—
Other	1,612	1,713	436
Balance, end of year	<u>8,688,304</u>	<u>8,499,475</u>	<u>8,807,273</u>
Treasury stock			
Balance, beginning of year	(1,368,043)	(200,228)	(712,455)
Repurchases of common stock	(3,344,396)	(2,430,436)	(203,771)
Treasury shares reissuance	—	4,189	4,693
Accelerated share repurchases	—	(1,732,794)	—
Retirement of treasury stock	4,512,211	3,646,814	—
Balance, end of year	<u>(200,228)</u>	<u>(712,455)</u>	<u>(911,533)</u>
Retained earnings			
Balance, beginning of year	5,792,459	4,267,429	8,934,244
Net income (loss) attributable to Yahoo! Inc.	1,366,281	7,521,731	(4,359,082)
Retirement of treasury stock	(2,891,311)	(2,852,124)	—
Treasury shares reissuance	—	(2,792)	(4,355)
Balance, end of year	<u>4,267,429</u>	<u>8,934,244</u>	<u>4,570,807</u>
Accumulated other comprehensive income			
Balance, beginning of year	571,249	318,389	22,019,628
Net change in unrealized gains (losses) on available-for-sale securities, net of tax	5,980	22,069,855	(5,166,421)
Net change in unrealized gains (losses) on cash flow hedges, net of tax	1,412	445	(1,374)
Foreign currency translation adjustments, net of tax	(260,252)	(369,061)	(275,802)
Balance, end of year	<u>318,389</u>	<u>22,019,628</u>	<u>16,576,031</u>
Total Yahoo! Inc. stockholders' equity	<u>\$ 13,074,909</u>	<u>\$ 38,741,837</u>	<u>\$ 29,043,537</u>

The accompanying notes are an integral part of these consolidated financial statements.

Yahoo! Inc.
Consolidated Statements of Stockholders' Equity—(Continued)

	Years Ended December 31,		
	2013	2014	2015
	Number of Outstanding Shares		
	(in thousands)		
Common stock			
Balance, beginning of year	1,115,233	1,014,338	936,838
Common stock and restricted stock issued	26,401	24,197	12,824
Restricted stock issued under compensation arrangements related to acquisitions	1,567	—	468
Accelerated share repurchase	—	(39,859)	—
Repurchases of common stock	(128,863)	(61,838)	(4,276)
Balance, end of year	<u>1,014,338</u>	<u>936,838</u>	<u>945,854</u>

The accompanying notes are an integral part of these consolidated financial statements.

Yahoo! Inc.
Consolidated Statements of Cash Flows

	Years Ended December 31,		
	2013	2014	2015
	(in thousands)		
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income (loss)	\$ 1,376,566	\$ 7,532,142	\$ (4,351,107)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation	532,485	475,031	472,894
Amortization of intangible assets	96,518	131,537	136,719
Accretion of convertible notes discount	4,846	59,838	63,061
Stock-based compensation expense	278,220	420,174	459,858
Non-cash asset impairment charge	—	—	44,381
Non-cash goodwill impairment charge	63,555	88,414	4,460,837
Non-cash intangibles impairment charge	—	—	15,423
Non-cash restructuring charges (reversals)	547	(3,394)	3,150
Non-cash accretion on marketable securities	36,985	30,878	47,218
Foreign exchange (gain) loss	(10,852)	15,978	4,376
Gain on sale of assets and other	(3,736)	(11,383)	(2,878)
Gain on sale of Alibaba Group ADSs	—	(10,319,437)	—
Gain on sales of patents	(79,950)	(97,894)	(11,100)
(Gain) loss on Hortonworks warrants	—	(98,062)	19,199
Earnings in equity interests	(896,675)	(1,057,863)	(383,571)
Dividend income related to Alibaba Group Preference Shares	(35,726)	—	—
Tax benefits from stock-based awards	49,061	145,711	41,729
Excess tax benefits from stock-based awards	(64,407)	(149,582)	(58,282)
Deferred income taxes	(84,302)	465,873	(42,341)
Dividends received from equity investees	135,058	83,685	142,045
Changes in assets and liabilities, net of effects of acquisitions:			
Accounts receivable	26,199	29,278	(39,065)
Prepaid expenses and other	27,401	(82,419)	21,842
Accounts payable	(7,764)	14,165	(59,965)
Accrued expenses and other liabilities	(98,853)	156,307	109,776
Incomes taxes payable related to sale of Alibaba Group ADSs	—	3,282,293	(3,282,293)
Deferred revenue	(149,929)	(194,920)	(195,328)
Net cash provided by (used in) operating activities	<u>1,195,247</u>	<u>916,350</u>	<u>(2,383,422)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Acquisition of property and equipment	(342,971)	(413,019)	(554,163)
Proceeds from sales of property and equipment	4,840	17,404	11,176
Purchases of marketable securities	(3,223,190)	(7,890,092)	(5,206,245)

The accompanying notes are an integral part of these consolidated financial statements.

Yahoo! Inc.
Consolidated Statements of Cash Flows

	Years Ended December 31,		
	2013	2014	2015
	(in thousands)		
Proceeds from sales of marketable securities	\$ 2,871,834	\$ 2,269,659	\$ 822,997
Proceeds from maturities of marketable securities	748,915	945,696	6,691,645
Proceeds from sale of Alibaba Group ADSs, net of underwriting discounts, commissions, and fees	—	9,404,974	—
Proceeds related to the redemption of Alibaba Group Preference Shares	800,000	—	—
Acquisitions, net of cash acquired	(1,247,544)	(859,036)	(175,693)
Proceeds from sales of patents	79,950	86,300	29,100
Purchases of intangible assets	(2,500)	(2,658)	(4,811)
Proceeds from settlement of derivative hedge contracts	312,266	254,496	147,179
Payments for settlement of derivative hedge contracts	(22,708)	(5,454)	(8,817)
Payments for equity investments in privately held companies	(4,226)	(74,399)	—
Other investing activities, net	2,113	4,630	(256)
Net cash (used in) provided by investing activities	<u>(23,221)</u>	<u>3,738,501</u>	<u>1,752,112</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from issuance of common stock	353,267	308,029	59,130
Repurchases of common stock	(3,344,396)	(4,163,227)	(203,771)
Proceeds from issuance of convertible notes	1,412,344	—	—
Payments for note hedges	(205,706)	—	—
Proceeds from issuance of warrants	124,775	—	—
Excess tax benefits from stock-based awards	64,407	149,582	58,282
Tax withholdings related to net share settlements of restricted stock units	(139,815)	(280,879)	(257,731)
Distributions to noncontrolling interests	—	(22,344)	(15,847)
Proceeds from credit facility borrowings	150,000	—	—
Repayment of credit facility borrowings	(150,000)	—	—
Other financing activities, net	(8,760)	(13,627)	(17,321)
Net cash used in financing activities	<u>(1,743,884)</u>	<u>(4,022,466)</u>	<u>(377,258)</u>
Effect of exchange rate changes on cash and cash equivalents	(18,330)	(45,877)	(23,619)
Net change in cash and cash equivalents	(590,188)	586,508	(1,032,187)
Cash and cash equivalents at beginning of period	2,667,778	2,077,590	2,664,098
Cash and cash equivalents at end of period	<u>\$ 2,077,590</u>	<u>\$ 2,664,098</u>	<u>\$ 1,631,911</u>
NON-CASH ACTIVITIES:			
Change in non-cash acquisitions of property and equipment	\$ 37,318	\$ (27,533)	\$ (12,392)

The accompanying notes are an integral part of these consolidated financial statements.

Yahoo! Inc.

Notes to Consolidated Financial Statements

Note 1 The Company And Summary Of Significant Accounting Policies

The Company. Yahoo! Inc., together with its consolidated subsidiaries (“Yahoo” or the “Company”), is a guide to digital information discovery, focused on informing, connecting, and entertaining users through its search, communications, and digital content products. By creating highly personalized experiences, the Company helps users discover the information that matters most to them around the world—on mobile or desktop. The Company creates value for advertisers with a streamlined, simple advertising technology stack that leverages Yahoo’s data, content, and technology to connect advertisers with their target audiences. Advertisers can build their businesses through advertisements targeted to audiences on the Company’s online properties and services (“Yahoo Properties”) and a distribution network of third party entities (“Affiliates”) who integrate the Company’s advertising offerings into their websites or other offerings (“Affiliate sites”). The Company’s revenue is generated principally from display and search advertising. The Company manages and measures its business geographically, principally in the Americas, EMEA (Europe, Middle East, and Africa) and Asia Pacific.

Basis of Presentation. The consolidated financial statements include the accounts of Yahoo! Inc. and its majority-owned or otherwise controlled subsidiaries. All intercompany accounts and transactions have been eliminated. Investments in entities in which the Company can exercise significant influence, but does not own a majority equity interest or otherwise control, are accounted for using the equity method and are included as investments in equity interests on the consolidated balance sheets. The Company has included the results of operations of acquired companies from the date of the acquisition.

At the beginning of 2015, the Company began classifying editorial costs as cost of revenue—other rather than including such costs in sales and marketing expense. To conform to the current period presentation, the Company reclassified nil and \$89 million, respectively, in internal website editorial costs previously included in sales and marketing expense to cost of revenue—other for the years ended December 31, 2013 and 2014. Also, at the beginning of 2015, the Company began classifying non-data center facilities-related costs within general and administrative expense. To conform to the current period presentation, the Company reclassified \$51 million and \$51 million, respectively, in facilities-related costs previously included in product development expense and \$47 million and \$61 million, respectively, previously included in sales and marketing expense to general and administrative expense for the years ended December 31, 2013 and 2014.

Prior to the adoption of Accounting Standard Update (“ASU”) 2015-16, “Business Combinations,” in the third quarter of 2015, the Company identified measurement-period adjustments of \$11 million to previous purchase accounting estimates for acquisitions, which were primarily related to the finalization of tax and other adjustments. These adjustments were immaterial and applied retrospectively to the acquisition dates. Accordingly, the Company’s consolidated balance sheet as of December 31, 2014 has been updated to reflect the effects of the measurement-period adjustments.

The Company revised the 2014 Consolidated Statement of Cash Flows to correct for a non-cash acquisition of property and equipment resulting in an increase in cash provided by operating activities of \$23 million and a corresponding decrease in net cash provided by investing activities.

The preparation of consolidated financial statements in conformity with generally accepted accounting principles (“GAAP”) in the United States (“U.S.”) requires management to make

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estimates, judgments, and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses and the related disclosure of contingent assets and liabilities. On an ongoing basis, the Company evaluates its estimates, including those related to revenue, the useful lives of long-lived assets including property and equipment and intangible assets, investment fair values, originally developed content, acquired content, stock-based compensation, goodwill, income taxes, contingencies, and restructuring charges. The Company bases its estimates of the carrying value of certain assets and liabilities on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, when these carrying values are not readily available from other sources. Actual results may differ from these estimates.

Concentration of Risk. Financial instruments that potentially subject the Company to significant concentration of credit and equity price risk consist primarily of cash, cash equivalents, marketable securities (including Alibaba Group Holding Limited (“Alibaba Group”) and Hortonworks, Inc. (“Hortonworks”) equity securities), accounts receivable, and derivative financial instruments. The primary focus of the Company’s investment strategy is to preserve capital and meet liquidity requirements. A large portion of the Company’s cash is managed by external managers within the guidelines of the Company’s investment policy. The Company’s investment policy addresses the level of credit exposure by limiting the concentration in any one corporate issuer or sector and establishing a minimum allowable credit rating. To manage the risk exposure, the Company maintains its portfolio of cash and cash equivalents and short-term and long-term investments in marketable securities, including U.S. and foreign government, agency, municipal and highly rated corporate debt obligations and money market funds.

The fair value of the equity investments in Alibaba Group and Hortonworks will vary over time and is subject to a variety of market risks including: company performance, macro-economic, regulatory, industry, and systemic risks of the equity markets overall. Consequently, the carrying value of the Company’s investment portfolio will vary over time as the value of the Company’s investments in marketable securities, including Alibaba Group and Hortonworks changes.

Accounts receivable are typically unsecured and are derived from revenue earned from customers. The Company performs ongoing credit evaluations of its customers and maintains allowances for potential credit losses. Historically, such losses have been within management’s expectations.

The Company’s derivative instruments, including the convertible note hedge transactions, expose the Company to credit risk to the extent that its derivative counterparties become unable to meet their financial obligations under the terms of the agreements. The Company seeks to mitigate this risk by limiting its derivative counterparties to major financial institutions and by spreading the risk across several major financial institutions. In addition, the potential risk of loss with any one counterparty resulting from this type of credit risk is monitored on an ongoing basis. See “Note 9—Foreign Currency Derivative Financial Instruments” for additional information related to the Company’s derivative instruments.

The Company also holds warrants in Hortonworks, which expose the Company to variability in fair value based on changes in the stock price as an input to the Black-Scholes model.

Revenue under the Company’s Search and Advertising Sales Agreement (as amended, the “Search Agreement”) with Microsoft Corporation (“Microsoft”) represented approximately 31 percent, 35 percent, and 35 percent of the Company’s revenue for the years ended December 31, 2013, 2014 and, 2015, respectively, and no other individual customer accounted for 10 percent or more of the Company’s revenue for 2013, 2014, or 2015. As of December 31, 2014 and 2015, no one customer accounted for 10 percent or more of the accounts receivable balance.

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Comprehensive Income (loss). Comprehensive income (loss) consists of two components, net income and other comprehensive income (loss). Other comprehensive income (loss) refers to revenue, expenses, and gains and losses that under GAAP are recorded as an element of stockholders' equity but are excluded from net income (loss). The Company's other comprehensive income (loss) consists of foreign currency translation adjustments from those subsidiaries or equity method investments where the local currency is the functional currency, unrealized gains and losses on marketable securities classified as available-for-sale, unrealized gains and losses on cash flow hedges, net changes in fair value of derivative instruments related to our net investment hedges, as well as the Company's share of its equity investees' other comprehensive income.

Foreign Currency. The functional currency of the Company's international subsidiaries is evaluated on a case-by-case basis and is often the local currency. The financial statements of these subsidiaries are translated into U.S. dollars using period-end rates of exchange for assets and liabilities, historical rates of exchange for equity, and average rates of exchange for the period for revenue and expenses. Translation gains (losses) are recorded in accumulated other comprehensive income as a component of stockholders' equity. In addition, the Company records translation gains (losses) related to its foreign equity method investments in accumulated other comprehensive income. The Company records foreign currency transaction gains and losses, realized and unrealized and foreign exchange gains and losses due to re-measurement of monetary assets and liabilities denominated in non-functional currencies in other income (expense), net in the consolidated statements of operations. The Company recorded \$6 million, \$15 million and \$22 million of net losses in 2013, 2014 and 2015, respectively.

Cash and Cash Equivalents, Short- and Long-Term Marketable Securities. The Company invests its excess cash in money market funds, time deposits, and liquid debt securities of the U.S. and foreign governments and their agencies, U.S. municipalities, and high-credit corporate issuers which are classified as marketable securities and cash equivalents. All investments in debt securities with an original maturity of 90 days or less are considered cash equivalents. Investments in debt securities with remaining maturities of less than 12 months from the balance sheet date are classified as current assets, which are available for use to fund current operations. Investments with remaining maturities greater than 12 months from the balance sheet date are classified as long-term assets.

Operating cash deposits held with banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and are maintained with financial institutions with reputable credit and therefore bear minimal credit risk. The Company seeks to mitigate its credit risk by spreading such risk across multiple counterparties and monitoring the risk profiles of these counterparties.

The Company's marketable equity securities, including Alibaba Group and Hortonworks, are classified as available-for-sale and are reported at fair value, with unrealized gains and losses, net of tax, recorded in accumulated other comprehensive income. The change in the classification of the Company's investments in Alibaba Group and Hortonworks to available-for-sale marketable securities exposes the Company's investment portfolio to increased equity price risk. The Company evaluates the marketable equity securities periodically for possible other-than-temporary impairment. A decline of fair value below cost basis is considered an other-than-temporary impairment if the Company has the intent to sell the security or it is more likely than not that the Company will be required to sell the security before recovery of the entire cost basis. In those instances, an impairment charge equal to the difference between the fair value and the cost basis is recognized in earnings. Regardless of the Company's intent or requirement to sell the marketable equity securities, an impairment is considered other-than-temporary if the Company does not expect to recover the entire cost basis; in those instances, a loss equal to the difference between fair value and the cost basis of the marketable equity security is recognized in earnings.

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Realized gains or losses and declines in value judged to be other-than-temporary, if any, on available-for-sale securities are reported in other income, net. The Company evaluates its marketable debt investments periodically for possible other-than-temporary impairment. A decline of fair value below amortized costs of debt securities is considered an other-than-temporary impairment if the Company has the intent to sell the security or it is more likely than not that the Company will be required to sell the security before recovery of the entire amortized cost basis. In those instances, an impairment charge equal to the difference between the fair value and the amortized cost basis is recognized in earnings. Regardless of the Company's intent or requirement to sell a debt security, an impairment is considered other-than-temporary if the Company does not expect to recover the entire amortized cost basis; in those instances, a credit loss equal to the difference between the present value of the cash flows expected to be collected based on credit risk and the amortized cost basis of the debt security is recognized in earnings. The Company has no current requirement or intent to sell a material portion of debt securities as of December 31, 2015. The Company expects to recover up to (or beyond) the initial cost of investment for securities held. In computing realized gains and losses on available-for-sale securities, the Company determines cost based on amounts paid, including direct costs such as commissions to acquire the security, using the specific identification method. During the years ended December 31, 2013, 2014 and 2015, gross realized gains and losses on available-for-sale marketable debt and equity securities were not material.

Allowance for Doubtful Accounts. The Company records its allowance for doubtful accounts based upon its assessment of various factors. The Company considers historical experience, the age of the accounts receivable balances, the credit quality of its customers, current economic conditions, and other factors that may affect customers' ability to pay to determine the level of allowance required.

Foreign Currency Derivative Financial Instruments. The Company uses derivative financial instruments, primarily foreign currency forward contracts and option contracts, to mitigate certain foreign currency exposures. The Company hedges, on an after-tax basis, a portion of its net investment in Yahoo Japan Corporation ("Yahoo Japan"). The Company has designated these foreign currency forward and option contracts as net investment hedges. The effective portion of changes in fair value is recorded in accumulated other comprehensive income on the Company's consolidated balance sheet and any ineffective portion is recorded in other income (expense), net on the Company's consolidated statements of operations. The Company expects the net investment hedges to be effective, on an after-tax basis, and effectiveness will be assessed each quarter. Should any portion of the net investment hedge become ineffective, the ineffective portion will be reclassified to other income (expense), net on the Company's consolidated statements of operations. The fair values of the net investment hedges are determined using quoted observable inputs. Gains and losses reported in accumulated other comprehensive income will not be reclassified into earnings until a sale of the Company's underlying investment.

For derivatives designated as cash flow hedges, the effective portion of the unrealized gains or losses on these forward contracts is recorded in accumulated other comprehensive income on the Company's consolidated balance sheets and reclassified into revenue in the consolidated statements of operations when the underlying hedged revenue is recognized. If the cash flow hedges were to become ineffective, the ineffective portion would be immediately recorded in other income (expense), net in the Company's consolidated statements of operations.

The Company hedges certain of its net recognized foreign currency assets and liabilities with foreign exchange forward contracts to reduce the risk that its earnings and cash flows will be adversely affected by changes in foreign currency exchange rates. These balance sheet hedges are used to partially offset the foreign currency exchange gains and losses generated by the re-measurement of certain assets and liabilities denominated in non-functional currency. Changes in the fair value of these derivatives are recorded in other income (expense), net on the Company's consolidated

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statements of operations. The fair values of the balance sheet hedges are determined using quoted observable inputs.

The Company recognizes all derivative instruments as other assets or liabilities on the Company's consolidated balance sheets at fair value. See Note 9—"Foreign Currency Derivative Financial Instruments" for a full description of the Company's derivative financial instrument activities and related accounting.

Property and Equipment. Buildings are stated at cost and depreciated using the straight-line method over the estimated useful lives of 25 years. Leasehold improvements are amortized over the lesser of their expected useful lives and the remaining lease term. Computers and equipment and furniture and fixtures are stated at cost and depreciated using the straight-line method over the estimated useful lives of the assets, generally three to five years.

Property and equipment to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Determination of recoverability is based on the lowest level of identifiable estimated undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of any impairment loss for long-lived assets that management expects to hold and use is based on the excess of the carrying value of the asset over its fair value. No impairments of such assets were identified during any of the periods presented.

Capitalized Software and Labor. The Company capitalized certain software and labor costs totaling approximately \$130 million, \$85 million, and \$31 million during 2013, 2014, and 2015, respectively. The Company capitalizes eligible costs to acquire or develop internal-use software that are incurred subsequent to the preliminary project stage through the development stage. The estimated useful life of costs capitalized is evaluated for each specific project and ranges from one to three years. Actual economic lives may differ from estimated useful lives. Periodic reviews could result in a change in estimated useful lives and therefore amortization expense in future periods. During 2013, 2014, and 2015, the amortization of capitalized costs totaled approximately \$175 million, \$161 million, and \$144 million, respectively. Capitalized software and labor costs are included in property and equipment, net. Included in the capitalized amounts above are \$16 million, \$12 million, and \$5 million, respectively, of stock-based compensation expense in the years ended December 31, 2013, 2014, and 2015.

Goodwill. Goodwill represents the excess of the purchase price over the fair value of the net tangible and intangible assets acquired in a business combination. Goodwill is not amortized, but is tested for impairment on an annual basis and more frequently if impairment indicators are present. The Company's reporting units are one level below the operating segments level. The reporting unit's carrying value is compared to its fair value. The estimated fair values of the reporting units are determined using either the market approach, income approach or a combination of the market and income approach. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its estimated fair value. The income approach uses expected future operating results and failure to achieve these expected results may cause a future impairment of goodwill at the reporting unit. If the carrying value of the reporting unit exceeds its estimated fair value, the second step of the goodwill impairment test is performed by comparing the carrying value of the goodwill in the reporting unit to its implied fair value. The implied fair value is calculated by allocating all of the assets and liabilities of the reporting unit, including any unrecognized intangible assets, in a hypothetical analysis that calculates the implied fair value of goodwill in the same manner as if the reporting unit was being acquired in a business combination. An impairment charge is recognized for the excess of the carrying value of goodwill over its implied estimated fair value. The Company conducts its annual goodwill impairment test as of October 31, 2015. See Note 5—"Goodwill" for results of the goodwill impairment test.

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Intangible Assets. Definite-lived intangible assets are carried at cost and are amortized over their estimated useful lives, generally on a straight-line basis over one to seven years as the pattern of use is ratable. The Company reviews identifiable amortizable intangible assets to be held and used for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Determination of recoverability is based on the lowest level of identifiable estimated undiscounted cash flows resulting from use of the asset and its eventual disposition. Intangible assets with indefinite useful lives are not amortized but are reviewed for impairment whenever events or changes in circumstances indicate that it is more likely than not that the fair value is less than its carrying amount. If the Company determines that an intangible asset with an indefinite life is more likely than not impaired, a quantitative test comparing the fair value of the indefinite-lived purchased intangible asset with its carrying amount is performed. The Company estimates the fair value of indefinite-lived purchased intangible assets using an income approach. Measurement of any impairment losses on both definite-lived and indefinite-lived intangible assets are based on the excess of the carrying value of the asset over its fair value. See Note 6—"Intangible Assets, Net" for additional information.

Originally Developed Content and Acquired Content. Originally developed content and acquired content are both carried at cost. Originally developed content is amortized based on the expected pattern of viewing, typically over 18 months. Acquired content is amortized on a straight-line basis over the shorter of each program's contractual window of availability or estimated period of use, beginning with the month of first availability. Marketing and general and administrative costs are expensed as incurred.

For originally developed content, the Company performs regular recoverability assessments on a program-by-program basis. If there are any events or changes in circumstances indicating that the Company should assess whether the fair value of originally developed content is less than its unamortized costs, the Company performs a fair value analysis using an expected cash flow approach. The amount by which the unamortized costs of the originally developed content exceed estimated fair value is charged to expense as an asset impairment. During the year ended December 31, 2015, the Company recorded an asset impairment charge of \$16 million related to originally developed content.

For acquired content, the Company compares the net realizable value on a program-by-program basis with the unamortized cost. The amount by which the unamortized costs of the acquired content exceed net realizable value is charged to expense as an asset impairment. During the year ended December 31, 2015, the Company recorded an asset impairment charge of \$28 million related to acquired content, primarily driven by a reduction of forecasted revenues to be generated from advertising on Yahoo Properties.

Investments in Equity Interests. Investments in the common stock of entities in which the Company can exercise significant influence but does not own a majority equity interest or otherwise control are accounted for using the equity method and are included as investments in equity interests on the consolidated balance sheets. The Company records its share of the results of these companies one quarter in arrears within earnings in equity interests in the consolidated statements of operations. Investments in privately held equity interests in which the Company cannot exercise significant influence are accounted for using the cost method of accounting.

The Company reviews its investments for other-than-temporary impairment whenever events or changes in business circumstances indicate that the carrying value of the investment may not be fully recoverable. Investments identified as having an indication of impairment are subject to further analysis to determine if the impairment is other-than-temporary and this analysis requires estimating

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the fair value of the investment. The determination of fair value of the investment involves considering factors such as the stock prices of public companies in which the Company has an equity investment, current economic and market conditions, the operating performance of the companies including current earnings trends and forecasted cash flows, and other company and industry specific information.

Leasing. The Company leases office space and data centers under operating leases and certain data center equipment under capital lease agreements with original lease periods up to 15 years. Assets acquired under capital leases are amortized over the lesser of the useful life of the asset or the lease term. For the years ended December 31, 2013, 2014 and 2015, the Company expensed \$5 million, \$5 million and \$4 million of interest related to capital leases, respectively, which approximated the cash payments made for interest. As of December 31, 2014 and 2015, the Company had net capital lease obligations included in capital lease and other long-term liabilities on the consolidated balance sheets of \$47 million and \$33 million, respectively. Certain of the operating lease agreements contain rent holidays and rent escalation provisions. For purposes of recognizing these lease incentives on a straight-line basis over the term of the lease, the Company uses the date that the Company has the right to control the asset to begin rent expense. Lease renewal periods are considered on a lease-by-lease basis and are generally not included in the period of straight-line recognition of rent expense.

The Company establishes assets and liabilities for the estimated construction costs incurred under build-to-suit lease arrangements to the extent the Company is involved in the construction of structural improvements or take construction risk prior to commencement of a lease. Upon the right to control the facilities under build-to-suit leases, the Company assesses whether these arrangements qualify for sales recognition under the sale-leaseback accounting guidance. If the Company continues to be the deemed owner, the facilities are accounted for as finance leases.

Income Taxes. Deferred income taxes are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. The Company records a valuation allowance against particular deferred income tax assets if it is more likely than not that those assets will not be realized. The provision for income taxes comprises the Company's current tax liability and change in deferred income tax assets and liabilities.

Significant judgment is required in evaluating the Company's uncertain tax positions and determining its provision for income taxes. The Company establishes liabilities for tax-related uncertainties based on estimates of whether, and the extent to which, additional taxes will be due. These liabilities are established when the Company believes that certain positions might be challenged despite its belief that its tax return positions are in accordance with applicable tax laws. The Company adjusts these liabilities when new information becomes available, such as the closing of a tax audit, new tax legislation, developments in case law or interactions with the tax authorities. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the effect of changes to liabilities for tax-related uncertainties that are considered appropriate, as well as the related net interest and penalties. Income taxes paid, net of refunds received, were \$208 million, \$90 million, and \$3 billion in the years ended December 31, 2013, 2014, and 2015, respectively. Interest paid was not material in any of the years presented. See Note 16—"Income Taxes" for additional information.

Revenue Recognition. Revenue is generated from offerings, which include clicks on text-based links to advertisers' websites that appear primarily on search results pages ("search advertising"), the display of graphical, non-graphical, and video advertisements ("display advertising"), and other sources. The Company recognizes revenue from search advertising on Yahoo Properties and Affiliate

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sites. Search revenue is recognized based on Paid Clicks. A Paid Click occurs when an end-user clicks on a sponsored listing on Yahoo Properties and Affiliate sites for which an advertiser pays on a per click basis. The Company also sells search traffic to certain customers where it does not have a direct relationship with the advertiser, in which case revenue is also recognized based on Paid Clicks. In the Company's Search Agreement with Microsoft, the Company agreed to request paid search results from Microsoft for 51 percent of search queries originating from desktop computers accessing Yahoo Properties and Affiliate sites (the "Volume Commitment"). There is no such Volume Commitment for traffic generated on mobile devices.

Previously under the Search Agreement, the Company was entitled to receive a percentage of the revenue (the "Revenue Share Rate") generated from Microsoft's services on Yahoo Properties and on Affiliate sites after deduction of the Affiliate sites' share of revenue and certain Microsoft costs. The Revenue Share Rate was 88 percent for the first five years of the Search Agreement and then increased to 90 percent on February 23, 2015. Pursuant to the Eleventh Amendment to the Search Agreement, the Revenue Share Rate increased to 93 percent, but Microsoft now receives its 7 percent revenue share before deduction of the Affiliate site's share of revenue. The Affiliate site's share of revenue is deducted from the Company's 93 percent Revenue Share Rate. As the Company is not the primary obligor in the arrangement with the advertisers and publishers, the amounts paid to Affiliates are recorded as a reduction of revenue. See Note 19—"Search Agreement with Microsoft Corporation" for a description of the Search Agreement with Microsoft.

The Company recognizes search revenue generated from mobile ads served through Yahoo Gemini to Yahoo Properties and Affiliate sites. The search revenue generated from mobile ads served through Yahoo Gemini that involve traffic supplied by Affiliates is reported gross of the TAC paid to Affiliates (reported as cost of revenue—TAC) as the Company performs the search service for advertisers. Accordingly, the Company is considered the primary obligor to the advertisers who are the customers of the search advertising service. In October 2015, Yahoo reached an agreement with Google that provides Yahoo with additional flexibility to choose among suppliers of search results and ads. Google's offerings complement the search services provided by Microsoft and Yahoo Gemini (Yahoo's marketplace for search and native advertising). The Company also generates search revenue from a revenue sharing arrangement with Yahoo Japan for search technology and services and records the related revenue as reported.

The Company recognizes revenue from display advertising on Yahoo Properties and Affiliate sites as impressions of or clicks on display advertisements are delivered. Impressions are delivered when a sold advertisement appears in pages viewed by users. Clicks are delivered when a user clicks on a native advertisement. Arrangements for these services generally have terms of up to one year and in some cases the terms may be up to three years. For display advertising on Affiliate sites, the Company pays Affiliates from the revenue generated from the display of these advertisements on the Affiliate sites. Traffic acquisition costs ("TAC") are payments made to Affiliates and payments made to companies that direct consumer and business traffic to Yahoo Properties. The display revenue derived from these arrangements that involve traffic supplied by Affiliates is reported gross of the TAC paid to Affiliates (reported as cost of revenue—TAC) when the Company is the primary obligor to the advertisers who are the customers of the display advertising service.

From time-to-time, the Company may offer customized display advertising solutions to advertisers. These customized display advertising solutions combine the Company's standard display advertising with customized content, customer insights, and campaign analysis which are separate units of accounting. Due to the unique nature of these products, the Company may not be able to establish selling prices based on historical stand-alone sales or third-party evidence; therefore, the Company may use its best estimate to establish selling prices. The Company establishes best estimates within a range of selling prices considering multiple factors including, but not limited to, class of advertiser,

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size of transaction, seasonality, margin objectives, observed pricing trends, available online inventory, industry pricing strategies, and market conditions. The Company believes the use of the best estimates of selling price allows revenue recognition in a manner consistent with the underlying economics of the transaction.

Other revenue includes listings-based services revenue, transaction revenue, royalties, patent licenses and fees revenue. Listings-based services revenue is generated from a variety of consumer and business listings-based services, including classified advertising such as Yahoo Local and other services. The Company recognizes listings-based services revenue when the services are performed. Transaction revenue is generated from facilitating commercial transactions through Yahoo Properties, principally from Yahoo Small Business, Yahoo Travel, and Yahoo Shopping. The Company recognizes transaction revenue when there is evidence that qualifying transactions have occurred. The Company also receives royalties from Yahoo Japan which are recognized when earned. Alibaba Group's obligation to make royalty payments under the Technology and Intellectual Property License Agreement (the "TIPLA") ceased on September 24, 2014 as a result of the Alibaba Group's initial public offering (the "Alibaba Group IPO") of American Depositary Shares ("ADSs") and the Company's recognition of the remaining TIPLA deferred revenue was completed on September 18, 2015. See Note 8—"Investments In Equity Interests Accounted For Using The Equity Method Of Accounting" for additional information on the revenue recognized related to the TIPLA. Fees revenue consists of revenue generated from a variety of consumer and business fee-based services as well as services for small businesses. The Company recognizes fees revenue when the services are performed.

In all cases, revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed, and collectability of the related fee is reasonably assured. The Company's arrangements generally do not include a provision for cancellation, termination, or refunds that would significantly impact revenue recognition.

The Company accounts for cash consideration given to customers, for which it does not receive a separately identifiable benefit and cannot reasonably estimate fair value, as a reduction of revenue.

Current deferred revenue is comprised of contractual billings in excess of recognized revenue and payments received in advance of revenue recognition. Long-term deferred revenue includes amounts received for which revenue will not be earned within the next 12 months.

Cost of revenue—TAC. TAC consists of payments made to Affiliates and payments made to companies that direct consumer and business traffic to Yahoo Properties. TAC is either recorded as a reduction of revenue or as cost of revenue—TAC. TAC related to the Company's Search Agreement with Microsoft is recorded as a reduction of revenue. See Note 19—"Search Agreement with Microsoft Corporation" for a description of the Search Agreement and License Agreement with Microsoft. TAC recorded as cost of revenue—TAC relates to the Company's other offerings. The Company enters into Affiliate agreements of varying duration that involve TAC. There are generally two economic structures of the Affiliate agreements: fixed payments with or without a guaranteed minimum amount of traffic delivered or variable payments based on a percentage of the Company's revenue or based on a certain metric, such as the number of searches or paid clicks. The Company expenses TAC under two different methods. Agreements with fixed payments are expensed ratably over the term the fixed payment covers or as the traffic is delivered. Agreements based on a percentage of revenue, number of searches, or other metrics are expensed based on the volume of the underlying activity or revenue multiplied by the agreed-upon price or rate. The Company also has an agreement to compensate a third party, Mozilla Corporation ("Mozilla"), to make the Company the default search provider on certain of Mozilla's products in the United States. The Company records these payments as cost of revenue—TAC.

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Cost of revenue—other. Cost of revenue-other consists of bandwidth costs, stock-based compensation, content, and other expenses associated with the production and usage of Yahoo Properties, including expense and amortization of developed technology and patents. Cost of revenue—other also includes costs for Yahoo's technology platforms and infrastructure, including depreciation expense of facilities and other operating costs, directly related to revenue generating activities.

Amortization of Intangibles. Amortization of customer, affiliate, and advertiser-related relationships and tradenames, trademarks and domain names are classified within amortization of intangibles. Amortization of developed technology and patents is included in cost of revenue—other.

Product Development. Product development expenses consist primarily of compensation-related expenses (including stock-based compensation expense) incurred for research and development, the development of, enhancements to, and maintenance and operation of Yahoo Properties, advertising products, technology platforms, and infrastructure. Depreciation expense, third-party technology and development expense, and other operating costs are also included in product development.

Advertising Costs. Advertising production costs are recorded as expense the first time an advertisement appears. Costs of advertising are recorded as expense as advertising space or airtime is used. All other advertising costs are expensed as incurred. Advertising expense totaled approximately \$128 million, \$142 million, and \$184 million for 2013, 2014, and 2015, respectively.

Restructuring Charges. The Company has developed and implemented restructuring initiatives to improve efficiencies across the organization, reduce its cost structure, and/or better align its resources with the Company's product strategy. As a result of these plans, the Company has recorded restructuring charges comprised principally of employee severance and associated termination costs related to the reduction of its workforce, the consolidation of certain real estate facilities and data centers, losses on subleases, and contract termination costs. The Company's restructuring plans include one-time termination benefits as well as certain contractual termination benefits or employee terminations under ongoing benefit arrangements. One-time termination benefits are recognized as a liability at estimated fair value when the approved plan of termination has been communicated to employees, unless employees must provide future service, in which case the benefits are recognized ratably over the future service period. Ongoing termination benefits arrangements are recognized as a liability at estimated fair value when the amount of such benefits becomes estimable and payment is probable. Contract termination costs are recognized at estimated fair value when the entity terminates the contract in accordance with the contract terms.

These restructuring initiatives require management to make estimates in several areas including: (i) expenses for severance and other employee separation costs; (ii) realizable values of assets made redundant, obsolete, or excessive; and (iii) the ability to generate sublease income and to terminate lease obligations at the estimated amounts.

Stock-Based Compensation Expense. The Company recognizes stock-based compensation expense, net of an estimated forfeiture rate and therefore only recognizes compensation costs for those shares expected to vest over the service period of the award. Stock-based awards are valued based on the grant date fair value of these awards; the Company records stock-based compensation expense on a straight-line basis over the requisite service period, generally one to four years.

Calculating stock-based compensation expense related to stock options requires the input of highly subjective assumptions, including the expected term of the stock options, stock price volatility, and the pre-vesting forfeiture rate of stock awards. The Company estimates the expected life of options granted based on historical exercise patterns, which the Company believes are representative of future behavior. The Company estimates the volatility of its common stock on the date of grant

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based on the implied volatility of publicly traded options on its common stock, with a term of one year or greater. The Company believes that implied volatility calculated based on actively traded options on its common stock is a better indicator of expected volatility and future stock price trends than historical volatility. The assumptions used in calculating the fair value of stock-based awards represent the Company's best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and the Company uses different assumptions, the Company's stock-based compensation expense could be materially different in the future. In addition, the Company is required to estimate the expected pre-vesting award forfeiture rate, as well as the probability that performance conditions that affect the vesting of certain awards will be achieved, and only recognizes expense for those shares expected to vest. The Company estimates the forfeiture rate based on historical experience of the Company's stock-based awards that are granted and cancelled before vesting. See Note 14—"Employee Benefits" for additional information.

The Company uses the "with and without" approach in determining the order in which tax attributes are utilized. As a result, the Company recognizes a tax benefit from stock-based awards in additional paid-in capital only if an incremental tax benefit is realized after all other tax attributes currently available to the Company have been utilized. When tax deductions from stock-based awards are less than the cumulative book compensation expense, the tax effect of the resulting difference ("shortfall") is charged first to additional paid-in capital, to the extent of the Company's pool of windfall tax benefits, with any remainder recognized in income tax expense. The Company determined that it had a sufficient windfall pool available through the end of 2015 to absorb any shortfalls. In addition, the Company accounts for the indirect effects of stock-based awards on other tax attributes, such as the research tax credit, through the consolidated statements of operations.

Recent Accounting Pronouncements. In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2014-09, "Revenue from Contracts with Customers," which supersedes the revenue recognition requirements in Topic 605, "Revenue Recognition" and requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, the FASB issued ASU 2015-14, which defers by one year the effective date of ASU 2014-09. Accordingly, this guidance is effective for interim and annual periods beginning after December 15, 2017 with early adoption permitted for interim and annual periods beginning after December 15, 2016. The Company plans to adopt this guidance on January 1, 2018. The Company is currently evaluating the effects, if any, that the adoption of this guidance will have on the Company's financial position, results of operations and cash flows.

In September 2015, the FASB issued ASU 2015-16, "Business Combinations," which simplifies the accounting for measurement-period adjustments by eliminating the requirement to restate prior period financial statements for measurement period adjustments. The new guidance requires the cumulative impact of measurement period adjustments, including the impact on prior periods, to be recognized in the reporting period in which the adjustment is identified. The ASU is effective for public companies for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption is permitted for any interim and annual financial statements that have not yet been issued. The Company evaluated the effects of the ASU 2015-16 and elected to early adopt the ASU during the third quarter of 2015. The ASU will be applied prospectively to the acquisitions which require adjustments to the provisional amounts that occurred during the open measurement periods, regardless of the acquisition date.

In November 2015, the FASB issued ASU No. 2015-17, "Balance Sheet Classification of Deferred Taxes," which requires entities to present deferred tax assets and deferred tax liabilities as

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noncurrent in a classified balance sheet. As a result, each jurisdiction will now only have one net noncurrent deferred tax asset or liability. This ASU is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period, and entities are permitted to apply either prospectively or retrospectively; early adoption is permitted. The Company evaluated the effects of the ASU 2015-17 and elected to early adopt the ASU during the fourth quarter of 2015. The ASU was applied retrospectively to provide a consistent financial statement presentation for all deferred tax assets and liabilities for the years ended December 31, 2014 and December 31, 2015. To conform to the current period presentation, the Company reclassified \$253 million and \$8 million, respectively, which were previously included in prepaid expense and other current assets and other accrued expenses and current liabilities for the year ended December 31, 2014. As a result of the reclassifications, year-end balances of other long-term assets and investments increased by \$9 million and deferred and other long-term tax liabilities decreased by \$236 million for the year ended December 31, 2014.

In January 2016, the FASB issued ASU No. 2016-01, "Financial Instruments-Overall: Recognition and Measurement of Financial Assets and Financial Liabilities". The new standard principally affects accounting standards for equity investments, financial liabilities where the fair value option has been elected, and the presentation and disclosure requirements for financial instruments. Upon the effective date of the new standards, all equity investments in unconsolidated entities, other than those accounted for using the equity method of accounting, will generally be measured at fair value through earnings. There will no longer be an available-for-sale classification and therefore, no changes in fair value will be reported in other comprehensive income for equity securities with readily determinable fair values. The new guidance on the classification and measurement will be effective for public business entities in fiscal years beginning after December 15, 2017, including interim periods within those fiscal years and early adoption is permitted. The Company is in the process of evaluating the impact of the adoption of ASU 2016-01 on the consolidated financial statements and currently anticipates the new guidance would significantly impact its Consolidated Statements of Operations and Consolidated Statements of Comprehensive Income as the Company's marketable equity securities, due primarily to Alibaba Group and Hortonworks, are currently classified as available-for-sale and are reported at fair value, with unrealized gains and losses, net of tax, recorded in accumulated other comprehensive income.

In February 2016, the FASB issued ASU 2016-02, "Leases" which, for operating leases, requires a lessee to recognize a right-of-use asset and a lease liability, initially measured at the present value of the lease payments, in its balance sheet. The standard also requires a lessee to recognize a single lease cost, calculated so that the cost of the lease is allocated over the lease term, on a generally straight-line basis. The ASU is effective for public companies for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the effects that the adoption of ASU 2016-02 will have on the Company's consolidated financial statements and anticipates the new guidance will significantly impact its consolidated financial statements given the Company has a significant number of leases.

Note 2 Marketable Securities Investments And Fair Value Disclosures

The following tables summarize the available-for-sale securities (in thousands):

	December 31, 2014			
	Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Government and agency securities	\$ 850,712	\$ 82	\$ (792)	\$ 850,002
Corporate debt securities, commercial paper, time deposits, and bank certificates of deposit	6,711,683	612	(4,653)	6,707,642
Alibaba Group equity securities	2,713,484	37,154,305	—	39,867,789
Hortonworks equity securities	26,246	77,783	—	104,029
Other corporate equity securities	230	430	—	660
Total available-for-sale marketable securities	<u>\$ 10,302,355</u>	<u>\$ 37,233,212</u>	<u>\$ (5,445)</u>	<u>\$ 47,530,122</u>

	December 31, 2015			
	Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Government and agency securities	\$ 616,501	\$ 24	\$ (635)	\$ 615,890
Corporate debt securities, commercial paper, time deposits, and bank certificates of deposit	4,589,799	292	(4,908)	4,585,183
Alibaba Group equity securities	2,713,483	28,458,878	—	31,172,361
Hortonworks equity securities	26,246	57,977	—	84,223
Other corporate equity securities	298	—	(101)	197
Total available-for-sale marketable securities	<u>\$ 7,946,327</u>	<u>\$ 28,517,171</u>	<u>\$ (5,644)</u>	<u>\$ 36,457,854</u>

	December 31,	
	2014	2015
Reported as:		
Short-term marketable securities	\$ 5,327,412	\$ 4,225,112
Long-term marketable securities	2,230,892	975,961
Investment in Alibaba Group	39,867,789	31,172,361
Other long-term assets and investments	104,029	84,420
Total	<u>\$ 47,530,122</u>	<u>\$ 36,457,854</u>

Short-term, highly liquid investments of \$2 billion and \$667 million as of December 31, 2014 and 2015, respectively, included in cash and cash equivalents on the consolidated balance sheets are not

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included in the table above as the gross unrealized gains and losses were immaterial as the carrying value approximates fair value because of the short maturity of those instruments. Realized gains and losses from sales of available-for-sale marketable debt securities were not material for the years ended December 31, 2013, 2014 and 2015.

The remaining contractual maturities of available-for-sale marketable debt securities were as follows (in thousands):

	December 31,	
	2014	2015
Due within one year	\$ 5,327,412	\$ 4,225,112
Due after one year through five years	2,230,892	975,961
Total available-for-sale marketable debt securities	<u>\$ 7,558,304</u>	<u>\$ 5,201,073</u>

The following tables show all available-for-sale marketable debt securities in an unrealized loss position for which an other-than-temporary impairment has not been recognized and the related gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position (in thousands):

	December 31, 2014					
	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Government and agency securities	\$ 744,948	\$ (792)	\$ —	\$ —	\$ 744,948	\$ (792)
Corporate debt securities, commercial paper, and bank certificates of deposit	2,601,288	(4,646)	3,234	(7)	2,604,522	(4,653)
Total available-for-sale marketable debt securities	<u>\$ 3,346,236</u>	<u>\$ (5,438)</u>	<u>\$ 3,234</u>	<u>\$ (7)</u>	<u>\$ 3,349,470</u>	<u>\$ (5,445)</u>

	December 31, 2015					
	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Government and agency securities	\$ 552,041	\$ (635)	\$ —	\$ —	\$ 552,041	\$ (635)
Corporate debt securities, commercial paper, and bank certificates of deposit	2,415,347	(4,763)	99,214	(145)	2,514,561	(4,908)
Total available-for-sale marketable debt securities	<u>\$ 2,967,388</u>	<u>\$ (5,398)</u>	<u>\$ 99,214</u>	<u>\$ (145)</u>	<u>\$ 3,066,602</u>	<u>\$ (5,543)</u>

The Company's investment portfolio includes equity securities of Alibaba Group and Hortonworks, as well as liquid high-quality fixed income debt securities including government, agency and corporate

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debt, money market funds, commercial paper, certificates of deposit and time deposits with financial institutions. The fair value of any debt or equity security will vary over time and is subject to a variety of market risks including: macro-economic, regulatory, industry, company performance, and systemic risks of the equity markets overall. Consequently, the carrying value of the Company's investment portfolio will vary over time as the value of its investment changes.

Investments in both fixed rate and floating rate interest earning instruments carry a degree of interest rate risk. Fixed rate securities may have their fair value adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Fixed income securities may have their fair value adversely impacted due to a deterioration of the credit quality of the issuer. The longer the term of the securities, the more susceptible they are to changes in market rates.

Available-for-sale marketable debt securities are reviewed periodically to identify possible other-than-temporary impairment. The Company has no current requirement or intent to sell the securities in an unrealized loss position. The Company expects to recover up to (or beyond) the initial cost of investment for securities held.

The following table sets forth the financial assets and liabilities, measured at fair value, by level within the fair value hierarchy as of December 31, 2014 (in thousands):

Assets	Fair Value Measurements at Reporting Date Using			
	Level 1	Level 2	Level 3	Total
Money market funds ⁽¹⁾	\$ 373,822	\$ —	\$ —	\$ 373,822
Available-for-sale marketable debt securities:				
Government and agency securities ⁽¹⁾	—	850,002	—	850,002
Commercial paper and bank certificates of deposit ⁽¹⁾	—	3,602,321	—	3,602,321
Corporate debt securities ⁽¹⁾	—	3,327,017	—	3,327,017
Time deposits ⁽¹⁾	—	1,361,165	—	1,361,165
Available-for-sale equity securities:				
Other corporate equity securities ⁽²⁾	660	—	—	660
Alibaba Group equity securities	39,867,789	—	—	39,867,789
Hortonworks equity securities ⁽²⁾	104,029	—	—	104,029
Hortonworks warrants	—	—	98,062	98,062
Foreign currency derivative contracts ⁽³⁾	—	202,928	—	202,928
Financial assets at fair value	\$ 40,346,300	\$ 9,343,433	\$ 98,062	\$ 49,787,795
Liabilities				
Foreign currency derivative contracts ⁽³⁾	—	(6,157)	—	(6,157)
Total financial assets and liabilities at fair value	\$ 40,346,300	\$ 9,337,276	\$ 98,062	\$ 49,781,638

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The following table sets forth the financial assets and liabilities, measured at fair value, by level within the fair value hierarchy as of December 31, 2015 (in thousands):

Assets	Fair Value Measurements at Reporting Date Using			
	Level 1	Level 2	Level 3	Total
Money market funds ⁽¹⁾	\$ 386,792	\$ —	\$ —	\$ 386,792
Available-for-sale marketable debt securities:				
Government and agency securities ⁽¹⁾	—	635,917	—	635,917
Commercial paper and bank certificates of deposit ⁽¹⁾	—	1,844,494	—	1,844,494
Corporate debt securities ⁽¹⁾	—	2,918,496	—	2,918,496
Time deposits ⁽¹⁾	—	82,703	—	82,703
Available-for-sale equity securities:				
Other corporate equity securities ⁽²⁾	197	—	—	197
Alibaba Group equity securities	31,172,361	—	—	31,172,361
Hortonworks equity securities ⁽²⁾	84,223	—	—	84,223
Hortonworks warrants	—	—	78,861	78,861
Foreign currency derivative contracts ⁽³⁾	—	84,319	—	84,319
Financial assets at fair value	\$ 31,643,573	\$ 5,565,929	\$ 78,861	\$ 37,288,363
Liabilities				
Foreign currency derivative contracts ⁽³⁾	—	(5,661)	—	(5,661)
Total financial assets and liabilities at fair value	\$ 31,643,573	\$ 5,560,268	\$ 78,861	\$ 37,282,702

- (1) The money market funds, government and agency securities, commercial paper and bank certificates of deposit, corporate debt securities, and time deposits are classified as part of either cash and cash equivalents or short or long-term marketable securities on the consolidated balance sheets.
- (2) The Hortonworks equity securities and other corporate equity securities are classified as part of other long-term assets and investments on the consolidated balance sheets.
- (3) Foreign currency derivative contracts are classified as part of either current or noncurrent assets or liabilities on the consolidated balance sheets. The notional amounts of the foreign currency derivative contracts were: \$2.1 billion, including contracts designated as net investment hedges of \$1.6 billion, as of December 31, 2014; and \$1.5 billion, including contracts designated as net investment hedges of \$1.2 billion, as of December 31, 2015.

The amount of cash included in cash and cash equivalents as of December 31, 2014 and 2015 was \$712 million and \$965 million, respectively.

The fair values of the Company's Level 1 financial assets and liabilities are based on quoted prices in active markets for identical assets or liabilities. The fair values of the Company's Level 2 financial assets and liabilities are obtained using quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets in markets that are not active; and inputs other than quoted prices (e.g., interest rates and yield curves). The Company utilizes a pricing service to assist in obtaining fair value pricing for the marketable debt securities. The fair value for the Company's Level 3 financial asset was obtained using a Black-Scholes model.

Activity between Levels of the Fair Value Hierarchy

During the years ended December 31, 2014 and 2015, the Company did not make any transfers between Level 1, Level 2 and Level 3 assets or liabilities.

Hortonworks

Prior to the December 12, 2014 initial public offering of Hortonworks, the Company held an approximate 16 percent interest in Hortonworks with an investment balance of \$26 million, which was accounted for as a cost method investment. Subsequent to the initial public offering, the Company owns 3.8 million unregistered shares. These shares were subject to a 6-months lock-up period which expired during 2015. These shares are accounted for as an available-for-sale security and had a fair value of \$104 million and \$84 million as of December 31, 2014 and 2015, respectively.

The Company also holds warrants that vested upon the initial public offering of Hortonworks, which entitle the Company to purchase an aggregate of 3.7 million shares of Hortonworks common stock upon exercise of the warrants. The Company holds 6.5 million preferred warrants that are exercisable for 3.25 million shares of common stock at an exercise price of \$0.01 per share, as well as 0.5 million common warrants that are exercisable for 0.5 million shares of common stock at an exercise price of \$8.46 per share. These warrants had a fair value of \$98 million and \$79 million as of December 31, 2014 and 2015, respectively. The Company determined the estimated fair value of the warrants using the Black-Scholes model with the following assumptions:

	Preferred warrants		Common warrants	
	Years Ended December 31,		Years Ended December 31,	
	2014	2015	2014	2015
Expected dividend yield	0%	0%	0%	0%
Risk-free interest rate	1.71%	1.78%	2.20%	2.25%
Expected volatility	46.0%	46.0%	46.0%	46.0%
Expected life (in years)	5.50	4.50	8.44	7.44

During the year ended December 31, 2014, the Company recorded a gain of \$57 million upon the initial public offering of Hortonworks through other comprehensive income on our consolidated balance sheet and a \$41 million gain related to the mark to market of the warrants as of December 31, 2014, which was included within other income (expense), net in the consolidated statements of operations. During the year ended December 31, 2015, the Company recorded a loss of \$19 million related to the mark to market of the respective warrants as of December 31, 2015, which was included within other income (expense), net in the Company's consolidated statements of operations. Changes in the estimated fair value of the Hortonworks warrants are recorded through other income (expense), net in the Company's consolidated statements of operations.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Convertible Senior Notes

In 2013, the Company issued \$1.4375 billion aggregate principal amount of 0.00% Convertible Senior Notes due in 2018 (the "Notes"). The Notes are carried at their original issuance value, net of unamortized debt discount, and are not marked to market each period. The approximate estimated fair value of the Notes as of December 31, 2014 and December 31, 2015 were \$1.2 billion and \$1.3

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billion, respectively. The estimated fair value of the Notes was determined on the basis of quoted market prices observable in the market and is considered Level 2 in the fair value hierarchy. See Note 11—"Convertible Notes" for additional information related to the Notes.

Goodwill and Indefinite-Lived Intangible Assets

The inputs used to measure the estimated fair value of goodwill and indefinite-lived intangible assets are classified as a Level 3 fair value measurement due to the significance of unobservable inputs using company-specific information. The valuation methodology used to estimate the fair value of goodwill and indefinite-lived intangible assets is discussed in Note 5—"Goodwill" and Note 6—"Intangible Assets, Net".

Other Investments

As of December 31, 2014 and 2015, the Company held approximately \$82 million and \$83 million, respectively, of investments in equity securities of privately-held companies that are accounted for using the cost method. These investments are included within other long-term assets and investments on the consolidated balance sheets. Such investments are reviewed periodically for impairment.

Note 3 Consolidated Financial Statement Details

Prepaid Expenses and Other Current Assets

As of December 31, prepaid expenses and other current assets consisted of the following (in thousands):

	2014	2015
Prepaid expenses	\$ 132,306	\$ 87,843
Foreign currency forward and option contract assets	122,648	84,136
Other receivables non-trade	85,893	167,198
Restricted cash(*)	23,088	29,678
Income tax receivables	44,998	220,996
Other	11,274	12,941
Total prepaid expenses and other current assets	<u>\$ 420,207</u>	<u>\$ 602,792</u>

(*) The amount represents customer funds received by the Company in connection with its online e-commerce services in the Asia Pacific region that are restricted in a separate bank account.

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Property and Equipment, Net

As of December 31, property and equipment, net consisted of the following (in thousands):

	2014	2015
Land	\$ 215,740	\$ 215,740
Buildings	780,688	840,083
Leasehold improvements(*)	210,876	252,985
Computers and equipment(*)	1,839,033	2,143,413
Capitalized software and labor	658,762	643,758
Furniture and fixtures	74,992	86,418
Assets not yet in use	125,555	83,164
	<u>3,905,646</u>	<u>4,265,561</u>
Less: accumulated depreciation and amortization(*)	<u>(2,417,962)</u>	<u>(2,718,238)</u>
Total property and equipment, net	<u>\$ 1,487,684</u>	<u>\$ 1,547,323</u>

(*) The Company recorded assets under capital leases, primarily for computers and equipment and leasehold improvements, which had gross carrying values of \$76 million and \$82 million as of December 31, 2014 and December 31, 2015, respectively. Accumulated amortization related to these capital leases totaled \$66 million and \$75 million as of December 31, 2014 and December 31, 2015, respectively.

Other Long-Term Assets and Investments

As of December 31, other long-term assets and investments consisted of the following (in thousands):

	2014	2015
Deferred income taxes	\$ 35,123	\$ 21,745
Investments in privately-held companies	82,354	82,610
Hortonworks equity securities and warrants	202,091	163,084
Foreign currency forward and option contracts	80,280	183
Restricted cash(*)	3,818	—
Other	159,894	74,768
Total other long-term assets and investments	<u>\$ 563,560</u>	<u>\$ 342,390</u>

(*) The amount represents letters of credit secured with cash.

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Other Accrued Expenses and Current Liabilities

As of December 31, other accrued expenses and current liabilities consisted of the following (in thousands):

	2014	2015
Accrued content, connection, traffic acquisition, and other costs	\$ 172,913	\$ 252,612
Accrued compensation and related expenses	373,749	310,111
Income taxes payable(*)	(264,993)	4,181
Accrued professional service expenses	49,651	40,914
Accrued sales and marketing related expenses	16,424	40,876
Accrued restructuring costs	47,356	40,283
Current liability for uncertain tax contingencies	2,179	12,586
Other	260,430	233,095
Total other accrued expenses and current liabilities	\$ 657,709	\$ 934,658

(*) Income taxes payable reflect amounts owed to taxing authorities, net of tax payments and other credits resulting from current period deductions. The December 31, 2014 balance excludes the income taxes payable related to the sale of Alibaba Group ADSs which is separately presented on the consolidated balance sheet.

Deferred and Other Long-Term Tax Liabilities

As of December 31, deferred and other long-term tax liabilities consisted of the following (in thousands):

	2014	2015
Deferred and other income tax liabilities(1)	\$ 15,952,744	\$ 12,312,013
Long-term liability for uncertain tax contingencies(2)	1,119,725	1,155,178
Total deferred and other long-term tax contingencies	\$ 17,072,469	\$ 13,467,191
Presented as:		
Deferred tax liabilities related to investment in Alibaba Group(1)	\$ 16,154,906	\$ 12,611,867
Deferred and other long-term tax liabilities	\$ 917,563	\$ 855,324

(1) Deferred and other income tax liabilities are presented on a net basis by jurisdiction. The balances as of December 31, 2014 and December 31, 2015 include the deferred tax liabilities related to investment in Alibaba Group.

(2) Includes interest and penalties.

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Accumulated Other Comprehensive Income

As of December 31, the components of accumulated other comprehensive income were as follows (in thousands):

	2014	2015
Unrealized gains on available-for-sale securities, net of tax	\$ 22,084,960	\$ 16,918,539
Unrealized gains (losses) on cash flow hedges, net of tax	1,856	482
Foreign currency translation, net of tax	(67,188)	(342,990)
Accumulated other comprehensive income	<u>\$ 22,019,628</u>	<u>\$ 16,576,031</u>

Noncontrolling Interests

As of December 31, noncontrolling interests were as follows (in thousands):

	2014	2015
Beginning noncontrolling interests	\$ 55,688	\$ 43,755
Distributions to noncontrolling interests	(22,344)	(15,847)
Net income attributable to noncontrolling interests	<u>10,411</u>	<u>7,975</u>
Ending noncontrolling interests	<u>\$ 43,755</u>	<u>\$ 35,883</u>

Other Income (Expense), Net

Other income (expense), net for 2013, 2014, and 2015 were as follows (in thousands):

	Years Ended December 31,		
	2013	2014	2015
Interest, dividend, and investment income	\$ 57,544	\$ 26,309	\$ 34,383
Interest expense	(14,319)	(68,851)	(71,865)
Gain on sale of Alibaba Group ADSs	—	10,319,437	—
Gain (loss) on Hortonworks warrants	—	98,062	(19,201)
Foreign exchange losses	(6,197)	(14,687)	(22,226)
Other	6,329	9,169	3,127
Total other income (expense), net	<u>\$ 43,357</u>	<u>\$ 10,369,439</u>	<u>\$ (75,782)</u>

Interest, dividend, and investment income consists of income earned from cash and cash equivalents in bank accounts, marketable debt securities, and dividend income on the Alibaba Group Preference Shares prior to the redemption of such shares in May 2013.

Interest expense is related to the Notes and notes payable related to building and capital lease obligations for data centers.

Gain on sale of Alibaba Group ADSs during the year ended December 31, 2014 is attributable to the pre-tax gain related to the sale of 140 million ADSs of Alibaba Group in the Alibaba Group IPO on September 24, 2014.

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During the year ended December 31, 2014, the Company recorded a gain of \$57 million upon the initial public offering of Hortonworks and a \$41 million gain related to the mark to market of the warrants as of December 31, 2014, which were included within other income (expense), net in the consolidated statements of operations. During the year ended December 31, 2015, the Company recorded a loss of \$19 million related to the mark to market of the respective warrants as of December 31, 2015, which was included within other income (expense), net in the Company's consolidated statements of operations. Changes in the estimated fair value of the Hortonworks warrants will be recorded through other income (expense), net in the Company's consolidated statements of operations. See Note 2—"Marketable Securities, Investments and Fair Value Disclosures" for additional information.

Foreign exchange losses consists of foreign exchange gains and losses due to re-measurement of monetary assets and liabilities denominated in non-functional currencies, and unrealized and realized foreign currency transaction gains and losses, including gains and losses related to balance sheet hedges.

Other consists of gains from other non-operational items.

Reclassifications Out of Accumulated Other Comprehensive Income

Reclassifications out of accumulated other comprehensive income for the period ended December 31, 2013 were as follows (in thousands):

	Amount Reclassified from Accumulated Other Comprehensive Income	Affected Line Item in the Statement of Income
Realized gains on cash flow hedges, net of tax	\$ (2,080)	Revenue
Realized gains on available-for-sale securities, net of tax	(796)	Other income (expense), net
Total reclassifications for the period	\$ (2,876)	

Reclassifications out of accumulated other comprehensive income for the period ended December 31, 2014 were as follows (in thousands):

	Amount Reclassified from Accumulated Other Comprehensive Income	Affected Line Item in the Statement of Income
Realized gains on cash flow hedges, net of tax	\$ (5,259)	Revenue
Realized gains on available-for-sale securities, net of tax	(2,218)	Other income (expense), net
Foreign currency translation adjustments ("CTA"):		
Disposal of a portion of the investment in Alibaba Group, net of \$30 million in tax	(50,301)	Other income (expense), net
Total reclassifications for the period	\$ (57,778)	

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Reclassifications out of accumulated other comprehensive income for the period ended December 31, 2015 were as follows (in thousands):

	Amount Reclassified from Accumulated Other Comprehensive Income	Affected Line Item in the Statement of Income
Realized losses on cash flow hedges, net of tax	\$ 4,421	Revenue
Realized losses on available-for-sale securities, net of tax	174	Other income (expense), net
Total reclassifications for the period	<u>\$ 4,595</u>	

Note 4 Acquisitions And Dispositions

The following table summarizes acquisitions (including business combinations and asset acquisitions) completed during the three years ended December 31, 2015 (in millions):

	Purchase Price	Goodwill	Amortizable Intangibles
2013			
Tumblr	\$ 990	\$ 749	\$ 263
Other acquisitions	\$ 279	\$ 170	\$ 95
2014			
Flurry	\$ 270	\$ 194	\$ 55
BrightRoll	\$ 581	\$ 417	\$ 113
Other acquisitions	\$ 66	\$ 39	\$ 18
2015			
Polyvore	\$ 161	\$ 131	\$ 19
Other acquisition	\$ 23	\$ 22	\$ 5

At the completion date of each acquisition, the Company recorded goodwill where the purchase price exceeded the fair value of the net tangible and identifiable intangible assets acquired. Goodwill is not amortized, but is tested for impairment at the reporting unit level on an annual basis and more frequently if impairment indicators are present. As a result of the impairment testing performed on its reporting units as of October 31, 2015, the majority of the goodwill originating from these acquisitions was subsequently impaired. See Note 5—"Goodwill" for results of the goodwill impairment test.

Transactions completed in 2013

Tumblr. On June 19, 2013, the Company completed the acquisition of Tumblr, Inc. ("Tumblr"), a blog-hosting website that allows users to post their own content as well as follow or re-blog posts made by other users. The acquisition of Tumblr brought a community of new users to Yahoo Properties and Affiliate sites.

The purchase price exceeded the fair value of the net tangible and identifiable intangible assets acquired and, as a result, the Company recorded goodwill in connection with this transaction. Under

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the terms of the agreement, the Company acquired all of the equity interests (including all outstanding vested options) in Tumblr. Tumblr stockholders and vested optionholders were paid in cash, outstanding Tumblr unvested options and restricted stock units were assumed and converted into equivalent awards covering Yahoo common stock and a portion of the Tumblr shares held by its founder were exchanged for Yahoo common stock.

The total purchase price of approximately \$990 million consisted mainly of cash consideration. The allocation of the purchase price of the assets acquired and liabilities assumed based on their fair values was as follows (in thousands):

Cash and marketable securities acquired	\$ 16,587
Other tangible assets acquired	76,566
Amortizable intangible assets:	
Developed technology	23,700
Customer contracts and related relationships	182,400
Tradenname	56,500
Goodwill	748,979
Total assets acquired	1,104,732
Liabilities assumed	(114,521)
Total	<u>\$ 990,211</u>

In connection with the acquisition, the Company is recognizing stock-based compensation expense of \$70 million over a period of up to four years. This amount is comprised of assumed unvested stock options and restricted stock units (which had an aggregate fair value of \$29 million at the acquisition date), and Yahoo common stock issued to Tumblr's founder (which had a fair value of \$41 million at the acquisition date). The Yahoo common stock issued to Tumblr's founder is subject to holdback and will be released over four years provided he remains an employee of the Company. In addition, the transaction resulted in cash consideration of \$40 million to be paid to Tumblr's founder over four years, also provided that he remains an employee of the Company. Such cash payments are being recognized as compensation expense over the four-year service period.

The amortizable intangible assets have useful lives not exceeding six years and a weighted average useful life of six years. The purchase price exceeded the estimated fair value of the tangible and identifiable intangible assets and liabilities acquired and, as a result of the allocation, the Company recorded goodwill of \$749 million in connection with this transaction. Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired and is not deductible for tax purposes. This acquisition brings a community of users to the Yahoo Network by deploying Yahoo's personalization technology and search infrastructure to deliver relevant content to the Tumblr user base.

Other Acquisitions—Business Combinations. During the year ended December 31, 2013, the Company acquired 25 other companies, which were accounted for as business combinations. The total aggregate purchase price for these other acquisitions was \$279 million. The total cash consideration of \$279 million less cash acquired of \$2 million resulted in a net cash outlay of \$277 million. The allocation of the purchase price of the assets and liabilities assumed based on their estimated fair values was \$95 million to amortizable intangible assets, \$2 million to cash acquired, \$44 million to other tangible assets, \$34 million to assumed liabilities, and the remainder of \$170 million to goodwill. Goodwill represents the excess of the purchase price over the fair value of the net tangible and intangible assets acquired and is not deductible for tax purposes.

Transactions completed in 2014

Flurry. On August 25, 2014, the Company completed the acquisition of Flurry, Inc. (“Flurry”), a mobile data analytics company that optimizes mobile experiences for developers, marketers, and users. The combined scale of Yahoo and Flurry created more personalized and inspiring app experiences for users and enabled more effective mobile advertising solutions for brands seeking to reach their audiences and gain cross-device insights.

The total purchase price of approximately \$270 million consisted of cash consideration. Under the terms of the agreement, the Company acquired all of the equity interests (including all outstanding vested options) of Flurry. Outstanding Flurry unvested options were assumed and converted into equivalent awards for Yahoo common stock valued at \$4 million, which is being recognized as stock-based compensation expense as the options vest over periods of up to four years.

In connection with the acquisition, the Company issued restricted stock units valued at \$23 million, which are being recognized as stock-based compensation expense as the restricted stock units vest over four years.

The allocation of the purchase price of the assets acquired and liabilities assumed based on their estimated fair values was as follows (in thousands):

Cash acquired	\$ 12,139
Other tangible assets acquired	51,235
Amortizable intangible assets:	
Developed technology	7,100
Customer contracts and related relationships	47,600
Other	720
Goodwill	<u>194,081</u>
Total assets acquired	312,875
Liabilities assumed	<u>(43,205)</u>
Total	<u>\$ 269,670</u>

The amortizable intangible assets have useful lives not exceeding five years and a weighted average useful life of five years. The purchase price exceeded the estimated fair value of the tangible and identifiable intangible assets and liabilities acquired and, as a result of the allocation, the Company recorded goodwill of \$194 million in connection with this transaction. Goodwill represents the excess of the purchase price over the estimated fair value of the net tangible and identifiable intangible assets acquired and is not deductible for tax purposes.

BrightRoll. On December 12, 2014, the Company completed the acquisition of BrightRoll, Inc. (“BrightRoll”), a leading programmatic video advertising platform. The transaction combined Yahoo’s premium-desktop and mobile video advertising inventory with BrightRoll’s programmatic video platform and publisher relationships to bring substantial value to advertisers on both platforms.

The purchase price of \$581 million exceeded the estimated fair value of the net tangible and identifiable intangible assets and liabilities acquired and, as a result, the Company recorded goodwill of \$417 million in connection with this transaction. Under the terms of the agreement, the Company acquired all of the equity interests (including all outstanding vested options) in BrightRoll and

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BrightRoll stockholders and vested option holders were paid in cash. Outstanding BrightRoll unvested options were assumed and converted into equivalent awards for Yahoo common stock valued at \$25 million, which is being recognized as stock-based compensation expense as the options vest over periods of up to four years.

In connection with the acquisition, the Company issued restricted stock units to employees valued at \$78 million, which is being recognized as stock-based compensation expense as the restricted stock units vest over four years related to continuing employment. In addition, the transaction resulted in cash consideration of \$54 million to be paid to BrightRoll's founder over three years, also provided that he remains an employee of the Company. Such cash payments are being recognized as compensation expense over the three-year service period.

The total purchase price of approximately \$581 million consisted mainly of cash consideration. The allocation of the purchase price of the assets acquired and liabilities assumed based on their estimated fair values was as follows (in thousands):

Cash acquired	\$ 41,899
Accounts receivable, net	99,330
Other tangible assets acquired	55,923
Amortizable intangible assets:	
Developed technology	19,400
Customer contracts and related relationships	85,600
Other	8,100
Goodwill	416,580
Total assets acquired	726,832
Liabilities assumed	(145,667)
Total	<u>\$ 581,165</u>

The amortizable intangible assets have useful lives not exceeding seven years and a weighted average useful life of five years. The purchase price exceeded the estimated fair value of the tangible and identifiable intangible assets and liabilities acquired and, as a result of the allocation, the Company recorded goodwill of \$417 million in connection with this transaction. Goodwill represents the excess of the purchase price over the estimated fair value of the net tangible and identifiable intangible assets acquired and is not deductible for tax purposes.

Other Acquisitions—Business Combinations. During the year ended December 31, 2014, the Company acquired nine other companies, all of which were accounted for as business combinations. The total purchase price for these acquisitions was \$66 million less cash acquired of \$4 million, which resulted in a net cash outlay of \$62 million. The purchase price allocation of the assets acquired and liabilities assumed based on their estimated fair values was \$39 million allocated to goodwill, \$18 million to amortizable intangible assets, \$4 million to cash acquired, \$10 million to other tangible assets, and \$5 million to assumed liabilities.

Transactions completed in 2015

Polyvore. On September 2, 2015, the Company acquired Polyvore, Inc. ("Polyvore"), a social commerce website that lets users across the globe discover and shop for their favorite products in fashion, beauty and home décor.

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The total purchase price of approximately \$161 million consisted of cash consideration. Under the terms of the agreement, the Company acquired all of the equity interests (including all outstanding vested options) of Polyvore. Outstanding Polyvore unvested options were assumed and converted into equivalent awards for Yahoo common stock valued at \$7 million, which is being recognized as stock-based compensation expense as the options vest over periods of up to four years.

In connection with the acquisition, the Company is also recognizing stock-based compensation expense of \$15 million over a period of four years. This amount is comprised of Yahoo common stock issued to the founders (which had a fair value of \$15 million at the acquisition date). The Yahoo common stock held in escrow is issued to the founders and is subject to forfeiture and will be released over four years provided they remain employees of the Company.

The allocation of the purchase price of the assets acquired and liabilities assumed based on their estimated fair values was as follows (in thousands):

Cash acquired	\$ 6,019
Other tangible assets acquired	12,057
Amortizable intangible assets:	
Developed technology	17,550
Tradename	1,150
Customer contracts and related relationships	225
Goodwill	<u>131,084</u>
Total assets acquired	168,085
Liabilities assumed	<u>(7,503)</u>
Total	<u>\$ 160,582</u>

The amortizable intangible assets have useful lives not exceeding five years and a weighted average useful life of three years. The purchase price of \$161 million exceeded the estimated fair value of the tangible and identifiable intangible assets and liabilities acquired and, as a result of the allocation, the Company recorded goodwill of \$131 million in connection with this transaction. Goodwill represents the excess of the purchase price over the estimated fair value of the net tangible and identifiable intangible assets acquired and is not deductible for tax purposes. The entire goodwill amount was recorded in the Americas segment.

Other Acquisitions—During the year ended December 31, 2015, the Company acquired one other company which was accounted for as a business combination. The total purchase price for this acquisition was \$23 million. The purchase price allocation of the assets acquired and liabilities assumed based on their estimated fair values was as follows: \$5 million to amortizable intangibles; \$4 million to net liabilities assumed; and the remainder of \$22 million to goodwill. Goodwill represents the excess of the purchase price over the estimated fair value of the net tangible and identifiable intangible assets acquired and is not deductible for tax purposes. The entire goodwill amount was recorded in the EMEA segment.

The Company's business combinations completed during the years ended December 31, 2013, 2014 and 2015 did not have a material impact on the Company's consolidated statements of operations and therefore proforma disclosures have not been presented.

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Patent Sale and License Agreement

During 2014, the Company entered into a patent sale and license agreement for total cash consideration of \$460 million. The total consideration was allocated based on the estimated relative fair value of each of the elements of the agreement: \$61 million was allocated to the sale of patents ("Sold Patents"), \$135 million to the license to existing patents ("Existing Patents") and \$264 million to the license of patents developed or acquired in the next five years ("Capture Period Patents"). The Company recorded \$61 million as a gain on the Sold Patents during 2014. The gain on sale of these patents is recorded as a part of gain on sales of patents in the consolidated statements of operations.

The amounts allocated to the license of the Existing Patents are being recorded as revenue over the four-year payment period under the license when payments are due. The amounts allocated to the Capture Period Patents are being recorded as revenue over the five-year capture period. The Company recognized \$43 million and \$86 million in revenue related to the Existing Patents and the Capture Period Patents during the years ended December 31, 2014 and 2015, respectively.

Patent Sale Agreements

During 2013 and 2014, the Company entered into patent sale agreements with a wholly-owned affiliate of Alibaba Group pursuant to which the Company sold certain patents for aggregate consideration of \$70 million and \$23.5 million, respectively. The gains on sales of these patents are recorded as a part of gain on sales of patents in the consolidated statements of operations.

During 2014, the Company entered into a patent sale agreement with Yahoo Japan pursuant to which the Company sold certain patents for aggregate consideration of \$18 million. The gain on sale of these patents of \$12 million is recorded as a part of gain on sales of patents in the consolidated statements of operations.

During 2015, the Company sold certain patents and recorded a gain on sales of patents of approximately \$11 million.

Note 5 Goodwill

The changes in the carrying amount of goodwill for the years ended December 31, 2014 and 2015 were as follows (in thousands):

	Americas⁽¹⁾	EMEA⁽²⁾	Asia Pacific⁽³⁾	Total
Net balance as of January 1, 2014	\$ 3,802,334	\$ 546,856	\$ 330,458	\$ 4,679,648
Acquisitions and related adjustments	522,156	110,857	(607)	632,406
Goodwill impairment charge	—	(79,135)	(9,279)	(88,414)
Foreign currency translation adjustments	(2,271)	(46,109)	(22,690)	(71,070)
Net balance as of December 31, 2014	\$ 4,322,219	\$ 532,469	\$ 297,882	\$ 5,152,570
Acquisitions and related adjustments	130,450	21,606	—	152,056
Goodwill impairment charge	(3,929,576)	(531,261)	—	(4,460,837)
Foreign currency translation adjustments	(4,207)	(22,814)	(8,654)	(35,675)
Net balance as of December 31, 2015	\$ 518,886	\$ —	\$ 289,228	\$ 808,114

(1) Gross goodwill balances for the Americas segment were \$3.8 billion as of January 1, 2014 and \$4.4 billion as of December 31, 2015. The Americas segment includes accumulated impairment losses of \$3.9 billion as of December 31, 2015.

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- (2) Gross goodwill balances for the EMEA segment were \$1.1 billion as of January 1, 2014 and \$1.2 billion as of December 31, 2015. The EMEA segment includes accumulated impairment losses of \$551 million as of January 1, 2014, and \$1.2 billion as of December 31, 2015.
- (3) Gross goodwill balances for the Asia Pacific segment were \$480 million as of January 1, 2014 and \$448 million as of December 31, 2015. The Asia Pacific segment includes accumulated impairment losses of \$150 million as of January 1, 2014 and \$159 million as of December 31, 2015.

Goodwill Impairment Testing

Goodwill is not amortized but is evaluated for impairment annually (as of October 31) or whenever the Company identifies certain triggering events or circumstances that would more likely than not reduce the estimated fair value of a reporting unit below its carrying amount. Events or circumstances that might indicate an interim evaluation is warranted include, among other things, unexpected adverse business conditions, regulatory changes, loss of key personnel and reporting unit and macro-economic factors such as deterioration in general economic conditions, limitations on accessing capital, fluctuations in foreign exchange rates, or other developments in equity and credit markets.

Goodwill is tested for impairment at the reporting unit level, which is one level below the Company's operating segments. The Company identified U.S. & Canada, Latin America, and Tumblr as the reporting units below the Americas operating segment; Europe and Middle East as the reporting units below the EMEA operating segment; and Taiwan, Hong Kong, Australia & New Zealand, India & Southeast Asia as the reporting units below the Asia Pacific operating segment. These operating segments are the same as the Company's reportable segments.

To test for impairment, the Company uses the two-step quantitative test.

Step One

The first step of the quantitative test involves comparing the estimated fair value of the Company's reporting units to their carrying values, including goodwill.

In 2015, the estimated fair values of the reporting units for all reporting units identified, except for Tumblr and Latin America, were estimated using a combination of a market approach and an income approach, giving equal weighting to each. This combination is deemed to be the most indicative of the reporting units' estimated fair value in an orderly transaction between market participants and is consistent with the methodology used for the goodwill impairment test in prior years. For the Tumblr reporting unit, the fair value was estimated using an income approach which was deemed to be the most indicative of fair value in an orderly transaction between market participants. For the Latin America reporting unit, the fair value was estimated using the market approach as the income approach yielded negative cash flows and was not deemed to be comparable. Under the market approach, the Company utilizes publicly-traded comparable company information to determine revenue and earnings multiples that are used to value our reporting units. Under the income approach, the Company determines fair value based on estimated future cash flows of each reporting unit discounted by an estimated weighted-average cost of capital, reflecting the overall level of inherent risk of a reporting unit and the rate of return an outside investor would expect to earn. The Company bases cash flow projections for each reporting unit using a forecast of cash flows and a terminal value based on the Perpetuity Growth Model. The forecast and related assumptions were derived from the most recent annual financial forecast for which the planning process commenced in the fourth quarter of 2015. The estimated fair values of the Company's Taiwan, Hong Kong, and Australia & New Zealand reporting units exceeded their estimated carrying values and therefore goodwill in those reporting units was not impaired. In 2015, the carrying value exceeded the fair value for the following reporting units: U.S. & Canada, Europe, Tumblr and Latin America.

Step Two

For any reporting units, where the carrying value exceeds the estimated fair value, as determined in step one, the Company performs step two to measure the amount of impairment, if any. The second step of the quantitative test is performed by comparing the carrying value of the goodwill in the reporting unit to its implied fair value. The implied fair value is calculated by allocating all of the assets and liabilities of the reporting unit, including any unrecognized intangible assets, in a hypothetical analysis that calculates the implied fair value of goodwill in the same manner as if the reporting unit was being acquired in a business combination. An impairment charge is recognized for the excess of the carrying value of goodwill over its implied fair value.

As identified above, in step one, in 2015, the carrying value of the U.S. & Canada, Europe, Tumblr and Latin America reporting units exceeded the estimated fair value. The Company completed an assessment of the implied fair value of these reporting units, which resulted in an impairment of all goodwill for the U.S. & Canada, Europe, and Latin America reporting units and a partial impairment for the Tumblr reporting unit. The Company recorded goodwill impairment charges of \$3,692 million, \$531 million, \$230 million and \$8 million, associated with the U.S. & Canada, Europe, Tumblr, and Latin America reporting units, respectively, for the year ended December 31, 2015. The impairments were a result of a combination of factors, including a sustained decrease in our market capitalization in fourth quarter of 2015 and lower estimated projected revenue and profitability in the near term. The lower estimated projected cash flows and higher discount rates were used to estimate the fair value of each reporting unit affected by such changes. The remaining goodwill as of December 31, 2015 was \$808 million, of which \$519 million relates to the Tumblr reporting unit. Given the partial impairment recorded in the Tumblr reporting unit in 2015, it is reasonably possible that changes in judgments, assumptions and estimates the Company made in assessing the fair value of goodwill could cause the Company to consider some portion or all of the remaining goodwill of the Tumblr reporting unit to become impaired. In addition, a future decline in market conditions and/or changes in the Company's market share could negatively impact the market comparables, estimated future cash flows and discount rates used in the market and income approaches to determine the fair value of the reporting unit and could result in an impairment charge in the foreseeable future.

In 2014, as a result of the annual goodwill impairment test, the Company concluded that the carrying value of the Middle East reporting unit, included in the EMEA reportable segment, and the carrying value of the India & Southeast Asia reporting unit included in the Asia Pacific reportable segment both exceeded their respective fair values. As required by the second step of the impairment test, the Company performed an allocation of the fair value to all the assets and liabilities of the reporting unit, including identifiable intangible assets, based on their estimated fair values, to determine the implied fair value of goodwill. Accordingly, the Company recorded a goodwill impairment charge related to the Middle East and India & Southeast Asia reporting units of \$79 million and \$9 million, respectively, during the quarter ended December 31, 2014 for the difference between the carrying value of the goodwill in the reporting unit and its implied fair value with no goodwill remaining in either reporting unit. The impairment resulted from a decline in business conditions in the Middle East and India & Southeast Asia during the latter half of 2014.

In 2013, as a result of the annual goodwill impairment test, the Company concluded that the carrying value of the Middle East reporting unit, included in the EMEA reportable segment, exceeded its fair value. The Company recorded a goodwill impairment charge of approximately \$64 million during the quarter ended December 31, 2013 for the difference between the carrying value of the goodwill in the reporting unit and its implied fair value with goodwill remaining of \$77 million. The impairment resulted from a decline in business conditions in the Middle East during the latter half of 2013.

Note 6 Intangible Assets, Net

The following table summarizes the Company's intangible assets, net (in thousands):

	December 31, 2014		
	Gross Carrying Amount	Accumulated Amortization(*)	Net
Customer, affiliate, and advertiser related relationships	\$ 369,914	\$ (88,318)	\$281,596
Developed technology and patents	206,422	(83,748)	122,674
Tradenames, trademarks, and domain names	107,841	(41,269)	66,572
Total intangible assets, net	<u>\$ 684,177</u>	<u>\$ (213,335)</u>	<u>\$470,842</u>

	December 31, 2015		
	Gross Carrying Amount	Accumulated Amortization(*)	Net
Customer, affiliate, and advertiser related relationships	\$ 355,568	\$ (135,513)	\$220,055
Developed technology and patents	170,289	(83,380)	86,909
Tradenames, trademarks, and domain names	67,119	(26,814)	40,305
Total intangible assets, net	<u>\$ 592,976</u>	<u>\$ (245,707)</u>	<u>\$347,269</u>

(*) Cumulative foreign currency translation adjustments, reflecting movement in the currencies of the underlying entities, totaled approximately \$18 million for the both years ended as of December 31, 2014 and 2015.

The intangible assets have estimated useful lives as follows:

- Customer, affiliate, and advertiser related relationships—two to six years;
- Developed technology and patents—one to six years; and
- Tradenames, trademarks, and domain names—one to seven years.

The Company recognized amortization expense for intangible assets of \$97 million, \$132 million, and \$137 million for 2013, 2014, and 2015, respectively, including \$52 million, \$65 million, and \$58 million, respectively, included in cost of revenue-other. Based on the current amount of intangibles subject to amortization, the estimated amortization expense for each of the succeeding years is as follows: 2016: \$114 million; 2017: \$104 million; 2018: \$84 million; 2019: \$44 million; 2020 and cumulatively thereafter: \$1 million.

Intangibles Impairment Testing

The Company reviews identifiable intangible assets to be held and used for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Determination of recoverability is based on the lowest level of identifiable estimated undiscounted cash flows resulting from use of the asset and its eventual disposition. Intangible assets with indefinite useful lives are not amortized but are reviewed for impairment whenever events or changes in circumstances indicate that it is more likely than not that the fair value is less than its carrying amount. If the Company determines that an intangible asset with an indefinite life is more likely than not impaired, a quantitative test comparing the fair value of the indefinite-lived purchased

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intangible asset with its carrying amount is performed. The Company estimates the fair value of indefinite-lived purchased intangible assets using an income approach. Measurement of any impairment losses on both definite-lived and indefinite-lived intangible assets are based on the excess of the carrying value of the asset over its fair value.

In the fourth quarter of 2015, the Company reviewed both definite-lived and indefinite-lived intangible assets for impairment. No impairment was identified for definite-lived intangibles. For indefinite-lived intangibles, the Company performed a quantitative test comparing the fair value of the indefinite-lived intangible assets with their carrying amount and recorded an impairment charge of \$15 million related to certain indefinite-lived intangible assets in the EMEA segment.

Note 7 Basic And Diluted Net Income (Loss) Attributable To Yahoo! Inc. Common Stockholders Per Share

Basic and diluted net income (loss) attributable to Yahoo! Inc. common stockholders per share is computed using the weighted average number of common shares outstanding during the period, excluding net income attributable to participating securities (restricted stock units granted under the Directors' Stock Plan (the "Directors' Plan")). Diluted net income (loss) per share is computed using the weighted average number of common shares and, if dilutive, potential common shares outstanding during the period. Potential common shares are calculated using the treasury stock method and consist of unvested restricted stock and shares underlying unvested restricted stock units, the incremental common shares issuable upon the exercise of stock options, and shares to be purchased under the 1996 Employee Stock Purchase Plan (the "Employee Stock Purchase Plan"). The Company calculates potential tax windfalls and shortfalls by including the impact of deferred tax assets.

The Company takes into account the effect on consolidated net income (loss) per share of dilutive securities of entities in which the Company holds equity interests that are accounted for using the equity method.

For 2013 and 2014, potentially dilutive securities representing approximately 10 million and 3 million shares of common stock, respectively, were excluded from the computation of diluted earnings per share for these periods because their effect would have been anti-dilutive.

The Company has the option to pay cash, issue shares of common stock or any combination thereof for the aggregate amount due upon conversion of the Notes. The Company's intent is to settle the principal amount of the Notes in cash upon conversion. As a result, upon conversion of the Notes, only the amounts payable in excess of the principal amounts of the Notes are considered in diluted earnings per share under the treasury stock method.

The denominator for diluted net income (loss) per share also does not include any effect from the note hedges. In future periods, the denominator for diluted net income (loss) per share will exclude any effect of the note hedges, if their effect would be anti-dilutive. In the event an actual conversion of any or all of the Notes occurs, the shares that would be delivered to the Company under the note hedges are designed to neutralize the dilutive effect of the shares that the Company would issue under the Notes. See Note 11—"Convertible Notes" for additional information.

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The following table sets forth the computation of basic and diluted net income (loss) per share (in thousands, except per share amounts):

	Years Ended December 31,		
	2013	2014	2015
Basic:			
Numerator:			
Net income (loss) attributable to Yahoo! Inc.	\$ 1,366,281	\$ 7,521,731	\$ (4,359,082)
Less: Net income allocated to participating securities	(28)	(68)	—
Net income (loss) attributable to Yahoo! Inc. common stockholders—basic	<u>\$ 1,366,253</u>	<u>\$ 7,521,663</u>	<u>\$ (4,359,082)</u>
Denominator:			
Weighted average common shares	1,052,705	987,819	939,141
Net income (loss) attributable to Yahoo! Inc. common stockholders per share—basic	<u>\$ 1.30</u>	<u>\$ 7.61</u>	<u>\$ (4.64)</u>
Diluted:			
Numerator:			
Net income (loss) attributable to Yahoo! Inc.	\$ 1,366,281	\$ 7,521,731	\$ (4,359,082)
Less: Net income allocated to participating securities	(28)	(67)	—
Less: Effect of dilutive securities issued by equity investees	(16,656)	(43,689)	—
Net income (loss) attributable to Yahoo! Inc. common stockholders—diluted	<u>\$ 1,349,597</u>	<u>\$ 7,477,975</u>	<u>\$ (4,359,082)</u>
Denominator:			
Denominator for basic calculation	1,052,705	987,819	939,141
Weighted average effect of Yahoo! Inc. dilutive securities:			
Restricted stock units	14,097	12,365	—
Stock options and employee stock purchase plan ^(*)	4,009	3,924	—
Denominator for diluted calculation	<u>1,070,811</u>	<u>1,004,108</u>	<u>939,141</u>
Net income (loss) attributable to Yahoo! Inc. common stockholders per share—diluted	<u>\$ 1.26</u>	<u>\$ 7.45</u>	<u>\$ (4.64)</u>

(*) At the beginning of the first quarter of 2015, the Company discontinued the offering of the Employee Stock Purchase Plan to its employees. See Note 14—“Employee Benefits” for additional information.

Note 8 Investments In Equity Interests Accounted For Using The Equity Method Of Accounting

The following table summarizes the Company's investments in equity interests using the equity method of accounting as of December 31, 2014 and 2015 (dollars in thousands):

	December 31, 2014	Percent Ownership	December 31, 2015	Percent Ownership
Yahoo Japan	\$ 2,482,660	35.5%	\$ 2,496,657	35.5%
Other	6,918	20%	6,572	20%
Total	<u>\$ 2,489,578</u>		<u>\$ 2,503,229</u>	

Yahoo Japan

During April 1996, the Company signed a joint venture agreement with Softbank, as amended in September 1997, which formed Yahoo Japan. Yahoo Japan was formed to establish and manage a local version of Yahoo in Japan.

The investment in Yahoo Japan is accounted for using the equity method and the total investment, including net tangible assets, identifiable intangible assets, and goodwill, is classified as part of the investments in equity interests balance on the Company's consolidated balance sheets. The Company records its share of the results of Yahoo Japan and any related amortization expense, one quarter in arrears within earnings in equity interests in the consolidated statements of operations.

The Company makes adjustments to the earnings in equity interests line in the consolidated statements of operations for any material differences between U.S. GAAP and International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board, the standards by which Yahoo Japan's financial statements are prepared.

The fair value of the Company's ownership interest in the common stock of Yahoo Japan, based on the quoted stock price, was approximately \$8.3 billion as of December 31, 2015.

During the years ended December 31, 2013, 2014 and 2015, the Company received cash dividends from Yahoo Japan in the amounts of \$77 million, \$84 million, and \$142 million, net of withholding taxes, respectively, which were recorded as reductions to the Company's investment in Yahoo Japan.

During the year ended December 31, 2014, the Company sold data center assets and assigned a data center lease to Yahoo Japan for cash proceeds of \$11 million and recorded a net gain of approximately \$5 million.

The following tables present summarized financial information derived from Yahoo Japan's consolidated financial statements, which are prepared on the basis of IFRS. The Company has made adjustments to the Yahoo Japan financial information to address differences between IFRS and U.S. GAAP that materially impact the summarized financial information below. Any other differences between U.S. GAAP and IFRS did not have any material impact on the Yahoo Japan summarized financial information presented below (in thousands):

	Twelve Months Ended September 30,		
	2013	2014	2015
Operating data:			
Revenue	\$ 4,296,522	\$ 4,046,412	\$ 3,769,410
Gross profit	\$ 3,577,001	\$ 3,262,450	\$ 2,983,880
Income from operations	\$ 2,150,644	\$ 1,896,368	\$ 1,609,403
Net income	\$ 1,365,443	\$ 1,236,583	\$ 1,092,657
Net income attributable to Yahoo Japan	\$ 1,355,457	\$ 1,225,221	\$ 1,092,048

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	September 30,	
	2014	2015
Balance sheet data:		
Current assets	\$ 6,095,559	\$ 6,150,688
Long-term assets	\$ 1,973,946	\$ 2,430,699
Current liabilities	\$ 1,948,540	\$ 2,003,960
Long-term liabilities	\$ 35,418	\$ 245,834
Noncontrolling interests	\$ 66,998	\$ 165,601

Since acquiring its equity interest in Yahoo Japan, the Company has recorded cumulative earnings in equity interests, net of dividends received and related taxes on dividends, of \$3.3 billion and \$3.7 billion as of December 31, 2014 and 2015, respectively.

Under technology and trademark license and other commercial arrangements with Yahoo Japan, the Company records revenue from Yahoo Japan based on a percentage of advertising revenue earned by Yahoo Japan. The Company recorded revenue from Yahoo Japan of approximately \$264 million, \$253 million, and \$228 million, respectively, for the years ended December 31, 2013, 2014, and 2015. As of December 31, 2014 and 2015, the Company had net receivable balances from Yahoo Japan of approximately \$47 million and \$37 million, respectively.

Alibaba Group

Equity Investment in Alibaba Group. Prior to the closing of the Alibaba Group IPO in September 2014, the Company's investment in Alibaba Group was accounted for using the equity method, and the total investment, including net tangible assets, identifiable intangible assets, and goodwill, was classified as part of investments in equity interests balance on the Company's consolidated balance sheets. Prior to the Alibaba Group IPO, the Company recorded its share of the results of Alibaba Group one quarter in arrears within earnings in equity interests in the consolidated statements of operations, including any related tax impacts related to the earnings in equity interest.

Technology and Intellectual Property License Agreement. As a result of the Alibaba Group IPO, Alibaba Group's obligation to make royalty payments under the TIPLA ceased on September 24, 2014 and the Company's recognition of the remaining TIPLA deferred revenue was completed on September 18, 2015. The Company recognized approximately \$259 million, \$281 million and \$199 million for the years ended December 31, 2013, 2014 and 2015, respectively, related to the TIPLA.

Note 9 Foreign Currency Derivative Financial Instruments

The Company uses derivative financial instruments, primarily forward contracts and option contracts, to mitigate risk associated with adverse movements in foreign currency exchange rates.

The Company records all derivatives in the consolidated balance sheets at fair value, with assets included in prepaid expenses and other current assets or other long-term assets, and liabilities included in accrued expenses and other current liabilities or other long-term liabilities. The Company's accounting treatment for these instruments is based on whether or not the instruments are designated as a hedging instrument. The effective portions of net investment hedges are recorded in other comprehensive income as a part of the cumulative translation adjustment. The effective portions of cash flow hedges are recorded in accumulated other comprehensive income until the hedged item is recognized in revenue on the consolidated statements of operations when

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the underlying hedged revenue is recognized. Any ineffective portions of net investment hedges and cash flow hedges are recorded in other income (expense), net on the Company's consolidated statements of operations. For balance sheet hedges, changes in the fair value are recorded in other income (expense), net on the Company's consolidated statements of operations.

The Company enters into master netting arrangements, which are designed to reduce credit risk by permitting net settlement of foreign exchange contracts with the same counterparty, subject to applicable requirements. The Company presents its derivative assets and liabilities at their gross fair values on the consolidated balance sheets. The Company is not required to pledge, and is not entitled to receive, cash collateral related to these derivative transactions.

Designated as Hedging Instruments

Net Investment Hedges. The Company currently hedges, on an after-tax basis, a portion of its net investment in Yahoo Japan with forward contracts and option contracts to reduce the risk that its investment in Yahoo Japan will be adversely affected by foreign currency exchange rate fluctuations. The total of the after-tax net investment hedge was less than the Yahoo Japan investment balance as of both December 31, 2014 and 2015. As such, the net investment hedge was considered to be effective.

Cash Flow Hedges. The Company entered into foreign currency forward contracts designated as cash flow hedges of varying maturities through January 31, 2017. The cash flow hedges were considered to be effective as of December 31, 2013, 2014 and 2015. All of the forward contracts designated as cash flow hedges that were settled were reclassified to revenue within fiscal years 2013, 2014 and 2015, and the Company recognized the hedge forecasted revenue related to these contacts as of December 31, 2013, 2014 and 2015. All current outstanding cash flow hedges are expected to be reclassified into revenue during 2016. For the years ended December 31, 2013, 2014 and 2015, the amounts recorded in other income (expense), net as a result of hedge ineffectiveness were not material.

Not Designated as Hedging Instruments

Balance Sheet Hedges. The Company hedges certain of its net recognized foreign currency assets and liabilities with foreign exchange forward contracts to reduce the risk that its earnings and cash flows will be adversely affected by changes in foreign currency exchange rates. These derivative instruments hedge assets and liabilities, including intercompany transactions, which are denominated in foreign currencies.

Notional amounts of the Company's outstanding derivative contracts as of December 31, 2013, 2014 and 2015 (in millions) were as follows:

	December 31,		
	2013	2014	2015
Derivatives designated as hedging instruments:			
Net investment hedge forward and option contracts	\$ 1,341	\$ 1,647	\$ 1,150
Cash flow hedge forwards	\$ 56	\$ 222	\$ 75
Derivatives not designated as hedging instruments:			
Balance sheet hedges	\$ 393	\$ 243	\$ 225

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Foreign currency derivative activity for the year ended December 31, 2014 was as follows (in millions):

	Beginning Fair Value	Settlement Payment (Receipt)	Gain (Loss) Recorded in Other Income (Expense), Net	Gain (Loss) Recorded in Other Comprehensive Income (Loss)	Gain (Loss) Recorded in Revenue	Ending Fair Value
Derivatives designated as hedging instruments:						
Net investment hedges	\$ 209	\$ (234)	\$ —	\$ 210(*)	\$ —	\$ 185
Cash flow hedges	\$ 4	\$ (4)	\$ (1)	\$ 1	\$ 8	\$ 8
Derivatives not designated as hedging instruments:						
Balance sheet hedges	\$ —	\$ (12)	\$ 16	\$ —	\$ —	\$ 4

(*) This amount does not reflect the tax impact of \$79 million recorded during the twelve months ended December 31, 2014. The \$131 million after tax impact of the gain recorded within other comprehensive income (Loss) was included in accumulated other comprehensive income on the Company's consolidated balance sheets as of December 31, 2014.

Foreign currency derivative activity for the year ended December 31, 2015 was as follows (in millions):

	Beginning Fair Value	Settlement Payment (Receipt)	Gain (Loss) Recorded in Other Income (Expense), Net	Gain (Loss) Recorded in Other Comprehensive Income (Loss)	Gain (Loss) Recorded in Revenue	Ending Fair Value
Derivatives designated as hedging instruments:						
Net investment hedges	\$ 185	\$ (117)	\$ 1	\$ 5(*)	\$ —	\$ 74
Cash flow hedges	\$ 8	\$ —	\$ (1)	\$ (2)	\$ (3)	\$ 2
Derivatives not designated as hedging instruments:						
Balance sheet hedges	\$ 4	\$ (21)	\$ 19	\$ —	\$ —	\$ 2

(*) This amount does not reflect the tax impact of \$2 million recorded during the twelve months ended December 31, 2015. The \$3 million after tax impact of the gain recorded within other comprehensive income (Loss) was included in accumulated other comprehensive income on the Company's consolidated balance sheets as of December 31, 2015.

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Foreign currency derivative contracts balance sheet location and ending fair value was as follows (in millions):

	Balance Sheet Location	December 31, 2014	December 31, 2015
Derivatives designated as hedging instruments:			
Net investment hedges	Asset(1)	\$ 190	\$ 79
	Liability(2)	\$ (5)	\$ (5)
Cash flow hedges	Asset(1)	\$ 8	\$ 2
	Liability(2)	\$ —	\$ —
Derivatives not designated as hedging instruments:			
Balance sheet hedges	Asset(1)	\$ 5	\$ 3
	Liability(2)	\$ (1)	\$ (1)

(1) Included in prepaid expenses and other current assets or other long-term assets and investments on the consolidated balance sheets.

(2) Included in accrued expenses and other current liabilities or other long-term liabilities on the consolidated balance sheets.

See the Foreign Currency and Derivative Financial Instruments section within Note 1—"The Company and Summary of Significant Accounting Policies" for additional information.

Note 10 Credit Agreement

The Company's credit agreement with Citibank, N.A., as Administrative Agent entered into on October 19, 2012 (as amended on October 10, 2013, October 9, 2014, and July 24, 2015, the "Credit Agreement") provides for a \$750 million unsecured revolving credit facility, subject to increase of up to \$250 million in accordance with its terms. The Credit Agreement terminates on July 22, 2016, unless extended by the parties.

Borrowings under the Credit Agreement, as amended, will continue to bear interest at a rate equal to, at the option of the Company, either (a) a customary London interbank offered rate (a "Eurodollar Rate"), or (b) a customary base rate (a "Base Rate"), in each case plus an applicable margin. The applicable margins for borrowings under the Credit Agreement, as amended, will be based upon the leverage ratio of the Company and range from 1.00 percent to 1.25 percent with respect to Eurodollar Rate borrowings and 0 percent to 0.25 percent with respect to Base Rate borrowings.

As of December 31, 2015, the Company was in compliance with the financial covenants in the Credit Agreement and no amounts were outstanding.

Note 11 Convertible Notes

0.00% Convertible Senior Notes

As of December 31, 2015, the Company had \$1.4 billion principal amount of Notes outstanding. In 2013, the Company issued the Notes. The Notes were sold under a purchase agreement, dated November 20, 2013, with J.P. Morgan Securities LLC and Goldman, Sachs & Co., as representatives of the several initial purchasers named therein (collectively, the "Initial Purchasers"). The Notes were sold to the Initial Purchasers for resale to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

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In connection with the issuance of the Notes, the Company entered into an indenture (the "Indenture") with respect to the Notes with The Bank of New York Mellon Trust Company, N.A., as trustee. Under the Indenture, the Notes are senior unsecured obligations of Yahoo, the Notes do not bear regular interest. The Notes mature on December 1, 2018, unless previously purchased or converted in accordance with their terms prior to such date. The Company may not redeem Notes prior to maturity. However, holders of the Notes may convert them at certain times and upon the occurrence of certain events in the future, as outlined in the indenture governing the Notes (the "Indenture"). Holders of the Notes who convert in connection with a "make-whole fundamental change," as defined in the Indenture, may require Yahoo to purchase for cash all or any portion of their Notes at a purchase price equal to 100 percent of the principal amount, plus accrued and unpaid special interest as defined in the Indenture, if any. The Notes are convertible, subject to certain conditions, into shares of Yahoo common stock at an initial conversion rate of 18.7161 shares per \$1,000 principal amount of Notes (which is equivalent to an initial conversion price of approximately \$53.43 per share), subject to adjustment upon the occurrence of certain events. Certain corporate events described in the Indenture may increase the conversion rate for holders who elect to convert their Notes in connection with such corporate event should they occur. Upon conversion of the Notes, holders will receive cash, shares of Yahoo's common stock, or a combination thereof, at Yahoo's election. The Company's intent is to settle the principal amount of the Notes in cash upon conversion. If the conversion value exceeds the principal amount, the Company will deliver shares of its common stock in respect to the remainder of its conversion obligation in excess of the aggregate principal amount (conversion spread). The conversion spread will be included in the denominator for the computation of diluted net income per common share, using the treasury stock method. As of December 31, 2015, none of the conditions allowing holders of the Notes to convert had been met.

In accounting for the issuance of the Notes, the Company separated the Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the estimated fair value of a similar liability that does not have an associated convertible feature. The carrying amount of the equity component representing the conversion option was determined by deducting the fair value of the liability component from the face value of the Notes as a whole. The excess of the principal amount of the liability component over its carrying amount ("debt discount") is amortized to interest expense over the term of the Notes using the effective interest method with an effective interest rate of 5.26 percent per annum. The equity component is not remeasured as long as it continues to meet the conditions for equity classification.

In accounting for the transaction costs related to the Note issuance, the Company allocated the total amount incurred to the liability and equity components based on their relative values. Issuance costs attributable to the \$1.4 billion liability component are being amortized to expense over the term of the Notes, and issuance costs attributable to the \$306 million equity component were included with the equity component in stockholders' equity. Additionally, the Company recorded a deferred tax liability of \$37 million on a portion of the equity component transaction costs which are deductible for tax purposes.

The Notes consist of the following (in thousands):

	December 31, 2014	December 31, 2015
Liability component:		
Principal	\$ 1,437,500	\$ 1,437,500
Less: note discount	<u>(267,077)</u>	<u>(204,015)</u>
Net carrying amount	<u>\$ 1,170,423</u>	<u>\$ 1,233,485</u>
Equity component(*)	<u>\$ 305,569</u>	<u>\$ 305,569</u>

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(*) Recorded on the consolidated balance sheet within additional paid-in capital.

The following table sets forth total interest expense recognized related to the Notes (in thousands):

	Years Ended December 31,		
	2013	2014	2015
Accretion of convertible note discount	<u>\$ 4,846</u>	<u>\$ 59,838</u>	<u>\$ 63,061</u>

The estimated fair value of the Notes, which was determined based on inputs that are observable in the market (Level 2), and the carrying value of debt instruments (the carrying value excludes the equity component of the Notes classified in equity) were as follows (in thousands):

	December 31, 2014		December 31, 2015	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Convertible senior notes	\$ 1,175,240	\$ 1,170,423	\$ 1,250,124	\$ 1,233,485

Note Hedge Transactions and Warrant Transactions

The Company entered into note hedge transactions with certain option counterparties (the "Option Counterparties") to reduce the potential dilution with respect to Yahoo's common stock upon conversion of the Notes or offset any cash payment the Company is required to make in excess of the principal amount of converted Notes. For the year ended December 31, 2013, the Company paid \$206 million for the note hedge transactions. Separately, the Company also entered into privately negotiated warrant transactions with the Option Counterparties giving them the right to purchase common stock from the Company. The warrant transactions will have a dilutive effect with respect to Yahoo's common stock to the extent that the market price per share of its common stock exceeds the strike price of \$71.24 per share of the warrants on or prior to the expiration date of the warrants. The warrants begin to expire in March 2019. For the year ended December 31, 2013, the Company received \$125 million in proceeds from the issuance of warrants. The note hedges and warrants are not marked to market. The value of the note hedges and warrants were initially recorded in stockholders' equity and continue to be classified as stockholders' equity.

Note 12 Commitments And Contingencies

Lease Commitments. The Company leases office space and data centers under operating and capital lease agreements with original lease periods of up to 15 years which expire between 2016 and 2025.

In December 2014, the Company entered into a 10-year lease agreement for three buildings in Los Angeles, California. As of December 31, 2015, the total expected minimum operating lease commitment is \$40 million for two buildings and \$20 million in construction liabilities for one building which is accounted for as a build-to-suit lease. The Company has the option to renew the lease for two consecutive renewal terms of either five years or seven years each.

Rent expense for all operating leases was approximately \$77 million, \$86 million, and \$77 million for 2013, 2014, and 2015, respectively.

Many of the Company's leases contain one or more of the following options which the Company can exercise at the end of the initial lease term: (i) renewal of the lease for a defined number of years at the then fair market rental rate or at a slight discount to the fair market rental rate; (ii) purchase of the property at the then fair market value; or (iii) right of first offer to lease additional space that becomes available.

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A summary of gross and net lease commitments as of December 31, 2015 was as follows (in millions):

	Gross Operating Lease Commitments	Sublease Income	Net Operating Lease Commitments
Years ending December 31,			
2016	\$ 121	\$ (13)	\$ 108
2017	91	(11)	80
2018	63	(8)	55
2019	48	(6)	42
2020	35	(3)	32
Due after 5 years	104	(5)	99
Total gross and net lease commitments	<u>\$ 462</u>	<u>\$ (46)</u>	<u>\$ 416</u>

	Capital Lease Commitments
Years ending December 31,	
2016	\$ 15
2017	10
2018	9
2019	5
2020	—
Due after 5 years	—
Gross capital lease commitments	<u>\$ 39</u>
Less: interest	<u>6</u>
Net capital lease commitments included in other accrued expenses and current liabilities and other long-term liabilities	<u>\$ 33</u>

Affiliate Commitments. The Company is obligated to make payments, which represent TAC, to its Affiliates. As of December 31, 2015, these commitments totaled \$1,539 million, of which \$383 million will be payable in 2016, \$375 million will be payable in 2017, \$375 million will be payable in 2018, \$375 million will be payable in 2019, and \$31 million will be payable in 2020.

Non-cancelable Obligations. The Company is obligated to make payments under various non-cancelable arrangements with vendors and other business partners, principally for marketing, bandwidth, co-location, and content arrangements. As of December 31, 2015, these commitments totaled \$136 million, of which \$91 million will be payable in 2016, \$25 million will be payable in 2017, \$18 million will be payable in 2018, \$2 million will be payable in 2019, and less than \$1 million will be payable in 2020 and thereafter.

Intellectual Property Rights. The Company is committed to make certain payments under various intellectual property arrangements of up to \$16 million through 2023.

Construction Liabilities. The Company capitalizes construction in progress and records a corresponding long-term liability for build-to-suit lease agreements where the Company is considered as the owner during the construction period for accounting purposes. These liabilities

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relate to one corporate building in Los Angeles, California. The estimated timing and amounts of payments for rent associated with the build-to-suit lease arrangement that has not been placed in service totaled \$20 million, of which \$1 million will be payable in 2016, \$2 million will be payable in 2017, \$2 million will be payable in 2018, \$2 million will be payable in 2019, \$2 million will be payable in 2020, and \$11 million will be payable thereafter.

Note Payable Obligations. The Company is obligated to make payments for notes payable related to two buildings in Sunnyvale, California. The estimated timing and amounts of payments totaled \$56 million, of which \$4 million will be payable in 2016, \$5 million will be payable in 2017, \$5 million will be payable in 2018, \$5 million will be payable in 2019, \$5 million will be payable in 2020, and \$32 million will be payable thereafter.

Standby Letters of Credit. As of December 31, 2015, the Company had outstanding potential obligations relating to standby letters of credit of \$42 million. Standby letters of credit are financial guarantees provided by third parties for ongoing operating liabilities such as leases, utility bills, taxes, and insurance. If any letter of credit is drawn upon by a beneficiary, the Company is obligated to reimburse the provider of the guarantee. The standby letters of credit generally renew annually.

Other Commitments. In the ordinary course of business, the Company may provide indemnifications of varying scope and terms to customers, vendors, lessors, joint ventures and business partners, purchasers of assets or subsidiaries and other parties with respect to certain matters, including, but not limited to, losses arising out of the Company's breach of agreements or representations and warranties made by the Company, services to be provided by the Company, intellectual property infringement claims made by third parties or, with respect to the sale, lease, or assignment of assets, or the sale of a subsidiary, matters related to the Company's conduct of the business and tax matters prior to the sale, lease or assignment. In addition, the Company has entered into indemnification agreements with its directors and certain of its officers that will require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. The Company has also agreed to indemnify certain former officers, directors, and employees of acquired companies in connection with the acquisition of such companies. The Company maintains director and officer insurance, which may cover certain liabilities arising from its obligation to indemnify its current and former directors and officers, and former directors and officers of acquired companies, in certain circumstances. It is not possible to determine the aggregate maximum potential loss under these indemnification agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. Such indemnification agreements might not be subject to maximum loss clauses. Historically, the Company has not incurred material costs as a result of obligations under these agreements and it has not accrued any material liabilities related to such indemnification obligations in the Company's consolidated financial statements.

As of December 31, 2015, the Company did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Accordingly, the Company is not exposed to any financing, liquidity, market, or credit risk that could arise if the Company had such relationships. In addition, the Company identified no variable interests currently held in entities for which it is the primary beneficiary.

[Legal Contingencies](#)

General. The Company is regularly involved in claims, suits, government investigations, and proceedings arising from the ordinary course of the Company's business, including actions with respect to intellectual property claims, privacy, consumer protection, information security, data

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protection or law enforcement matters, tax matters, labor and employment claims, commercial claims, as well as actions involving content generated by users, stockholder derivative actions, purported class action lawsuits, and other matters.

Patent Matters. From time to time, third parties assert patent infringement claims against the Company. Currently, the Company is engaged in lawsuits regarding patent issues and has been notified of other potential patent disputes.

Stockholder and Securities Matters. Since May 31, 2011, several related stockholder derivative suits were filed in the Santa Clara County Superior Court (“California Derivative Litigation”) and the U.S. District Court for the Northern District of California (“Federal Derivative Litigation”) purportedly on behalf of the Company against certain officers and directors of the Company and third parties. The California Derivative Litigation was filed by plaintiffs Cinotto, Lassoﬀ, Zucker, and Koo, and consolidated under the caption *In re Yahoo! Inc. Derivative Shareholder Litigation* on June 24, 2011 and September 12, 2011. The Federal Derivative Litigation was filed by plaintiffs Salzman, Tawila, and Iron Workers Mid-South Pension Fund and consolidated under the caption *In re Yahoo! Inc. Shareholder Derivative Litigation* on October 3, 2011. The plaintiffs allege breaches of fiduciary duties, corporate waste, mismanagement, abuse of control, unjust enrichment, misappropriation of corporate assets, or contribution, and seek damages, equitable relief, disgorgement, and corporate governance changes in connection with Alibaba Group’s restructuring of its subsidiary Alipay.com Co., Ltd. (“Alipay”) and related disclosures. On June 7, 2012, the courts approved stipulations staying the California Derivative Litigation pending resolution of the Federal Derivative Litigation, and deferring the Federal Derivative Litigation pending a ruling on the motion to dismiss filed by the defendants in the related stockholder class actions, which are discussed below. The Federal Derivative Litigation was stayed pending resolution of the appeal filed by the plaintiffs in the related stockholder class actions, which now has concluded as described below. The Company has filed a motion to dismiss the Federal Derivative Litigation. On December 23, 2015, the court dismissed the Federal Derivative Litigation with prejudice.

Since June 6, 2011, two purported stockholder class actions were filed in the U.S. District Court for the Northern District of California against the Company and certain officers and directors of the Company by plaintiffs Bonato and the Twin Cities Pipe Trades Pension Trust. In October 2011, the District Court consolidated the two actions under the caption *In re Yahoo! Inc. Securities Litigation* and appointed the Pension Trust Fund for Operating Engineers as lead plaintiff. In a consolidated amended complaint filed December 15, 2011, the lead plaintiff purported to represent a class of investors who purchased the Company’s common stock between April 19, 2011 and July 29, 2011, and alleged that during that class period, defendants issued statements that were materially false or misleading because they did not disclose information relating to Alibaba Group’s restructuring of Alipay. The complaint purported to assert claims for relief for violation of Section 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended, and for violation of Rule 10b-5 thereunder, and sought unspecified damages, injunctive and equitable relief, fees, and costs. On August 10, 2012, the District Court granted defendants’ motion to dismiss the consolidated amended complaint. Plaintiffs appealed. On May 15, 2015, the U.S. Court of Appeals for the Ninth Circuit affirmed the dismissal.

On April 22, 2015, a stockholder action captioned *Cathy Buch v. David Filo, et al.*, was filed in the Delaware Court of Chancery against Yahoo and all current members of the Board. The complaint asserts both derivative claims, purportedly on behalf of Yahoo, and class action claims, purportedly on behalf of the plaintiff and all similarly situated stockholders, relating to the termination of, and severance payments made to, our former chief operating officer, Henrique de Castro. The plaintiff alleges that the board members breached their fiduciary duties by enabling or acquiescing in the payment of severance to Mr. de Castro, and by allowing Yahoo to make allegedly false and misleading statements regarding the value of his severance. The plaintiff has also asserted claims

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against Mr. de Castro. The plaintiff seeks to recoup the severance paid to Mr. de Castro, an equitable accounting, disgorgement in favor of Yahoo, monetary damages, declaratory relief, injunctive relief, and an award of attorneys' fees and costs. The Company has filed a motion to dismiss the action.

On January 27, 2016, a stockholder action captioned *UCFW Local 1500 Pension Fund v. Marissa Mayer, et al.*, was filed in the U.S. District Court for the Northern District of California against the Company, and certain current and former officers and directors of the Company, including all current members of the Board. The complaint asserts both derivative claims, purportedly on behalf of Yahoo, and class action claims, purportedly on behalf of the plaintiff and all similarly situated stockholders who owned shares of Yahoo common stock at any time since January 27, 2013 and who continued to own such shares through and including January 6, 2016. The complaint purports to bring claims under the Investment Company Act of 1940, as well as claims for breach of fiduciary duty and unjust enrichment. Plaintiff seeks to rescind Yahoo's employment contracts with the individual defendants because those defendants allegedly caused Yahoo to illegally operate as an unregistered investment company in breach of their fiduciary duties. Plaintiff seeks disgorgement in favor of Yahoo, monetary damages, rescission, declaratory relief, equitable relief, and an award of attorneys' fees and costs.

Mexico Matters. On November 16, 2011, plaintiffs Worldwide Directories, S.A. de C.V. ("WWD"), and Ideas Interactivas, S.A. de C.V. ("Ideas") filed an action in the 49th Civil Court of Mexico against the Company, Yahoo! de Mexico, S.A. de C.V. ("Yahoo! Mexico"), Yahoo International Subsidiary Holdings, Inc., and Yahoo Hispanic Americas LLC. The complaint alleged claims of breach of contract, breach of promise, and lost profits in connection with various commercial contracts entered into among the parties between 2002 and 2004, relating to a business listings service, and alleged total damages of approximately \$2.75 billion. On December 7, 2011, Yahoo! Mexico filed a counterclaim against WWD for payments of approximately \$2.6 million owed to Yahoo! Mexico for services rendered. On April 10, 2012, plaintiffs withdrew their claim filed against Yahoo International Subsidiary Holdings, Inc. and Yahoo Hispanic Americas LLC.

On November 28, 2012, the 49th Civil Court of Mexico entered a non-final judgment against the Company and Yahoo! Mexico in the amount of USD \$2.75 billion and a non-final judgment in favor of Yahoo! Mexico on its counterclaim against WWD in the amount of \$2.6 million. The judgment against the Company and Yahoo! Mexico purported to leave open for determination in future proceedings certain other alleged damages that were not quantified in the judgment.

On December 12, 2012 and December 13, 2012, respectively, Yahoo! Mexico and the Company appealed the judgment to a three-magistrate panel of the Superior Court of Justice for the Federal District (the "Superior Court"). On May 15, 2013, the Superior Court reversed the judgment, overturned all monetary awards against the Company and reduced the monetary award against Yahoo! Mexico to \$172,500. The Superior Court affirmed the award of \$2.6 million in favor of Yahoo! Mexico on its counterclaim.

Plaintiffs appealed the Superior Court's decision to the Mexican Federal Civil Collegiate Court for the First Circuit ("Civil Collegiate Court"). The Company appealed the Superior Court's decision not to award it statutory costs in the underlying proceeding. Yahoo! Mexico appealed the Superior Court's award of \$172,500, the Superior Court's decision not to award it additional moneys beyond the \$2.6 million award on its counterclaims, and the Superior Court's decision not to award it statutory costs. On January 14, 2015, the Civil Collegiate Court denied all of the appeals.

On February 16, 2015, plaintiffs filed a petition for review by the Supreme Court of Mexico, where review is limited to constitutional questions under Mexican law. The plaintiffs' petition was denied. Plaintiffs then filed an additional petition seeking to reverse the denial through further review. On September 22, 2015, the Supreme Court of Mexico issued its written decision denying that petition. This decision concludes plaintiffs' appeals in Mexico.

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On September 10, 2014, the same plaintiffs in the Mexico litigation described above filed an action in U.S. District Court for the Southern District of New York against Yahoo! Inc., Yahoo! Mexico, Baker & McKenzie, and Baker & McKenzie, S.C. Plaintiffs allege that defendants conspired to influence the Mexican courts and “illegally obtain a favorable judgment” in the above litigation. Plaintiffs advance claims for relief under the Racketeer Influenced and Corrupt Organizations Act of 1970 (“RICO”), which provides for treble damages in certain cases, conspiracy to violate RICO, common-law fraud, and civil conspiracy. Their operative amended complaint seeks unspecified damages. The Company and Yahoo! Mexico have filed a motion to dismiss the amended complaint. The Company believes the plaintiffs’ claims in this action are without merit.

TCPA Litigation Concerning Yahoo Messenger. On March 21, 2014 and April 16, 2014, civil complaints were filed in the United States District Court for the Northern District of Illinois by plaintiffs Rachel Johnson and Zenaida Calderin, respectively, against Yahoo, alleging that the process by which Yahoo Messenger sends a notification SMS message in addition to delivering a user’s instant message to a recipient’s cellular telephone constitutes a violation of the Telephone Consumer Protection Act (“TCPA”), 47 U.S.C. § 227. The penalty per violation ranges from \$500 to \$1,500. The complaints, which are consolidated, seek statutory damages for a purported class of plaintiffs. In January 2016, the District Court denied class certification treatment proposed by plaintiff Calderin, but certified a class proposed by plaintiff Johnson comprising more than 300,000 potential members. The Company sought permission from the United States Court of Appeals for the Seventh Circuit to appeal the District Court’s certification order, which the Court of Appeals denied. No decision has been made on the merits of plaintiffs’ claims, which the Company is defending vigorously. The Company is also defending related litigation in the United States District Court for the Southern District of California, which denied class certification in September 2015.

The Company has determined, based on current knowledge, that the amount or range of reasonably possible losses, including reasonably possible losses in excess of amounts already accrued, is not reasonably estimable with respect to certain matters described above. The Company has also determined, based on current knowledge, that the aggregate amount or range of losses that are estimable with respect to the Company’s legal proceedings, including the matters described above, other than the remaining Mexico matter, would not have a material adverse effect on the Company’s consolidated financial position, results of operations or cash flows. Amounts accrued as of December 31, 2015 were not material. The Company did not accrue for the judgment in Mexico, which was reversed as explained above. The ultimate outcome of legal proceedings involves judgments, estimates and inherent uncertainties, and cannot be predicted with certainty. In the event of a determination adverse to Yahoo, its subsidiaries, directors, or officers in these matters, the Company may incur substantial monetary liability, and be required to change its business practices. Either of these events could have a material adverse effect on the Company’s financial position, results of operations, or cash flows. The Company may also incur substantial legal fees, which are expensed as incurred, in defending against these claims.

Note 13 Stockholders’ Equity

The Board has the authority to issue up to 10 million shares of preferred stock and to determine the price, rights, preferences, privileges, and restrictions, including voting rights, of those shares without any further vote or action by the stockholders.

Stock Repurchases. In November 2013, the Board authorized a stock repurchase program with an authorized level of \$5 billion. The November 2013 program, according to its terms, will expire in December 2016. The aggregate amount remaining under the November 2013 repurchase program was approximately \$930 million and \$726 million at December 31, 2014 and 2015, respectively. In March 2015, the Board authorized an additional stock repurchase program with an authorized level of

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\$2 billion. The March 2015 program, according to its terms, will expire in March 2018. The aggregate amount available under the March 2015 repurchase program was \$2 billion at December 31, 2015. Repurchases under the repurchase programs may take place in the open market or in privately negotiated transactions, including structured and derivative transactions such as accelerated share repurchase transactions, and may be made under a Rule 10b5-1 plan.

During the year ended December 31, 2015, the Company repurchased approximately 4 million shares of its common stock under its November 2013 program at an average price of \$47.65 per share for a total of \$204 million.

In September and October 2014, the Company entered into two unrelated accelerated share repurchase agreements ("ASR") with a financial institution to repurchase shares of its common stock. Under the September 2014 agreement, the Company prepaid \$1.1 billion and approximately 15 million shares were initially delivered to the Company on September 30, 2014 and are included in treasury stock. Final settlement occurred on October 17, 2014, resulting in a total of approximately 23.5 million shares, inclusive of shares initially delivered, repurchased for \$933 million, all of which are included in treasury stock. The Company received a return of cash for the remaining amount not settled in shares of \$167 million. Under the October 2014 agreement, the Company prepaid the maximum repurchase amount of \$1.0 billion and approximately 15 million shares were initially delivered on October 30, 2014. Final settlement occurred on December 9, 2014, resulting in a total of approximately 16 million shares, inclusive of shares initially delivered, repurchased for \$800 million, all of which are included in treasury stock. The Company received a return of cash for the remaining amount not settled in shares of \$200 million. Both ASR agreements were entered into pursuant to the Company's existing share repurchase program.

The Company accounted for the September 2014 ASR as two separate transactions: (i) approximately 15 million shares of common stock initially delivered to the Company, and \$600 million was accounted for as a treasury stock transaction and (ii) the remaining \$500 million unsettled portion of the contract was determined to be a forward contract indexed to the Company's own common stock. The initial delivery of approximately 15 million shares resulted in an immediate reduction, on the delivery date, of the outstanding shares used to calculate the weighted-average common shares outstanding for basic and diluted net income per share. The Company has determined that the forward contract, indexed to its common stock, met all of the applicable criteria for equity classification. The Company recorded \$600 million as treasury stock and recorded \$500 million, the implied value of the forward contract, in additional paid-in capital on the consolidated balance sheets as of September 30, 2014. As the remainder of the shares were delivered to the Company, in the fourth quarter of 2014, the forward contract was reclassified from additional paid-in capital to treasury stock for the value of the additional shares received, and additional paid-in capital was debited for the cash returned for the remaining amount of shares not settled.

During the year ended December 31, 2014, in addition to the repurchase under the ASR's, the Company repurchased approximately 62 million shares of its common stock under its stock repurchase program at an average price of \$39.30 per share for a total of approximately \$2.4 billion.

During the year ended December 31, 2013, the Company repurchased approximately 129 million shares of its common stock under a previous stock repurchase program approved by the Company's Board in May 2012 at an average price of \$25.95 per share for a total of \$3.3 billion. These repurchases included the Company's repurchase of 40 million shares of its common stock beneficially owned by Third Point LLC on July 25, 2013. These shares were repurchased pursuant to a purchase agreement entered into on July 22, 2013, prior to the market opening for trading in Yahoo stock, and at \$29.11 per share, which was the closing price of the Company's common stock on July 19, 2013. The total purchase price for these shares was \$1.2 billion. The repurchase transaction was funded

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primarily with cash as well as borrowings of \$150 million under the Company's unsecured revolving credit facility that have been repaid. The May 2012 stock repurchase program was exhausted during the first quarter of 2014.

Retirements. During the year ended December 31, 2013, the Company retired 198 million shares, resulting in reductions of \$198,000 in common stock, \$1.6 billion in additional paid-in capital, and \$2.9 billion in retained earnings. During the year ended December 31, 2014, the Company retired 94 million shares, resulting in reductions of \$94,000 in common stock, \$795 million in additional paid-in capital, and \$2.9 billion in retained earnings. During the year ended December 31, 2015, the Company did not retire any of its remaining treasury stock.

Note 14 Employee Benefits

Benefit Plans. The Company maintains the Yahoo! Inc. 401(k) Plan (the "401(k) Plan") for its full-time employees in the U.S. The 401(k) Plan allows employees of the Company to contribute up to the Internal Revenue Code prescribed maximum amount. Employees may elect to contribute from 1 to 100 percent of their annual compensation to the 401(k) Plan. The Company matches employee contributions at a rate of 25 percent, up to the IRS prescribed amount. Both employee and employer contributions vest immediately upon contribution. During 2013, 2014, and 2015, the Company's contributions to the 401(k) Plan amounted to approximately \$18 million, \$19 million, and \$21 million, respectively. The Company also contributed approximately \$17 million, \$16 million, and \$15 million to its other defined contribution retirement benefit plans outside of the U.S. for 2013, 2014, and 2015, respectively.

Stock Plans. The Stock Plan provides for the issuance of stock-based awards to employees, including executive officers, and consultants. The Stock Plan permits the granting of incentive stock options, non-statutory stock options, restricted stock, restricted stock units, stock appreciation rights, and dividend equivalents.

Options granted under the Stock Plan before May 19, 2005 generally expire 10 years after the grant date, and options granted after May 19, 2005 generally expire seven years after the grant date. Options generally become exercisable over a four-year period based on continued employment and vest either monthly, quarterly, semi-annually, or annually.

The Stock Plan permits the granting of restricted stock and restricted stock units (collectively referred to as "restricted stock awards"). The restricted stock award vesting criteria are generally the passing of time, meeting certain performance-based objectives, or a combination of both, and continued employment through the vesting period (which varies but generally does not exceed four years). Restricted stock award grants are generally measured at fair value on the date of grant based on the number of shares granted and the quoted price of the Company's common stock. Such value is recognized as an expense over the corresponding service period.

The Stock Plan provides for the issuance of a maximum of 784 million shares of which 97 million shares were still available for award grant purposes as of December 31, 2015. Each share of the Company's common stock issued in settlement of "full-value awards" (which include all awards other than options and stock appreciation rights) granted on or after June 25, 2009 under the Stock Plan counted as 1.75 shares against the Stock Plan's share limit. Each share of the Company's common stock issued in settlement of "full-value awards" granted on or after June 25, 2014 under the Stock Plan is counted as 2.5 shares against the Stock Plan's share limit.

The Directors' Plan provides for the grant of nonqualified stock options and restricted stock units to non-employee directors of the Company. The Directors' Plan provides for the issuance of up to

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9 million shares of the Company's common stock, of which approximately 5 million were still available for award grant purposes as of December 31, 2015. Each share of the Company's common stock issued in settlement of restricted stock units granted after the Company's 2006 annual meeting of shareholders under the Directors' Plan is counted as 1.75 shares against the Directors' Plan's share limit.

Options granted under the Directors' Plan before May 25, 2006 generally become exercisable, based on continued service as a director, for initial grants to new directors, in equal monthly installments over four years, and for annual grants, with 25 percent of such options vesting on the one year anniversary of the date of grant and the remaining options vesting in equal monthly installments over the remaining 36-month period thereafter. Such options generally expire seven to 10 years after the grant date. Options granted on or after May 25, 2006 become exercisable, based on continued service as a director, in equal quarterly installments over one year. Such options generally expire seven years after the grant date.

Restricted stock units granted under the Directors' Plan generally vest in equal quarterly installments over a one-year period following the date of grant and, once vested, are generally payable in an equal number of shares of the Company's common stock on the earlier of the end of the one-year vesting period or the date the director ceases to be a member of the Board (subject to any deferral election that may be made by the director).

Non-employee directors are also permitted to elect an award of restricted stock units or a stock option under the Directors' Plan in lieu of a cash payment of their quarterly Board retainer and any cash fees for serving on committees of the Board. Such stock options or restricted stock unit awards granted in lieu of cash fees are fully vested on the grant date.

From time to time, the Company also assumes stock-based awards in connection with corporate mergers and acquisitions, which awards become payable in shares of the Company's common stock.

Employee Stock Purchase Plan. During the first quarter of 2015, the Company discontinued the offering of the Employee Stock Purchase Plan to its employees. The Employee Stock Purchase Plan allowed employees to purchase shares of the Company's common stock through payroll deductions of up to 15 percent of their compensation subject to certain Internal Revenue Code limitations. Prior to November 2012, the price of common stock purchased under the plan was equal to 85 percent of the lower of the fair market value of the common stock on the commencement date of each 24-month offering period or the specified purchase date. Beginning in November 2012, the Employee Stock Purchase Plan was modified to consist of three-month offering periods. The price of the common stock purchased under the plan after November 2012 was equal to 90 percent of the lower of the fair market value of the common stock on the commencement date of each three-month offering period or the specified purchase date.

For the years ended December 31, 2013, 2014, and 2015, stock-based compensation expense related to the activity under the plan was \$16 million, \$12 million, and \$2 million, respectively. As of December 31, 2015, there was no unamortized stock-based compensation expense related to the Company's Employee Stock Purchase Plan.

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Stock Options. The Company's Stock Plan, the Directors' Plan, and stock-based awards assumed through acquisitions (including stock-based commitments related to continued service of acquired employees, such as holdbacks by Yahoo of shares of Yahoo common stock issued to founders of acquired companies in connection with certain of the Company's acquisitions) are collectively referred to as the "Plans". Stock option activity under the Company's Plans for the year ended December 31, 2015 is summarized as follows (in thousands, except years and per share amounts):

	Shares	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Outstanding at December 31, 2014 ⁽¹⁾	9,225	\$ 18.57	4.33	\$ 274,072
Options granted	—	\$ —		
Options assumed in acquisitions	407	\$ 11.89		
Options exercised ⁽²⁾	(2,168)	\$ 16.23		
Options expired	(585)	\$ 19.09		
Options cancelled/forfeited	(357)	\$ 19.75		
Outstanding at December 31, 2015 ⁽¹⁾	<u>6,522</u>	<u>\$ 18.82</u>	<u>4.03</u>	<u>\$ 103,230</u>
Vested and expected to vest, at December 31, 2015 ⁽³⁾	<u>6,338</u>	<u>\$ 17.48</u>	<u>3.98</u>	<u>\$ 100,310</u>
Exercisable at December 31, 2015	<u>3,925</u>	<u>\$ 17.40</u>	<u>3.42</u>	<u>\$ 62,553</u>

(1) Includes shares subject to performance-based stock options for which performance goals had not been set as of the date shown.

(2) The Company generally issues new shares to satisfy stock option exercises.

(3) The expected to vest options are the result of applying the pre-vesting forfeiture rate assumptions to total outstanding options.

The weighted average grant date fair values of all options granted and assumed in the years ended December 31, 2013, 2014, and 2015 were \$18.72, \$31.31, and \$20.31 per share, respectively.

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the aggregate difference between the closing stock price of the Company's common stock on December 31, 2015 and the exercise price for in-the-money options) that would have been received by the option holders if all in-the-money options had been exercised on December 31, 2015.

The total intrinsic values of options exercised in the years ended December 31, 2013, 2014, and 2015 were \$122 million, \$167 million, and \$53 million, respectively.

As of December 31, 2015, there was \$17 million of unamortized stock-based compensation expense related to unvested stock options, which is expected to be recognized over a weighted average period of 1.7 years.

Cash received from option exercises and purchases of shares under the Employee Stock Purchase Plan for the year ended December 31, 2015 was \$59 million.

The total net tax benefit attributable to stock options exercised in the year ended December 31, 2015 was \$15 million.

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The fair value of option grants, including assumed options from acquisitions, is determined using the Black-Scholes option pricing model with the following weighted average assumptions:

	Stock Options			Purchase Plan ⁽⁵⁾	
	Years Ended December 31,			Years Ended December 31,	
	2013	2014	2015	2013	2014
Expected dividend yield ⁽¹⁾	0%	0%	0%	0%	0%
Risk-free interest rate ⁽²⁾	0.7%	1.4%	0.9%	0.1%	0%
Expected volatility ⁽³⁾	33.3%	34.5%	34.5%	31.7%	36.8%
Expected life (in years) ⁽⁴⁾	3.60	3.83	2.50	0.25	0.25

- (1) The Company currently has no history or expectation of paying cash dividends on its common stock in the near future.
- (2) The risk-free interest rate is based on the U.S. Treasury yield for a term consistent with the expected term of the awards in effect at the time of grant.
- (3) The Company estimates the volatility of its common stock at the date of grant based on the implied volatility of publicly traded options on its common stock, with a term of one year or greater.
- (4) The expected life of stock options granted under the Plans is based on historical exercise patterns, which the Company believes are representative of future behavior. New grants issued by the Company had an expected life of 4 years in 2013 and 4 years in 2014. In 2015, the Company did not issue new stock options. Options assumed in acquisitions had expected lives of less than 3 years.
- (5) Assumptions for the Employee Stock Purchase Plan relate to the annual average of the enrollment periods. During the year ended December 31, 2012, enrollment was permitted in May and November of each year. Beginning in 2013, enrollment was permitted in February, May, August, and November of each year. During the first quarter of 2015, the Company discontinued the offering of the Employee Stock Purchase Plan to its employees.

Restricted Stock and Restricted Stock Units. Restricted stock and restricted stock unit activity under the Plans for the year ended December 31, 2015 is summarized as follows (in thousands, except per share amounts):

	Shares	Weighted Average Grant Date Fair Value Per Share
Awarded and unvested at December 31, 2014 ⁽¹⁾	40,677	\$ 32.38
Granted ⁽²⁾	16,899	\$ 41.53
Assumed in acquisitions	—	\$ —
Vested	(16,969)	\$ 29.61
Forfeited	(11,868)	\$ 32.99
Awarded and unvested at December 31, 2015 ⁽¹⁾	<u>28,739</u>	<u>\$ 39.15</u>

- (1) Includes the maximum number of shares issuable under the Company's performance-based restricted stock unit awards (including future-year tranches for which performance goals had not been set) as of the date shown.
- (2) Includes the maximum number of shares issuable under the performance-based restricted stock unit awards granted during the year ended December 31, 2015 (including future-year tranches

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for which performance goals had not been set during the period); excludes tranches of previously granted performance-based restricted stock units for which performance goals were set during the year ended December 31, 2015.

As of December 31, 2015, there was \$685 million of unamortized stock-based compensation expense related to unvested restricted stock and restricted stock units, which is expected to be recognized over a weighted average period of 2.3 years.

The total fair value of restricted stock awards vested during the years ended December 31, 2013, 2014, and 2015 was \$220 million, \$415 million, and \$502 million, respectively.

During the year ended December 31, 2015, 17 million shares that were subject to previously granted restricted stock units vested. These vested restricted stock awards were net share settled. The Company withheld 7 million shares based upon the Company's closing stock price on the vesting date, to satisfy the Company's tax withholding obligation relating to the employees' minimum statutory obligation for the applicable income and other employment taxes. The Company then remitted cash to the appropriate taxing authorities.

Total payments for the employees' tax obligations to the relevant taxing authorities were \$258 million for the year ended December 31, 2015 and are reflected as a financing activity within the consolidated statements of cash flows. The payments were used for tax withholdings related to the net share settlements of restricted stock units. The payments had the effect of share repurchases by the Company as they reduced the number of shares that would have otherwise been issued on the vesting date and were recorded as a reduction of additional paid-in capital.

In 2013, 2014, and 2015, \$64 million, \$150 million, and \$58 million, respectively, of excess tax benefits from stock-based awards for options exercised and restricted stock awards that vested in current and prior periods were included as a source of cash flows from financing activities. These excess tax benefits represent the reduction in income taxes otherwise payable during the period, attributable to the actual gross tax benefits in excess of the expected tax benefits for options exercised and restricted stock awards that vested in current and prior periods. The Company has accumulated excess tax deductions relating to stock options exercised and restricted stock awards that vested prior to January 1, 2006 available to reduce income taxes otherwise payable. To the extent such deductions reduce income taxes payable in the current year, they are reported as financing activities in the consolidated statements of cash flows.

Performance-Based Executive Incentive Equity Awards

CEO 2012 Annual Equity Awards. Marissa A. Mayer, the Company's Chief Executive Officer, received an equity award for 2012 that vested over three years. A total of \$6 million of the grant date fair value of this equity award was granted as restricted stock units on July 26, 2012 and vested over three years. The remaining portion of this equity award (valued at \$6 million per Ms. Mayer's offer letter from the Company) was granted in November 2012 as a performance-based stock option that vested over the two and a half years after July 26, 2012, subject to satisfaction of performance criteria. See below for additional discussion of the performance-based stock options.

After 2012, Ms. Mayer is eligible to receive annual equity grants when such grants are made to senior executives. Subject to the discretion of the Compensation and Leadership Development Committee of the Board of Directors (the "Compensation Committee"), the Company contemplates that the target value of such awards will not be less than the target value of her 2012 annual grant.

CEO One-Time Retention Award. Ms. Mayer received a one-time retention equity award that vests over five years. A total of \$15 million of the grant date fair value of this equity award was granted as

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restricted stock units on July 26, 2012 and vests over five years. The remaining portion of this equity award (valued at \$15 million per the offer letter) was granted in November 2012 as a performance-based stock option that vests over the four and a half years after July 26, 2012, subject to satisfaction of performance criteria. The number of performance options granted in November 2012 was determined based on the grant date fair value as of July 26, 2012. See below for additional discussion of the performance-based stock options.

CEO Make-Whole Restricted Stock Units. To partially compensate Ms. Mayer for forfeiture of compensation from her previous employer, on July 26, 2012 she was granted restricted stock units with a grant-date fair value of \$14 million (the "Make-Whole RSUs"). Based on grant date fair values, \$4 million of the Make-Whole RSUs vested in 2012, \$7 million vested in 2013, and \$3 million vested in 2014.

Performance Options. The financial performance stock options awarded by the Company in November 2012 to Ms. Mayer and Mr. Goldman include multiple performance periods. The number of stock options that ultimately vest for each performance period will range from 0 percent to 100 percent of the target amount for such period stated in each executive's award agreement based on the Company's performance relative to goals. The financial performance goals are established at the beginning of each performance period and the portion (or "tranche") of the award related to each performance period is treated as a separate grant for accounting purposes. In March 2015, the Compensation Committee established performance goals under these stock options for the 2015 performance year. The 2015 financial performance metrics (and their weightings) under the performance stock options are GAAP revenue (one-third), revenue ex-TAC (one-third), and adjusted EBITDA (one-third). The grant date fair value of the 2015 tranche of the November 2012 financial performance stock options was \$31 million, and is being recognized over the twelve-month service period. The Company began recording stock-based compensation expense for this tranche in March 2015, when the financial performance goals were established.

Performance RSUs. In March 2015, the Compensation Committee approved additional annual financial performance-based RSU awards to Ms. Mayer and other senior officers, and established the 2015 annual performance goals for these awards as well as for the similar performance-based RSUs granted in February 2013 and February 2014. The 2013, 2014, and 2015 performance-based RSU awards are generally eligible to vest in equal annual target amounts over four years (three years for Ms. Mayer) based on the Company's attainment of annual financial performance goals as well as the executive's continued employment through each vesting date. The number of shares that ultimately vest each year will range from 0 percent to 200 percent of the annual target amount, based on the Company's performance. Annual financial performance metrics and goals are established for these RSU awards at the beginning of each year and the tranche of each RSU award related to that year's performance goal is treated as a separate annual grant for accounting purposes. The 2015 financial performance metrics (and their weightings) established for the performance RSUs are: GAAP revenue (one-third), revenue ex-TAC (one-third), and adjusted EBITDA (one-third). The grant date fair value of the first tranche of the March 2015 performance RSUs was \$9 million, the grant date fair value of the second tranche of the February 2014 performance RSUs was \$11 million, and the grant date fair value of the third tranche of the February 2013 performance RSUs was \$19 million. These values are being recognized over the tranches' twelve-month service periods. The Company began recording stock-based compensation expense for these tranches in March 2015, when the financial performance goals were established.

Note 15 Restructuring Charges, Net

Restructuring charges, net consists of employee severance pay and related costs, accelerations of stock-based compensation expense, facility restructuring costs, contract termination and other non-cash charges associated with the exit of facilities, as well as reversals of restructuring charges arising from changes in estimates.

For the years ended December 31, 2013, 2014, and 2015, restructuring charges, net was comprised of the following (in thousands):

	Year Ended December 31,		
	2013	2014	2015
Employee severance pay and related costs	\$ 12,337	\$ 30,749	\$ 69,042
Non-cancelable lease, contract termination, and other charges	15,822	79,317	36,526
Reversals of previous charges	(24,940)	(3,222)	(7,404)
Non-cash accelerations of stock-based compensation expense	—	—	2,705
Other non-cash charges (credits), net	547	(3,394)	3,150
Restructuring charges, net	<u>\$ 3,766</u>	<u>\$ 103,450</u>	<u>\$ 104,019</u>

Although the Company does not allocate restructuring charges to its segments, the amounts of the restructuring charges relating to each segment are presented below. For the years ended December 31, 2013, 2014, and 2015, restructuring charges, net consists of the following (in thousands):

	Year Ended December 31,		
	2013	2014	2015
Americas	\$ 571	\$ 76,134	\$ 68,637
EMEA	2,862	25,612	31,251
Asia Pacific	333	1,704	4,131
Restructuring charges, net	<u>\$ 3,766</u>	<u>\$ 103,450</u>	<u>\$ 104,019</u>

The Company has implemented multiple restructuring plans to reduce its cost structure, align resources with its product strategy and improve efficiency, which have resulted in workforce reductions and the consolidation of certain real estate facilities and data centers.

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The Company's restructuring accrual activity for the years ended December 31, 2014 and 2015 is summarized as follows (in thousands):

	Total
Accrual balance as of December 31, 2013	\$ 30,096
Restructuring charges	103,450
Cash paid	(52,301)
Foreign currency translation and other adjustments	2,363
Accrual Balance as of December 31, 2014	\$ 83,608
Restructuring charges	104,019
Cash paid	(114,749)
Non-cash accelerations of stock-based compensation expense	(2,705)
Foreign currency translation and other adjustments	(4,282)
Accrual Balance as of December 31, 2015	<u>\$ 65,891</u>

The \$66 million restructuring liability as of December 31, 2015 consisted of \$15 million for employee severance expenses, which the Company expects to pay out by the end of the second quarter of 2017, and \$51 million related to non-cancelable lease costs, which the Company expects to pay over the terms of the related obligations through the fourth quarter of 2025, less estimated sublease income.

As of December 31, restructuring accruals were included on the Company's consolidated balance sheets as follows (in thousands):

	2014	2015
Accrued expenses and other current liabilities	\$ 47,356	\$ 40,283
Other long-term liabilities	36,252	25,608
Total restructuring accruals	<u>\$ 83,608</u>	<u>\$ 65,891</u>

As of December 31, restructuring accruals by segment consisted of the following (in thousands):

	2014	2015
Americas	\$ 65,949	\$ 47,054
EMEA	16,797	18,389
Asia Pacific	862	448
Total restructuring accruals	<u>\$ 83,608</u>	<u>\$ 65,891</u>

See Note 20—"Subsequent Events" for additional information.

Note 16 Income Taxes

The components of income (loss) before income taxes and earnings in equity interests are as follows (in thousands):

	Years Ended December 31,		
	2013	2014	2015
United States	\$ 538,824	\$ 10,572,290	\$ (4,394,462)
Foreign	94,459	(59,909)	(429,814)
Income (loss) before income taxes and earnings in equity interests	<u>\$ 633,283</u>	<u>\$ 10,512,381</u>	<u>\$ (4,824,276)</u>

The provision (benefit) for income taxes is composed of the following (in thousands):

	Years Ended December 31,		
	2013	2014	2015
Current:			
United States federal	\$ 138,032	\$ 3,067,395	\$ (89,498)
State	49,872	454,261	9,426
Foreign	49,790	50,573	32,815
Total current provision (benefit) for income taxes	<u>\$ 237,694</u>	<u>\$ 3,572,229</u>	<u>\$ (47,257)</u>
Deferred:			
United States federal	(63,166)	348,887	(20,507)
State	(22,498)	120,938	(31,374)
Foreign	1,362	(3,952)	9,540
Total deferred provision (benefit) for income taxes	<u>\$ (84,302)</u>	<u>\$ 465,873</u>	<u>\$ (42,341)</u>
Provision (benefit) for income taxes	<u>\$ 153,392</u>	<u>\$ 4,038,102</u>	<u>\$ (89,598)</u>

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The provision (benefit) for income taxes differs from the amount computed by applying the federal statutory income tax rate to income before income taxes and earnings in equity interests as follows (in thousands):

	Years Ended December 31,		
	2013	2014	2015
Income tax at the U.S. federal statutory rate of 35 percent	\$ 221,648	\$ 3,679,333	\$ (1,688,496)
State income taxes, net of federal benefit	23,000	400,824	(7,912)
Stock-based compensation expense	16,015	8,132	9,508
Research tax credits	(18,036)	(23,775)	(15,659)
Effect of non-U.S. operations	(47,968)	(53,079)	165,203
Settlement with tax authorities	(46,943)	(24,870)	(1,981)
Remeasurement of prior year tax positions	(24,246)	—	(5,286)
Acquisition related non-deductible expenses	9,296	16,881	15,970
Tax liquidation of acquired entities	—	—	(56,170)
Goodwill impairment charge	22,244	30,945	1,486,792
Intangible Impairment	—	—	2,468
Other	(1,618)	3,711	5,965
Provision (benefit) for income taxes	<u>\$ 153,392</u>	<u>\$ 4,038,102</u>	<u>\$ (89,598)</u>

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Deferred income taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The components of deferred income tax assets and liabilities are as follows (in thousands):

	December 31,	
	2014	2015
Deferred income tax assets:		
Net operating loss and tax credit carryforwards	\$ 156,385	\$ 185,425
Stock-based compensation expense	55,951	34,644
Non-deductible accrued expenses	118,457	114,519
Deferred revenue	90,023	10,153
Fixed assets	18,059	14,096
Federal benefits relating to tax positions	320,185	308,347
Other	8,104	8,580
Gross deferred income tax assets	767,164	675,764
Valuation allowance	(23,853)	(29,001)
Deferred income tax assets	<u>\$ 743,311</u>	<u>\$ 646,763</u>
Deferred income tax liabilities:		
Purchased intangible assets	\$ (200,569)	\$ (86,905)
Fixed assets	(174,196)	(146,234)
Alibaba unrealized gains	(16,154,906)	(12,611,867)
Unrealized income in investments	(75,368)	(85,761)
Restructuring liabilities	(8,224)	(4,046)
Other	(3,271)	(2,216)
Deferred income tax liabilities	<u>\$ (16,616,534)</u>	<u>\$ (12,937,029)</u>
Net deferred income tax liabilities	<u>\$ (15,873,223)</u>	<u>\$ (12,290,266)</u>

As of December 31, 2015, the Company's federal and California net operating loss carryforwards for income tax purposes were approximately \$338 million and \$152 million, respectively. The federal and state net operating loss carryforwards are subject to various limitations under Section 382 of the Internal Revenue Code and applicable state tax law. If not utilized, the federal and California net operating loss carryforwards will begin to expire in 2021.

In the three months ended March 31, 2015, the Company satisfied the \$3.3 billion income tax liability related to the sale by Yahoo! Hong Kong Holdings Limited, our wholly-owned subsidiary, of Alibaba Group ADSs in the Alibaba Group IPO on September 24, 2014. As of December 31, 2015 the Company accrued deferred tax liabilities of \$12.6 billion associated with the 384 million ordinary shares of Alibaba Group ("Alibaba Group shares") retained by the Company. Such deferred tax liabilities are subject to periodic adjustments due to changes in the fair value of the Alibaba Group shares.

On December 18, 2015, the Protecting Americans from Tax Act of 2015 was signed into law, extending 2015 federal research and development credit. As such, the provision for income taxes for the year ended December 31, 2015 reflects the benefit of the 2015 federal research and development tax credit. The Company's state research tax credit carryforward for income tax purposes is

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approximately \$168 million and it can be carried forward indefinitely. Tax credit carryforwards that result from the exercise of employee stock options are not recorded on the Company's consolidated balance sheets and are accounted for as a credit to additional paid-in capital if and when realized through a reduction in income taxes payable.

The income tax receivable as of December 31, 2015 increased from December 31, 2014 primarily due to a loss incurred in 2015 that can be carried back to earlier years for a cash tax refund for U.S. federal income tax purposes.

The Company has a valuation allowance of approximately \$24 million and \$29 million as of December 31, 2014 and 2015 against certain deferred income tax assets that are not more likely than not to be realized in future periods. In evaluating the Company's ability to realize its deferred income tax assets, the Company considers all available positive and negative evidence, including operating results, ongoing tax planning, and forecasts of future taxable income on a jurisdiction by jurisdiction basis. The valuation allowance as of December 31, 2015 relates to certain foreign and some U.S. states deferred tax assets that are not more likely than not to be realized. The Company continues to monitor its business strategies, weighing positive and negative evidences in assessing its realization of deferred tax assets.

In 2012, the Company made a one-time distribution of foreign earnings resulting in an overall net benefit of \$117 million. During 2013, the Company recorded an additional net benefit of \$36 million related to this distribution. In 2014, the Company recorded a detriment of \$8 million to account for the corresponding adjustments from the IRS on foreign earnings available at the time of the 2012 repatriation. As of December 31, 2015, the Company does not anticipate a repatriation of its undistributed foreign earnings of approximately \$3.3 billion. Those earnings are principally related to its equity method investment in Yahoo Japan. If these earnings were to be repatriated in the future, the Company may be subject to additional U.S. income taxes. It is not practicable to determine the income tax liability that might be incurred if these earnings were to be repatriated.

The total amount of gross unrecognized tax benefits was \$1.1 billion as of December 31, 2015, of which up to \$0.7 billion would affect the Company's effective tax rate if realized. A reconciliation of the beginning and ending amount of unrecognized tax benefits in 2013, 2014, and 2015 is as follows (in thousands):

	2013	2014	2015
Unrecognized tax benefits balance at January 1	\$ 727,367	\$ 695,285	\$ 1,023,626
Gross increase for tax positions of prior years	69,188	65,606	27,583
Gross decrease for tax positions of prior years	(40,298)	(9,954)	(17,748)
Gross increase for tax positions of current year	34,556	358,434	41,428
Settlements	(94,640)	(84,942)	(4,700)
Lapse of statute of limitations	(888)	(803)	(3,080)
Unrecognized tax benefits balance at December 31	<u>\$ 695,285</u>	<u>\$ 1,023,626</u>	<u>\$ 1,067,109</u>

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The remaining balances are recorded on the Company's consolidated balance sheets as follows (in thousands):

	December 31,	
	2014	2015
Total unrecognized tax benefits balance	\$ 1,023,626	\$ 1,067,109
Amounts netted against related deferred tax assets	(53,500)	(64,601)
Unrecognized tax benefits recorded on consolidated balance sheets	<u>\$ 970,126</u>	<u>\$ 1,002,508</u>
Amounts classified as accrued expenses and other current liabilities	\$ 2,179	\$ 12,586
Amounts classified as deferred and other long-term tax liabilities, net	<u>967,947</u>	<u>989,922</u>
Unrecognized tax benefits recorded on consolidated balance sheets	<u><u>\$ 970,126</u></u>	<u><u>\$ 1,002,508</u></u>

The Company's gross amount of unrecognized tax benefits as of December 31, 2015 increased by \$43 million from the recorded balance as of December 31, 2014 primarily related to transfer prices among entities in different tax jurisdictions. The Company recognizes interest and/or penalties related to uncertain tax positions in income tax expense. To the extent accrued interest and penalties do not ultimately become payable, amounts accrued will be reduced and reflected as a reduction of the overall income tax provision in the period that such determination is made. During 2013, 2014 and 2015, interest and penalties recorded in the consolidated statements of operations were a charge of \$21 million (net of interest received of \$4 million), \$83 million and \$7 million, respectively. The amounts of accrued interest and penalties recorded on the consolidated balance sheets as of December 31, 2014 and 2015 were approximately \$159 million and \$167 million, respectively.

On July 27, 2015, the United States Tax Court issued an opinion in *Altera Corp. et al. v. Commissioner*, which invalidated the 2003 final Treasury rule that requires participants in qualified cost-sharing arrangements to share stock-based compensation costs. Based on the decision of the Tax Court, the Company could be entitled to a future income tax benefit by excluding stock-based compensation costs from its cost sharing with affiliated entities for the period of time that the Company had the cost-sharing structure in place. The IRS has until the first quarter of fiscal 2016 to appeal this Tax Court decision. There is uncertainty related to the IRS response to the Tax Court opinion, the final resolution of this issue, and the potential favorable benefits to the Company. The Company will continue to monitor developments related to this opinion and the potential impact of those developments on its current and prior fiscal years.

The Company is in various stages of examination and appeal in connection with its taxes both in the U.S. and in foreign jurisdictions. Those audits generally span tax years 2005 through 2014. As of December 31, 2015, the Company's 2011 through 2013 U.S. federal income tax returns are currently under examination. The Company has appealed the proposed California Franchise Tax Board's adjustments to the 2005 through 2008 returns, but no conclusions have been reached to date. While it is difficult to determine when the examinations will be settled or their final outcomes, certain audits in various jurisdictions are expected to be resolved in the foreseeable future. The Company believes that it has adequately provided for any reasonably foreseeable adverse adjustment to its tax returns and that any settlement will not have a material adverse effect on its consolidated financial position, results of operations, or cash flows. It is reasonably possible that the Company's unrecognized tax benefits could be reduced by up to approximately \$149 million in the next twelve months.

The Company may have additional tax liabilities in China related to the sale to Alibaba Group of 523 million Alibaba Group shares that took place during the year ended December 31, 2012 and related to the sale of the 140 million Alibaba Group ADSs sold in the Alibaba Group IPO that took

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place during the year ended December 31, 2014. Any taxes assessed and paid in China are expected to be ultimately offset and recovered in the U.S. through the use of foreign tax credits.

Tax authorities from the Brazilian State of Sao Paulo have assessed certain indirect taxes against the Company's Brazilian subsidiary, Yahoo! do Brasil Internet Ltda., related to online advertising services. The assessment is for calendar years 2008 through 2011 and as of December 31, 2015 totals approximately \$92 million. The Company currently believes the assessment is without merit. The Company believes the risk of loss is remote and has not recorded an accrual for the assessment.

Note 17 Transactions With Related Parties

Revenue from related parties, excluding Yahoo Japan, represented approximately 1 percent of total revenue for the years ended December 31, 2013, 2014, and 2015. Management believes that the terms of the agreements with these related parties are comparable to the terms obtained in arm's-length transactions with unrelated similarly situated customers of the Company.

See Note 8—"Investments in Equity Interests Accounted for Using the Equity Method of Accounting" for additional information related to transactions involving Yahoo Japan.

Note 18 Segments

The Company continues to manage its business geographically. The primary areas of measurement and decision-making are Americas, EMEA (Europe, Middle East, and Africa), and Asia Pacific. Management relies on an internal reporting process that provides revenue, revenue ex-TAC (which is defined as revenue less cost of revenue—TAC), direct costs excluding TAC by segment, and consolidated income (loss) from operations for making decisions related to the evaluation of the financial performance of, and allocating resources to, the Company's segments.

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The following tables present summarized information by segment (in thousands):

	Years Ended December 31,		
	2013	2014	2015
Revenue by segment:			
Americas	\$ 3,481,502	\$ 3,517,861	\$ 3,976,770
EMEA	385,186	374,833	343,646
Asia Pacific	813,692	725,439	647,885
Total Revenue	4,680,380	4,618,133	4,968,301
TAC by segment:			
Americas	158,974	166,545	788,725
EMEA	42,915	36,867	57,284
Asia Pacific	52,553	14,119	31,505
Total TAC	254,442	217,531	877,514
Revenue ex-TAC by segment:			
Americas	3,322,528	3,351,316	3,188,045
EMEA	342,271	337,966	286,362
Asia Pacific	761,139	711,320	616,380
Total Revenue ex-TAC	4,425,938	4,400,602	4,090,787
Direct costs by segment⁽¹⁾:			
Americas	256,945	283,594	319,744
EMEA	89,478	87,490	95,789
Asia Pacific	196,832	198,910	196,054
Global operating costs⁽²⁾⁽³⁾			
	2,398,388	2,566,954	2,547,368
Gains on sales of patents	(79,950)	(97,894)	(11,100)
Asset impairment charge	—	—	44,381
Goodwill impairment charge	63,555	88,414	4,460,837
Intangibles impairment charge	—	—	15,423
Restructuring charges, net	3,766	103,450	104,019
Depreciation and amortization	628,778	606,568	609,613
Stock-based compensation expense	278,220	420,174	457,153
Income (loss) from operations	<u>\$ 589,926</u>	<u>\$ 142,942</u>	<u>\$ (4,748,494)</u>

(1) Direct costs for each segment include costs associated with the local sales teams and other cost of revenue.

(2) Global operating costs include product development, marketing, real estate workplace, general and administrative, and other corporate expenses that are managed on a global basis and that are not directly attributable to any particular segment.

(3) The net cost reimbursements from Microsoft pursuant to the Search Agreement are primarily included in global operating costs. Operating costs and expenses consist of cost of revenue-TAC; cost of revenue-other; sales and marketing, product development; general and

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administrative; amortization of intangible assets; and restructuring charges, net. Cost of revenue-other consists of bandwidth costs and other expenses associated with the production and usage of Yahoo Properties, including content expense and amortization of acquired intellectual property rights and developed technology.

	Years Ended December 31,		
	2013	2014	2015
Capital expenditures, net:			
Americas	\$ 309,215	\$ 357,512	\$ 490,780
EMEA	11,435	20,034	25,479
Asia Pacific	17,481	18,069	26,728
Total capital expenditures, net	<u>\$ 338,131</u>	<u>\$ 395,615</u>	<u>\$ 542,987</u>

	December 31,	
	2014	2015
Property and equipment, net:		
Americas:		
U.S.	\$ 1,382,597	\$ 1,447,995
Other	787	353
Total Americas	<u>\$ 1,383,384</u>	<u>\$ 1,448,348</u>
EMEA	34,649	33,940
Asia Pacific	69,651	65,035
Total property and equipment, net	<u>\$ 1,487,684</u>	<u>\$ 1,547,323</u>

See also Note 5—"Goodwill" and Note 15—"Restructuring Charges, Net" for additional information regarding segments.

Enterprise Wide Disclosures:

The following table presents revenue for groups of similar services (in thousands):

	Years Ended December 31,		
	2013	2014	2015
Search	\$ 1,741,791	\$ 1,792,861	\$ 2,084,139
Display	1,949,830	1,868,035	2,074,161
Other	988,759	957,237	810,001
Total revenue	<u>\$ 4,680,380</u>	<u>\$ 4,618,133</u>	<u>\$ 4,968,301</u>

	Years Ended December 31,		
	2013	2014	2015
Revenue:			
U.S.	\$ 3,317,794	\$ 3,380,310	\$ 3,865,772
International	1,362,586	1,237,823	1,102,529
Total revenue	<u>\$ 4,680,380</u>	<u>\$ 4,618,133</u>	<u>\$ 4,968,301</u>

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Revenue is attributed to individual countries according to the online property that generated the revenue. No single foreign country accounted for more than 10 percent of the Company's revenue in 2013, 2014, and 2015, respectively.

Note 19 Search Agreement With Microsoft Corporation

On December 4, 2009, the Company entered into the Search Agreement with Microsoft. On February 18, 2010, the Company received regulatory clearance from both the U.S. Department of Justice and the European Commission and on February 23, 2010 the Company commenced implementation of the Search Agreement on a market-by-market basis.

On April 15, 2015, the Company and Microsoft entered into the Eleventh Amendment to the Search Agreement (the "Eleventh Amendment") pursuant to which the terms of the Search Agreement were amended. Previously under the Search Agreement, Microsoft was the exclusive algorithmic and paid search services provider to Yahoo on personal computers for Yahoo Properties and for search services provided by Yahoo to Affiliate sites. Microsoft was the non-exclusive provider on mobile devices. Pursuant to the Eleventh Amendment, Microsoft will provide such services on a non-exclusive basis for Yahoo Properties and Affiliate sites on all devices. Commencing on May 1, 2015, Yahoo agrees to request paid search results from Microsoft for 51 percent of its search queries originating from personal computers accessing Yahoo Properties and its Affiliate sites (the "Volume Commitment") and will display only Microsoft's paid search results on such search result pages.

Previously under the Search Agreement, the Company was entitled to receive a percentage of the revenue (the "Revenue Share Rate") generated from Microsoft's services on Yahoo Properties and on Affiliate sites after deduction of the Affiliate sites' share of revenue and certain Microsoft costs. The Revenue Share Rate was 88 percent for the first five years of the Search Agreement and then increased to 90 percent on February 23, 2015. Pursuant to the Eleventh Amendment, the Revenue Share Rate increased to 93 percent, but Microsoft now receives its 7 percent revenue share before deduction of the Affiliate site's share of revenue. The Affiliate site's share of revenue is deducted from the Company's 93 percent Revenue Share Rate.

Additionally, pursuant to the Eleventh Amendment, the Company has the ability in response to queries on both personal computers and mobile devices to request algorithmic listings only, paid listings only or both algorithmic and paid listings from Microsoft. To the extent the Company requests algorithmic listings only or requests paid listings but elects not to display such paid listings, the Company pays Microsoft serving costs but not a revenue share. In other cases and with respect to the Volume Commitment, the Revenue Share Rate applies.

Previously under the Search Agreement, Yahoo had sales exclusivity for both the Company's and Microsoft's premium advertisers. Pursuant to the Eleventh Amendment to the Search Agreement, this sales exclusivity terminated on July 1, 2015. The Company and Microsoft are transitioning premium advertisers for Microsoft's paid search services to Microsoft on a market-by-market basis. As of December 31, 2015, such transition was continuing for markets in North America and Europe.

The term of the Search Agreement is 10 years from its commencement date, February 23, 2010, subject to earlier termination as provided in the Search Agreement. As of October 1, 2015, either the Company or Microsoft may terminate the Search Agreement by delivering a written notice of termination to the other party. The Search Agreement will remain in effect for four months from the date of the termination notice to provide for a transition period; however, the Company's Volume Commitment will not apply in the third and fourth months of this transition period.

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The Company currently reports as revenue the revenue share it receives from Microsoft under the Search Agreement as the Company is not the primary obligor in the arrangement with the advertisers and publishers as the underlying search advertising services are provided by Microsoft. Approximately 31 percent, 35 percent, and 35 percent of the Company's revenue for the years ended December 31, 2013, 2014 and, 2015, respectively, was attributable to the Search Agreement.

As of December 31, 2014 and 2015, the Company had collected total amounts of \$52 million and nil, respectively, on behalf of Microsoft and Microsoft's affiliates, which was included in cash and cash equivalents with a corresponding liability in accrued expenses and other current liabilities. The Company's uncollected revenue share in connection with the Search Agreement was \$330 million and \$267 million, which is included in accounts receivable, net, as of December 31, 2014 and 2015, respectively.

On December 9, 2010, in connection with entering into the Search Agreement, the Company also entered into a License Agreement with Microsoft (as amended, the "License Agreement"). Under the License Agreement, Microsoft acquired an exclusive 10-year license to the Company's core search technology and has the ability to integrate this technology into its existing web search platforms. Pursuant to the Eleventh Amendment, the exclusive licenses granted to Microsoft under the License Agreement became non-exclusive. The Company also agreed pursuant to the Eleventh Amendment to license certain sales tools to Microsoft to use solely in connection with Microsoft's paid search services pursuant to the terms of the License Agreement.

Note 20 Subsequent Events

Restructuring Charges. On February 2, 2016, the Company announced that it had begun notifying employees about plans to reduce its workforce by approximately 15 percent by the end of 2016 and exit five offices in Dubai, Mexico City, Buenos Aires, Madrid and Milan subject to applicable laws and consultation processes as a part of the strategic plan to simplify Yahoo's product portfolio. The Company further subsequently announced that it will also be closing its office in Burbank, California.

The Company estimates that in connection with this action it will incur related pre-tax cash charges of \$40 million to \$48 million for severance pay expenses and related cash expenditures. The Company estimates that it will incur pre-tax cash charges of \$17 million to \$21 million related to the consolidation and exit of facilities related to non-cancelable lease costs and other related costs. Non-cancelable lease costs were determined based on the present value of remaining lease payments reduced by estimated sublease income. In addition, the Company estimates that it will incur pre-tax non-cash charges of \$6 million to \$8 million related to stock-based compensation expense and \$1 million related to impairment costs. The Company estimates that it will incur a total of \$64 million to \$78 million in pre-tax charges, as discussed above, in connection with the planned action.

The Company expects to recognize most of the pre-tax charges in the first quarter of 2016. Approximately \$57 million to \$69 million of the total charges are expected to result in future cash expenditures.

Schedule II—Valuation and Qualifying Accounts
Years Ended December 31, 2013, 2014, and 2015

	Balance at Beginning of Year	Charged to Expenses	Write-Offs Net of, Recoveries	Balance at End of Year
(In thousands)				
Accounts receivable				
Allowance for doubtful accounts				
2013	\$ 32,635	\$ 10,278	\$ (7,364)	\$ 35,549
2014	\$ 35,549	\$ 15,406	\$ (11,156)	\$ 39,799
2015	\$ 39,799	\$ 26,793	\$ (9,089)	\$ 57,503
(In thousands)				
	Balance at Beginning of Year	Charged (Credited) to Expenses	Charged (Credited) to Other Accounts(*)	Balance at End of Year
Deferred tax asset valuation allowance				
2013	\$ 51,503	\$ (4,595)	\$ (10,218)	\$ 36,690
2014	\$ 36,690	\$ (10,427)	\$ (2,410)	\$ 23,853
2015	\$ 23,853	\$ 7,150	\$ (2,002)	\$ 29,001

(*) Amounts not charged (credited) to expenses are charged (credited) to stockholders' equity, deferred tax assets (liabilities), or goodwill.

**Selected Quarterly Financial Data
(Unaudited)**

	Quarters Ended							
	March 31, 2014 ⁽¹⁾	June 30, 2014 ⁽²⁾	September 30, 2014 ⁽³⁾	December 31, 2014 ⁽⁴⁾	March 31, 2015 ⁽⁵⁾	June 30, 2015 ⁽⁶⁾	September 30, 2015 ⁽⁷⁾	December 31, 2015 ⁽⁸⁾
	(In thousands, except per share amounts)							
Revenue	\$ 1,132,730	\$ 1,084,191	\$ 1,148,140	\$ 1,253,072	\$ 1,225,970	\$ 1,243,265	\$ 1,225,673	\$ 1,273,393
Total operating expenses	\$ 1,102,551	\$ 1,045,754	\$ 1,105,968	\$ 1,220,918	\$ 1,313,324	\$ 1,288,059	\$ 1,311,985	\$ 5,803,427
Income (loss) from operations	\$ 30,179	\$ 38,437	\$ 42,172	\$ 32,154	\$ (87,354)	\$ (44,794)	\$ (86,312)	\$ (4,530,034)
Other income (expense), net	\$ (13,453)	\$ (13,589)	\$ 10,308,931	\$ 87,550	\$ (31,063)	\$ (11,741)	\$ (23,955)	\$ (9,023)
(Provision) benefit for income taxes	\$ (4,217)	\$ (8,143)	\$ (3,973,402)	\$ (52,340)	\$ 40,900	\$ (58,495)	\$ 93,208	\$ 13,985
Earnings in equity interests	\$ 301,402	\$ 255,852	\$ 398,692	\$ 101,917	\$ 99,690	\$ 95,841	\$ 95,195	\$ 92,845
Net income (loss) attributable to Yahoo! Inc.	<u>\$ 311,578</u>	<u>\$ 269,707</u>	<u>\$ 6,774,102</u>	<u>\$ 166,344</u>	<u>\$ 21,198</u>	<u>\$ (21,554)</u>	<u>\$ 76,261</u>	<u>\$ (4,434,987)</u>
Net income (loss) attributable to Yahoo! Inc. common stockholders per share—basic	<u>\$ 0.31</u>	<u>\$ 0.27</u>	<u>\$ 6.82</u>	<u>\$ 0.18</u>	<u>\$ 0.02</u>	<u>\$ (0.02)</u>	<u>\$ 0.08</u>	<u>\$ (4.70)</u>
Net income (loss) attributable to Yahoo! Inc. common stockholders per share—diluted	<u>\$ 0.29</u>	<u>\$ 0.26</u>	<u>\$ 6.70</u>	<u>\$ 0.17</u>	<u>\$ 0.02</u>	<u>\$ (0.02)</u>	<u>\$ 0.08</u>	<u>\$ (4.70)</u>
Shares used in per share calculation— basic	<u>1,009,890</u>	<u>999,765</u>	<u>993,543</u>	<u>948,079</u>	<u>934,748</u>	<u>937,569</u>	<u>940,822</u>	<u>943,425</u>
Shares used in per share calculation— diluted	<u>1,031,420</u>	<u>1,014,692</u>	<u>1,007,693</u>	<u>962,626</u>	<u>947,976</u>	<u>937,569</u>	<u>946,934</u>	<u>943,425</u>

- (1) Net income attributable to Yahoo! Inc. for the quarter ended March 31, 2014 includes net restructuring charges of \$9 million.
- (2) Net income attributable to Yahoo! Inc. for the quarter ended June 30, 2014 includes a gain on sale of patents of \$62 million and net restructuring charges of \$53 million.

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- (3) Net income attributable to Yahoo! Inc. for the quarter ended September 30, 2014 includes a gain from sale of Alibaba Group shares of \$6.3 billion, net of tax and net restructuring charges of \$8 million.
- (4) Net income attributable to Yahoo! Inc. for the quarter ended December 31, 2014 includes a gain on sale of patents of \$35 million, a gain on Hortonworks warrants of \$98 million, a goodwill impairment charge of \$88 million, and net restructuring charges of \$33 million.
- (5) Net income attributable to Yahoo! Inc. for the quarter ended March 31, 2015 includes a gain on sale of patents of \$2 million, a loss of \$12 million due to the decline in fair value of the Hortonworks warrants, and net restructuring charges of \$51 million.
- (6) Net loss attributable to Yahoo! Inc. for the quarter ended June 30, 2015 includes a gain on sale of patents of \$9 million, a gain of \$5 million due to the increase in fair value of the Hortonworks warrants, and net restructuring charges of \$20 million.
- (7) Net income attributable to Yahoo! Inc. for the quarter ended September 30, 2015 includes, a loss of \$13 million due to the decline in fair value of the Hortonworks warrants, asset impairment charge of \$42 million related to the acquired and originally developed content, and net restructuring charges of \$26 million.
- (8) Net loss attributable to Yahoo! Inc. for the quarter ended December 31, 2015 includes goodwill impairment charge of \$4.5 billion, asset impairment charge of \$2 million related to the originally developed content, intangible impairment charge of \$15 million, and net restructuring charges of \$7 million.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company's management, with the participation of the Company's principal executive officer and principal financial officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, the Company's principal executive officer and principal financial officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective.

Management's Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under the supervision and with the participation of the Company's management, including its principal executive officer and principal financial officer, the Company conducted an evaluation of the effectiveness of its internal control over financial reporting based on criteria established in the

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framework in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this evaluation, the Company's management concluded that its internal control over financial reporting was effective as of December 31, 2015.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's independent registered public accounting firm has issued an attestation report regarding its assessment of the Company's internal control over financial reporting as of December 31, 2015, which appears on page 85.

Changes in Internal Control Over Financial Reporting

There have been no changes in Yahoo's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended December 31, 2015 that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

Item 9B. Other Information

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated by reference to Yahoo's Proxy Statement for its 2016 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2015.

In addition, the Board has adopted a code of ethics, which is posted on the Company's website at investor.yahoo.net. The code of ethics may be found as follows: from the web address listed above, first click on "Corporate Governance" in the middle of the page, then on "Documents," and then click on "Code of Ethics".

The Company's code of ethics applies to the Company's directors and employees, including our Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer and Global Controller, and to contractors of the Company. The code of ethics sets forth the fundamental principles and key policies and procedures that govern the conduct of the Company's business. The Company's employees receive training on the code of ethics. We intend to disclose any amendment to, or waiver from, the code of ethics for our directors and executive officers, including our Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer or Global Controller or persons performing similar functions, to the extent disclosure is required by applicable rules of the SEC and NASDAQ Stock Market LLC by posting such information on our website, at the address and location specified above.

Item 11. Executive Compensation

The information required by this item is incorporated by reference to Yahoo's Proxy Statement for its 2016 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2015.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated by reference to Yahoo's Proxy Statement for its 2016 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2015.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated by reference to Yahoo's Proxy Statement for its 2016 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2015.

Item 14. Principal Accounting Fees and Services

The information required by this item is incorporated by reference to Yahoo's Proxy Statement for its 2016 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2015.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this report:

1. *Consolidated Financial Statements:*

	Page
<i>Index To Consolidated Financial Statements</i>	
Consolidated Financial Statements:	
Report of Independent Registered Public Accounting Firm	85
Consolidated Balance Sheets as of December 31, 2014 and 2015	86
Consolidated Statements of Operations for each of the three years in the period ended December 31, 2015	87
Consolidated Statements of Comprehensive Income for each of the three years in the period ended December 31, 2015	88
Consolidated Statements of Stockholders' Equity for each of the three years in the period ended December 31, 2015	89
Consolidated Statements of Cash Flows for each of the three years in the period ended December 31, 2015	91
Notes to Consolidated Financial Statements	93

2. *Financial Statement Schedules:*

Financial Statement Schedules:	
II—Valuation and Qualifying Accounts for each of the three years in the period ended December 31, 2015	157
All other schedules are omitted because they are not applicable or the required information is shown in the Consolidated Financial Statements or Notes thereto	
Supplementary Financial Data:	
Selected Quarterly Financial Data (unaudited) for the two years ended December 31, 2015	158

3. *Exhibits:*

The exhibits listed in the Exhibit Index (following the signatures page of this report) are filed with, or incorporated by reference in, this report.

EXHIBIT INDEX

The following exhibits are included, or incorporated by reference, in this Annual Report on Form 10-K (and are numbered in accordance with Item 601 of Regulation S-K). Pursuant to Item 601(a)(2) of Regulation S-K, this exhibit index immediately precedes the exhibits.

Exhibit Number	Description
2.1	Share Repurchase and Preference Share Sale Agreement, by and between Alibaba Group Holding Limited, the Registrant, and Yahoo! Hong Kong Holdings Limited, dated as of May 20, 2012 (previously filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed May 24, 2012 and incorporated herein by reference).
2.2	First Amendment to Share Repurchase and Preference Share Sale Agreement, by and between Alibaba Group Holding Limited, the Registrant, and Yahoo! Hong Kong Holdings Limited, dated as of September 11, 2012 (previously filed as Exhibit 2.2 to the Registrant's Current Report on Form 8-K filed September 19, 2012 and incorporated herein by reference).
2.3	Second Amendment to Share Repurchase and Preference Share Sale Agreement, by and among Alibaba Group Holding Limited, the Registrant, and Yahoo! Hong Kong Holdings Limited, dated as of October 14, 2013 (previously filed as Exhibit 2.3 to the Registrant's Current Report on Form 8-K filed October 15, 2013 and incorporated herein by reference).
2.4	Third Amendment to Share Repurchase and Preference Share Sale Agreement, by and among Alibaba Group Holding Limited, Yahoo! Inc., and Yahoo! Hong Kong Holdings Limited, dated as of July 14, 2014 (previously filed as Exhibit 2.4 to the Registrant's Current Report on Form 8-K filed July 15, 2014 and incorporated herein by reference).
3.1(A)	Amended and Restated Certificate of Incorporation of the Registrant (previously filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed July 28, 2000 and incorporated herein by reference).
3.1(B)	Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock of the Registrant (previously filed as Exhibit 4.8 to the Registrant's Quarterly Report on Form 10-Q filed May 4, 2001 and incorporated herein by reference).
3.2	Amended and Restated Bylaws of the Registrant (previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed June 27, 2014 and incorporated herein by reference).
4.1	Form of the Registrant's Common Stock certificate (previously filed as Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q filed November 12, 2013 and incorporated herein by reference).
4.2	Indenture (including form of Notes) with respect to Yahoo's 0.00% Convertible Senior Notes due 2018, dated as of November 26, 2013, between the Registrant and The Bank of New York Mellon Trust Company, N.A., as trustee (previously filed as Exhibit 4.2 to the Registrant's Annual Report on Form 10-K filed February 28, 2014 and incorporated herein by reference) (reflects minor corrections to Edgar conversion errors where a plus (+) was reflected as a minus (-) in certain conversion formulas in Section 14.04 of the indenture).
10.1+	Form of Indemnification Agreement between the Registrant and each of its directors and executive officers (previously filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed November 6, 2009 and incorporated herein by reference).

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Exhibit Number	Description
10.2(A)+	Yahoo! Inc. Stock Plan, as amended and restated on April 8, 2014 (and effective June 25, 2014) (previously referred to as the "1995 Stock Plan" and filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed June 27, 2014 and incorporated herein by reference).
10.2(B)+	Form of Stock Option Agreement, including Notice of Stock Option Grant, under the Yahoo! Inc. Stock Plan (previously filed as Exhibit 10.2(B) to the Registrant's Quarterly Report on Form 10-Q filed August 8, 2013 and incorporated herein by reference).
10.2(C)+	Form of Stock Option Agreement for Executives, including Notice of Stock Option Grant to Executive, under the Yahoo! Inc. Stock Plan (previously filed as Exhibit 10.2(C) to the Registrant's Quarterly Report on Form 10-Q filed August 8, 2013 and incorporated herein by reference).
10.2(D)+	Form of Restricted Stock Unit Award Agreement, including Notice of Grant, under the Yahoo! Inc. Stock Plan (previously filed as Exhibit 10.2(D) to the Registrant's Quarterly Report on Form 10-Q filed August 8, 2013 and incorporated herein by reference).
10.2(E)+	Form of Restricted Stock Unit Award Agreement for Executives (version 1), including Notice of Grant, under the Yahoo! Inc. Stock Plan (previously filed as Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed March 6, 2013 and incorporated herein by reference).
10.2(F)+	Form of Restricted Stock Unit Award Agreement for Executives (version 2), including the Notice of Grant, under the Yahoo! Inc. Stock Plan (previously filed as Exhibit 10.2(R) to the Registrant's Quarterly Report on Form 10-Q filed May 8, 2014 and incorporated herein by reference).
10.2(G)+	Form of Restricted Stock Unit Award Agreement Letter Amendment between the Registrant and executives regarding tax withholding elections (previously filed as Exhibit 10.2(P) to the Registrant's Quarterly Report on Form 10-Q filed November 12, 2013 and incorporated herein by reference).
10.2(H)+	Form of Performance Restricted Stock Unit Award Agreement for Executives (version 1), including Notice of Grant, under the Yahoo! Inc. Stock Plan (previously filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed March 6, 2013 and incorporated herein by reference).
10.2(I)+	Form of Performance Restricted Stock Unit Award Agreement for Executives (version 2), including the Notice of Grant, under the Yahoo! Inc. Stock Plan (previously filed as Exhibit 10.2(S) to the Registrant's Quarterly Report on Form 10-Q filed May 8, 2014 and incorporated herein by reference).
10.3+	Yahoo! Inc. 1996 Employee Stock Purchase Plan (as amended on October 15, 2014) (previously filed as Exhibit 10.3(A) to the Registrant's Annual Report on Form 10-K filed February 27, 2015 and incorporated herein by reference).
10.4(A)+	Yahoo! Inc. Directors' Stock Plan, as amended and restated on October 16, 2014 (and effective January 1, 2015) (previously referred to as the "1996 Directors' Stock Plan" and filed as Exhibit 10.4(A) to the Registrant's Quarterly Report on Form 10-Q filed November 7, 2014 and incorporated herein by reference).
10.4(B)+	Form of Director Nonstatutory Stock Option Agreement, including Notice of Grant, under the Yahoo! Inc. Directors' Stock Plan (previously filed as Exhibit 10.4(B) to the Registrant's Annual Report on Form 10-K filed February 27, 2015 and incorporated herein by reference).

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Exhibit Number	Description
10.4(C)+	Form of Notice of Restricted Stock Unit Grant and Director Restricted Stock Unit Award Agreement, including Notice of Grant, under the Yahoo! Inc. Directors' Stock Plan (previously filed as Exhibit 10.4(C) to the Registrant's Annual Report on Form 10-K filed February 27, 2015 and incorporated herein by reference).
10.5	Joint Venture Agreement dated April 1, 1996 by and between the Registrant and SOFTBANK Corporation (previously filed as Exhibit 10.7 to the Registrant's Annual Report on Form 10-K filed March 21, 2003 and incorporated herein by reference).
10.6	Amendment Agreement dated September 17, 1997 by and between Registrant and SOFTBANK Corporation (previously filed as Exhibit 10.11 to the Registrant's Annual Report on Form 10-K filed March 21, 2003 and incorporated herein by reference).
10.7	Amendment Agreement No. 2 to Joint Venture Agreement, dated June 17, 2015, by and between the Registrant and Softbank Corporation (previously filed as Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q filed August 7, 2015 and incorporated herein by reference).
10.8	Yahoo Japan License Agreement dated April 1, 1996 by and between the Registrant and Yahoo Japan Corporation (previously filed as Exhibit 10.43 to Amendment No. 2 to the Registrant's Registration Statement on Form S-3, Registration No. 333-100298, filed on December 23, 2002 and incorporated herein by reference).
10.9	Amendment to Yahoo Japan License Agreement dated September 12, 1997 by and between the Registrant and Yahoo Japan Corporation (previously filed as Exhibit 10.40 to Amendment No. 1 of the Registrant's Registration Statement on Form S-3, Registration No. 333-100298, filed on November 27, 2002 and incorporated herein by reference).
10.10	Amendment No. 2 to Yahoo Japan License Agreement dated January 31, 2005 by and between the Registrant and Yahoo Japan Corporation (previously filed as Exhibit 10.30 to the Registrant's Annual Report on Form 10-K filed March 11, 2005 and incorporated herein by reference).
10.11+	Yahoo! Inc. Executive Incentive Plan for 2015 (previously filed as Exhibit 10.10(B) to the Registrant's Quarterly Report on Form 10-Q filed May 7, 2015 and incorporated herein by reference).
10.12+	Form of Severance Agreement (2013 version) (previously filed as Exhibit 10.6 to the Registrant's Current Report on Form 8-K filed March 6, 2013 and incorporated herein by reference).
10.13+	Yahoo! Inc. Change in Control Employee Severance Plan for Level I and Level II Employees, as amended on December 10, 2008 (previously filed as Exhibit 10.15 to the Registrant's Annual Report on Form 10-K filed February 27, 2009 and incorporated herein by reference).
10.14(A)†	Letter Agreement, dated July 29, 2009, between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.21(A) to the Registrant's Quarterly Report on Form 10-Q filed November 6, 2009 and incorporated herein by reference).
10.14(B)†	Search and Advertising Services and Sales Agreement, dated December 4, 2009, between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.18(B) to the Registrant's Annual Report on Form 10-K filed February 26, 2010 and incorporated herein by reference).

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Exhibit Number	Description
10.14(C)†	License Agreement, dated December 4, 2009, between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.18(C) to the Registrant's Annual Report on Form 10-K filed February 26, 2010 and incorporated herein by reference).
10.14(D)†	First Amendment to Search and Advertising Services and Sales Agreement, dated as of July 14, 2010, by and between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.18(D) to the Registrant's Quarterly Report on Form 10-Q filed May 10, 2011 and incorporated herein by reference).
10.14(E)†	Second Amendment to Search and Advertising Services and Sales Agreement, dated as of October 10, 2010, by and between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.18(E) to the Registrant's Quarterly Report on Form 10-Q filed May 10, 2011 and incorporated herein by reference).
10.14(F)†	Third Amendment to Search and Advertising Services and Sales Agreement, dated as of March 31, 2011, by and between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.18(F) to the Registrant's Quarterly Report on Form 10-Q filed May 10, 2011 and incorporated herein by reference).
10.14(G)†	Amendment No. 1 to License Agreement, dated as of October 10, 2010, by and between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.18(G) to the Registrant's Quarterly Report on Form 10-Q filed May 10, 2011 and incorporated herein by reference).
10.14(H)†	Fourth Amendment to Search and Advertising Services and Sales Agreement, dated as of December 13, 2010, by and between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.18(H) to Amendment No. 1 to the Registrant's Quarterly Report on Form 10-Q filed December 2, 2011 and incorporated herein by reference).
10.14(I)†	Fifth Amendment to Search and Advertising Services and Sales Agreement, dated as of July 2, 2011, by and between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.18(I) to Amendment No. 1 to the Registrant's Quarterly Report on Form 10-Q filed December 2, 2011 and incorporated herein by reference).
10.14(J)†	Sixth Amendment to Search and Advertising Services and Sales Agreement, dated as of October 14, 2011, by and between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.18(J) to the Registrant's Quarterly Report on Form 10-Q filed November 7, 2011 and incorporated herein by reference).
10.14(K)†	Seventh Amendment to Search and Advertising Services and Sales Agreement, dated as of January 1, 2012, by and between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.16(K) to the Registrant's Quarterly Report on Form 10-Q filed August 9, 2012 and incorporated herein by reference).
10.14(L)†	Eighth Amendment to Search and Advertising Services and Sales Agreement, dated as of June 6, 2012, by and between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.16(L) to the Registrant's Quarterly Report on Form 10-Q filed August 9, 2012 and incorporated herein by reference).
10.14(M)†	Ninth Amendment to Search and Advertising Services and Sales Agreement, dated as of June 27, 2013, by and between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.16(M) to the Registrant's Quarterly Report on Form 10-Q filed August 8, 2013 and incorporated herein by reference).

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Exhibit Number	Description
10.14(N)†	Tenth Amendment to Search and Advertising Services and Sales Agreement, effective as of March 23, 2015, by and between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.13(N) to the Registrant's Quarterly Report on Form 10-Q filed May 7, 2015 and incorporated herein by reference).
10.14(O)†	Eleventh Amendment to Search and Advertising Services and Sales Agreement, effective as of April 15, 2015, by and between the Registrant and Microsoft Corporation (previously filed as Exhibit 10.13(O) to the Registrant's Quarterly Report on Form 10-Q filed May 7, 2015 and incorporated herein by reference).
10.15(A)†	Framework Agreement, dated as of July 29, 2011, by and among the Registrant, Alibaba Group Holding Limited, Softbank Corp., Alipay.com Co., Ltd., APN Ltd., Zhejiang Alibaba E-Commerce Co., Ltd., Jack Ma Yun, Joseph C. Tsai and certain joinder parties (previously filed as Exhibit 10.1 to Amendment No. 1 to the Registrant's Current Report on Form 8-K filed August 12, 2011 and incorporated herein by reference).
10.15(B)	Amendment to Framework Agreement, dated as of November 15, 2012, by and among the Registrant, Alibaba Group Holding Limited, Softbank Corp., Alipay.com Co., Ltd., APN Ltd., Zhejiang Alibaba E-Commerce Co., Ltd., Jack Ma Yun, Joseph C. Tsai and certain joinder parties (previously filed as Exhibit 10.18 (B) to the Registrant's Annual Report on Form 10-K filed March 1, 2013 and incorporated herein by reference).
10.15(C)	Waiver and Consent Agreement, dated January 23, 2014, by and among the Registrant, Alibaba Group Holding Limited, Softbank Corp., Alipay.com Co., Ltd., APN Ltd., Zhejiang Alibaba E-Commerce Co., Ltd., Jack Ma Yun, Joseph C. Tsai and certain joinder parties (previously filed as Exhibit 10.15(C) to the Registrant's Quarterly Report filed May 8, 2014 and incorporated herein by reference).
10.15(D)	Second Amendment to the Alipay Framework Agreement, dated as of May 3, 2014, by and among the Registrant, Alibaba Group Holding Limited, Softbank Corp., Alipay.com Co., Ltd., APN Ltd., Zhejiang Alibaba E-Commerce Co., Ltd., Jack Ma Yun, Joseph C. Tsai and certain joinder parties (previously filed as Exhibit 10.15(D) to the Registrant's Quarterly Report filed May 8, 2014 and incorporated herein by reference).
10.15(E)	Share and Asset Purchase Agreement, dated August 12, 2014, by and among the Registrant, Alibaba Group Holding Limited, Alipay.com Co., Ltd, Zhejiang Ant Small and Micro Financial Services Company, Ltd. (formerly known as Zhejiang Alibaba E-Commerce Co., Ltd.), SoftBank Corp., APN Ltd., Jack Ma Yun, Joseph Chung Tsai and certain of their affiliates (previously filed as Exhibit 10.15(D) to the Registrant's Quarterly Report on Form 10-Q filed November 7, 2014 and incorporated herein by reference).
10.16(A)+	Employment Offer Letter, dated July 16, 2012, between the Registrant and Marissa A. Mayer (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed July 19, 2012 and incorporated herein by reference).
10.16(B)+	Form of Severance Agreement between the Registrant and Marissa A. Mayer (previously filed as Exhibit 10.7 to the Registrant's Current Report on Form 8-K filed March 6, 2013 and incorporated herein by reference).
10.16(C)+	Form of Restricted Stock Unit Award Agreement (Retention and Grant), between the Registrant and Marissa A. Mayer (previously filed as Exhibit 10.22(C) to the Registrant's Quarterly Report on Form 10-Q filed August 9, 2012 and incorporated herein by reference).

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Exhibit Number	Description
10.16(D)+	Performance Stock Option Agreement (Retention Grant), including Notice of Grant, dated November 29, 2012, between the Registrant and Marissa A. Mayer (previously filed as Exhibit 10.21(D) to the Registrant's Annual Report on Form 10-K filed March 1, 2013 and incorporated herein by reference).
10.16(E)+	First Amendment, dated April 14, 2014, to Performance Stock Option Agreement (Retention Grant), between the Registrant and Marissa A. Mayer (previously filed as Exhibit 10.17(K) to the Registrant's Quarterly Report on Form 10-Q filed May 8, 2014 and incorporated herein by reference).
10.16(F)+	Second Amendment, dated April 17, 2015, to Performance Stock Option Agreement (Retention Grant), between the Registrant and Marissa A. Mayer (previously filed as Exhibit 10.15(O) to the Registrant's Quarterly Report on Form 10-Q filed May 7, 2015 and incorporated herein by reference).
10.16(G)+	Restricted Stock Unit Award Agreement, including Notice of Grant, dated February 27, 2014, between the Registrant and Marissa A. Mayer (previously filed as Exhibit 10.17(I) to the Registrant's Quarterly Report on Form 10-Q filed May 8, 2014 and incorporated herein by reference).
10.16(H)+	Performance Restricted Stock Unit Award Agreement, including Notice of Grant, dated February 27, 2014, between the Registrant and Marissa A. Mayer (previously filed as Exhibit 10.17(J) to the Registrant's Quarterly Report on Form 10-Q filed May 8, 2014 and incorporated herein by reference).
10.16(I)+	Restricted Stock Unit Award Agreement, including Notice of Grant, dated March 6, 2015, between the Registrant and Marissa A. Mayer (previously filed as Exhibit 10.15(N) to the Registrant's Quarterly Report on Form 10-Q filed May 7, 2015 and incorporated herein by reference).
10.16(J)+	Performance Restricted Stock Unit Award Agreement, including Notice of Grant, dated March 6, 2015, between the Registrant and Marissa A. Mayer (previously filed as Exhibit 10.15(M) to the Registrant's Quarterly Report on Form 10-Q filed May 7, 2015 and incorporated herein by reference).
10.17+	Employment Offer Letter, dated September 23, 2012, between the Registrant and Ken Goldman (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed September 26, 2012 and incorporated herein by reference).
10.18(A)	Credit Agreement, dated as of October 19, 2012, by and among the Registrant, the initial lenders named therein, Citibank, N.A., as Administrative Agent, HSBC Bank USA, National Association as Syndication Agent and Citigroup Global Markets Inc. and HSBC Securities (USA) Inc., as Joint Lead Arrangers and Joint Bookrunners (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed October 22, 2012 and incorporated herein by reference).
10.18(B)	Amendment No. 1 to Credit Agreement, dated as of October 10, 2013, by and among the Registrant, the lenders named therein, and Citibank, N.A. as Administrative Agent (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed October 15, 2013 and incorporated herein by reference).
10.18(C)	Amendment No. 2 to Credit Agreement, dated as of October 10, 2014, by and among the Registrant, the lenders named therein, and Citibank, N.A. as Administrative Agent (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed October 15, 2014 and incorporated herein by reference).

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Exhibit Number	Description
10.18(D)	Amendment No. 3 to Credit Agreement, dated as of July 24, 2015, by and among the Registrant, the lenders referenced herein, and Citibank, N.A. as Administrative Agent (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed July 30, 2015 and incorporated herein by reference).
10.19	Form of Call Option Confirmation between the Registrant and each Option Counterparty (previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed November 26, 2013 and incorporated herein by reference).
10.20	Form of Warrant Confirmation between the Registrant and each Option Counterparty (previously filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed November 26, 2013 and incorporated herein by reference).
10.21+	Employment Offer Letter, dated May 31, 1999, between the Registrant and Ronald S. Bell (previously filed as Exhibit 10.24 to the Registrant's Quarterly Report on Form 10-Q filed May 8, 2014 and incorporated herein by reference).
10.22*†	Google Services Agreement, dated October 19, 2015, by and between the Registrant and Google Inc.
10.23+*	Employment Offer Letter, dated October 19, 2014, between the Registrant and Lisa Utzschneider.
21.1*	List of Subsidiaries.
23.1*	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (see the signature page of this Annual Report on Form 10-K)
31.1*	Certificate of Chief Executive Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated February 29, 2016.
31.2*	Certificate of Chief Financial Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated February 29, 2016.
32**	Certificate of Chief Executive Officer and Chief Financial Officer Pursuant to Securities Exchange Act Rules 13a-14(b) and 15d-14(b) and 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated February 29, 2016.
101.INS*	XBRL Instance
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation

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Exhibit Number	Description
101.DEF*	XBRL Taxonomy Extension Definition
101.LAB*	XBRL Taxonomy Extension Labels
101.PRE*	XBRL Taxonomy Extension Presentation

* Filed herewith.

** Furnished herewith.

+ Indicates a management contract or compensatory plan or arrangement.

† Portions of this exhibit have been omitted and filed separately with the U.S. Securities and Exchange Commission pursuant to a request for confidential treatment.



GOOGLE SERVICES AGREEMENT

COMPANY INFORMATION

COMPANY: Yahoo! Inc.

	<u>Business Contact:</u>	<u>Legal Contact:</u>	<u>Technical Contact:</u>
Name:	[*]	[*]	[*]
Title:	[*]	[*]	[*]
Address, City, State,			
Postal Code:	[*]	[*]	[*]
Phone:	[*]	[*]	[*]
Email:	[*]	[*]	[*]

TERM

TERM: Starting on October 1, 2015 (“**Effective Date**”) and continuing through December 31, 2018 (inclusive) (“**Term**”)

SEARCH SERVICES

WEBSEARCH SERVICE (“WS”)

Search Fees

Sites approved for WS: See Exhibit A

[*]/1,000 Requests for Search Results Sets

Approved Client Applications for WS:

[*]

IMAGE SEARCH SERVICE (“IS”)

Search Fees

Sites approved for IS: See Exhibit A

[*]/1,000 Requests for Search Results Sets

Approved Client Applications for IS:

[*]

[*] Indicates that certain information in this exhibit has been omitted and filed separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.

ADVERTISING SERVICES

ADSENSE FOR SEARCH (“AFS”)

Sites approved for AFS: See Exhibit A

Approved Client Applications for AFS:

[*]

[*]

[*]

[*]

[*]

AFS Revenue Share
Percentage

See Exhibit B

[*]

[*]

AFS Deduction Percentage

[*]

[*]

[*]

CURRENCY

- | | |
|------------------------------|---|
| <input type="checkbox"/> AUD | <input type="checkbox"/> JPY |
| <input type="checkbox"/> CAD | <input type="checkbox"/> KRW |
| <input type="checkbox"/> EUR | <input checked="" type="checkbox"/> USD |
| <input type="checkbox"/> GBP | <input checked="" type="checkbox"/> Other (pursuant to Section 13.2(a)) |

[*] Indicates that certain information in this exhibit has been omitted and filed separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.

This Google Services Agreement (“**Agreement**”) is entered into by Google Inc. (“**Google**”) and Yahoo! Inc. (“**Company**”) and is effective as of the Effective Date.

RECITALS

WHEREAS, Company has approached Google and inquired about obtaining the right to utilize certain of Google’s websearch and advertising services on Company’s websites; and

WHEREAS, Google is willing to provide such websearch and advertising services to the Company subject to the other terms and conditions set forth in this Agreement.

NOW, THEREFORE, in consideration of the promises contained herein, and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the parties hereby agree as follows:

1. Definitions. In this Agreement:

1.1. “**Ad**” means an individual advertisement provided through the applicable Advertising Service.

1.2. “**Ad Deduction**” means, for each of the Advertising Services, for any period during the Term, the Deduction Percentage (listed on the front pages of this Agreement) of Ad Revenues.

1.3. “**Ad Revenues**” means, for any period during the Term, revenues that are recognized in accordance with U.S. GAAP by Google in connection with Company’s use of the applicable Advertising Service and attributed to Ads in that period. Notwithstanding the foregoing, Ad Revenues for any Ads sold to advertisers at a fixed or aggregated price will be calculated as if such advertisers had paid the final price for the provision of the Ad in accordance with the definition above. Ad Revenues will be recognized in the month in which the Ads appear on Company’s Sites. For clarity, Ad Revenues shall be calculated before deducting any Revenue Share Percentage payable to Company.

1.4. “**Ad Set**” means a set of one or more Ads.

1.5. “**Advertising Services**” means the advertising services selected on the front pages of this Agreement.

1.6. “**Affiliate**” means any entity that directly or indirectly controls, is controlled by or is under common control with, a party [*].

1.7. “**Alternative Search Queries**” means alternative search queries as approved by Google in writing and described in the Google Program Guidelines.

1.8. “**Approved Client Application**” means any Client Application approved by Google for the purpose of accessing a Service.

1.9. “**Brand Features**” means each party’s trade names, trademarks, logos and other distinctive brand features.

1.10. “**Click Tracking**” means click tracking or other click monitoring of Ads or Ad Sets on the Sites by Company.

1.11. “**Client Application**” means any application, plug-in, helper, component or other executable code that runs on a user’s desktop computer.

1.12. “**Client Application Guidelines**” means the policy guidelines applicable to the Approved Client Application(s) as provided by Google to Company from time to time.

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1.13. “**Company Content**” means any content served to End Users that is not provided by Google.

1.14. “**Confidential Information**” means information that one party (or an Affiliate) discloses to the other party under this Agreement, and that is marked as confidential or would normally be considered confidential information under the circumstances. It does not include information that the recipient already knew, that becomes public through no fault of the recipient, that was independently developed by the recipient, or that was lawfully given to the recipient by a third party.

1.15. “**Data**” means any data or information collected by Google through the Services provided to Company (whether received directly from End Users by Google or sent by Company to Google).

1.16. “**Desktop AFS Ads**” means AFS Ads that are displayed in response to Search Queries submitted by End Users not using Mobile Devices or Tablet Devices (for clarity, consistent with the device definitions used by Google for advertiser reporting, pricing, and feature serving across its network and with its other syndication partners).

1.17. “**End Users**” means individual human end users of a Site or Approved Client Application.

1.18. “**Equivalent Ads**” means any third party or Company sourced advertisements that are the same as or substantially similar in nature to the AFS Ads or the [*].

1.19. “**Google Branding Guidelines**” means the brand treatment guidelines applicable to the Services and located at the following URL: <http://www.google.com/wssynd/02brand.html> (or a different URL Google may provide to Company from time to time), which guidelines may be updated by Google from time to time (a current version (as of the Effective Date) of such guidelines are set forth on Exhibit D).

1.20. “**Google Program Guidelines**” means the policy and implementation guidelines applicable to the Services and as located at the following URL(s): <https://support.google.com/adSense/answer/6068943> and <https://support.google.com/adSense/answer/6069508> (or any different URL(s) or additional URL(s) Google may provide to Company from time to time), which guidelines may be updated by Google from time to time (a current version (as of the Effective Date) of certain applicable guidelines are set forth on Exhibit D).

1.21. “**Governmental Authority**” means any government, governmental authority, court, governmental tribunal, governmental agency, governmental bureau or other governmental regulatory, administrative or judicial agency, governmental commission or organization, and any subdivision, branch or department of any of the foregoing.

1.22. “**Intellectual Property Rights**” means all copyrights, moral rights, patent rights, trademarks, rights in or relating to Confidential Information and any other intellectual property or similar rights (registered or unregistered) throughout the world.

1.23. “**Mobile Devices**” means mobile devices, as determined by Google in its reasonable discretion consistent with the mobile device definitions used by Google for advertiser reporting, pricing, and feature serving across its network and with its other syndication partners.

1.24. “**Mobile AFS Ads**” means AFS Ads displayed in response to Search Queries submitted by End Users using Mobile Devices.

1.25. “**Mobile & Tablet Queries**” means Search Queries from Mobile Devices or Tablet Devices.

1.26. “**Net Ad Revenues**” means, for each of the Advertising Services, for any period during the Term, Ad Revenues for that period minus the Ad Deduction (if any) for that period.

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1.27. “**Request**” means a request from Company or an End User (as applicable) to Google for a Search Results Set and/or an Ad Set (as applicable).

1.28. “**Results**” means Search Results Sets, Search Results, Ad Sets or Ads.

1.29. “**Results Page**” means any Site page that contains any Results.

1.30. “**Search Box**” means a search box (or other means approved by Google) for the purpose of sending search queries to Google as part of a Request.

1.31. “**Search Query**” means (a) a text query entered and submitted into a Search Box on the Site or on an Approved Client Application by an End User or otherwise permitted under Section 3.1 or (b) an Alternative Search Query.

1.32. “**Search Result**” means an individual search result provided through the applicable Search Service.

1.33. “**Search Results Set**” means a set of one or more Search Results.

1.34. “**Search Services**” means the search services selected on the front pages of this Agreement.

1.35. “**Services**” means the Advertising Services and/or Search Services (as applicable).

1.36. “**Site(s)**” means the Company owned-and-operated Website(s) located at the URL(s) listed on Exhibit A, together with the additional Company owned-and-operated Websites located at the URL(s) approved by Google from time to time under subsection 7.3(a) below, in each case, in accordance with any territorial restrictions (if any) set forth in Exhibit A or in any Site approval.

1.37. “**Tablet Devices**” means tablet devices, as determined by Google in its reasonable discretion consistent with the tablet device definitions used by Google for advertiser reporting, pricing, and feature serving across its network and with its other syndication partners.

1.38. “**Tablet AFS Ads**” means AFS Ads displayed in response to Search Queries submitted by End Users using Tablet Devices.

1.39. “**Territories**” means the territories set forth on Exhibit A, as amended from time to time upon the mutual agreement of the parties.

2. Launch, Implementation and Maintenance of Services.

2.1. **Launch.** Company will not launch any implementation of the Services into live use, including without limitation any implementation of Alternative Search Queries, and such implementations will not be payable by Google, until Google has approved such implementations in writing (with email sufficing) for each covered Territory.

2.2. Implementation and Maintenance.

(a) For the remainder of the Term following the Effective Date, Google will make available and Company may implement and maintain each of the Services on each of the Sites and Approved Client Applications. For clarity, Company may not implement the Services on a property that is not a Site or an Approved Client Application (e.g., the Services may not be implemented on any website that is owned or operated, whether in part or in full, by an entity that is not Company or an Affiliate of Company).

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(b) Company will ensure that Company (i) is the technical and editorial decision maker in relation to each Site and each Company-owned Approved Client Application, including all Results Pages (including Results Pages displayed in response to Search Queries delivered from any Approved Client Application); and (ii) has control over the way in which the Services are implemented on each of those pages.

(c) Company will ensure that the Services are implemented and maintained in accordance with (i) the applicable Google Branding Guidelines except as otherwise set forth in subsection 2.2(d) below; (ii) the applicable Google Program Guidelines; (iii) Google technical protocols provided by Google to Company (if any); and (iv) any other technical requirements and specifications applicable to the Services that are provided to Company by Google from time to time[*].

(d) [*]

(e) If Company makes an AFS Request on any page of a Site, Company may not request [*] unless otherwise approved in writing (email sufficing) by Google.

(f) Company will ensure that (i) every AFS Request and every [*] is generated by a Search Query and (ii) every AFS Request and every [*] contains the Search Query that generated that Request.

(g) Subject to Section 3 (Restrictions on Services), Google will, upon receiving a Request sent in compliance with this Agreement, provide a Search Results Set and/or an Ad Set (as applicable) when available [*].

(h) Company will ensure that, at all times during the applicable Term, Company:

(i) has a clearly labeled and easily accessible privacy policy in place relating to the Site(s); and

(ii) provides the End User with clear and comprehensive information about cookies and other information stored or accessed on the End User's device in connection with the Services, including information about End Users' options for cookie management.

(i) Company will use commercially reasonable efforts to ensure that an End User gives consent to the storing and accessing of cookies and other information on the End User's device in connection with the Services where such consent is required by law.

(j) Company may implement any Alternative Search Queries approved by Google in writing, subject to the terms of this Agreement, including without limitation the Google Program Guidelines, Google technical protocols and any other technical requirements and specifications applicable to the Alternative Search Queries that are provided to Company by Google from time to time. [*]. With 7 days prior written notice, Google may stop returning Ads in response to Alternative Search Queries or require Company to cease or modify the use or implementation of any Alternative Search Queries [*].

2.3. [*]. Notwithstanding any restriction in the Google Program Guidelines regarding implementation on [*], Google permits Company to implement the [*] so long as such implementation is in accordance with Google's instructions and this Agreement; [*].

3. Restrictions on Services.

3.1. **No Downloadable Applications; No Third Party Queries.** Notwithstanding anything to the contrary in this Agreement and except for Approved Client Applications, Company will not, and will not allow any third party to (a) directly or indirectly access the Services through any application, plug-in, helper, component or other executable

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code that runs on an End User's desktop computer, Mobile Device or Tablet Device; (b) access the Services for Search Queries obtained as a result of such End Users downloading any application, plug-in, helper, component or other executable code; or (c) allow any third party sites or applications to access the Services for Search Queries. For clarity, Company is permitted to access the Services for Search Queries received directly from an End User using a Mozilla browser, Internet Explorer, Microsoft Edge, Chrome, Safari, Dolphin or Opera browser on such End User's desktop computer, Mobile Device or Tablet Device and as a result of the End User manually and [*].

4. Policy and Compliance Obligations.

4.1. **Policy Obligations.** Company will not, and will not knowingly or negligently allow any third party to:

(a) modify, obscure or prevent the display of all, or any part of, any Results (provided, however, that Company has the ability to request the number of Results that it chooses to display on a webpage in its sole discretion and may provide other content on the page (as provided for in Section 2.2(g) above, subject to the terms and restrictions herein));

(b) edit, filter, truncate, append terms to or otherwise modify any Search Query, except as provided in Section 2.2(j);

(c) implement any click tracking or other click monitoring of Results, except as provided in Section 10 (Click Tracking) below;

(d) display any Results in pop-ups, pop-unders, exit windows, expanding buttons, animation or other similar methods [*];

(e) interfere with the display of or frame any Results Page or any page accessed by clicking on any Results;

(f) display any content between any Result and any page accessed by clicking on such Result or place any interstitial content immediately before any Results Page containing any Results;

(g) enter into any type of arrangement with a third party where either party receives, directly or indirectly, a financial benefit in connection with the Results or Ad revenue (including any co-branding, white labeling or sub-syndication arrangement) [*];

(h) directly or indirectly, (i) offer incentives to End Users to generate impressions, Requests or clicks on Results, (ii) fraudulently generate impressions, Requests or clicks on Results or (iii) modify impressions, Requests or clicks on Results;

(i) "crawl", "spider", index or in any non-transitory manner store or cache information obtained from the Services (including Results) [*];

(j) display, on any Site where Google Results are also displayed, any content that violates or encourages conduct that would violate the Google Program Guidelines, Google technical protocols and any other technical requirements and specifications applicable to the Services that are provided to Company by Google from time to time; or

(k) serve or display advertisements on or in connection with, or otherwise monetize, Results Pages that have Search Results from IS.

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4.2. Compliance Obligations. Company will not knowingly or negligently allow any use of or access to the Services through any Site or Approved Client Application that is not in compliance with the terms of this Agreement. Company will use commercially reasonable efforts to monitor for any such access or use and will, if any such access or use is detected, take all reasonable steps requested by Google to disable this access or use. If Company is not in material compliance with this Agreement at any time, Google may, with notice to Company, suspend provision of all (or any part of) the applicable Services until Company implements adequate corrective modifications as reasonably required and determined by Google.

4.3 Search Distribution.

(a) Notwithstanding Section 4.1(g), Company may share Ad Revenue received by Company hereunder solely and directly with (or with an Affiliate of) any of the companies listed on Exhibit C (Permitted Search Distribution Partners) (each, a “**Permitted Search Distribution Partner**”) [*].

(b) For clarity, Company will not disclose to any Permitted Search Distribution Partner, or to any other third parties, the AFS Revenue Share Percentage or any other economic terms of this Agreement, or sufficient data that would allow a Permitted Search Distribution Partner or third party to derive such AFS Revenue Share Percentage or other economic terms of this Agreement. [*].

(c) [*]

5. Third Party Services.

5.1. Non-Exclusive Relationship. Notwithstanding anything to the contrary contained in the Agreement, Company may choose to send Requests to Google in its sole discretion. Company’s rights to utilize the Services under this Agreement are non-exclusive on a query-by-query basis, and Company is not obligated to send any Request from any Site, nor is Company obligated to send any minimum number of Requests. [*]. The foregoing sentence does not relieve Company of its obligation to comply with the obligations of this Agreement with respect to the manner in which the Search Results and Ads are requested and displayed.

5.2 [*]

6. Approved Client Applications. Company will, and will ensure that any Approved Client Application(s) will, comply with Google’s Client Application Guidelines, as provided by Google to Company from time to time.

7. Changes and Modifications.

7.1. By Google. If Google modifies the Google Branding Guidelines, Google Program Guidelines, or the Google technical protocols and the modification requires action by Company, Company will take the necessary action no later than [*] from receipt of notice of such modification from Google [*].

7.2. By Company. Company will provide Google with at least 15 days prior notice of any change in code or serving technology (e.g., a change in the advertising serving technology used to display Ad Results) that could reasonably be expected to materially affect the delivery or display of any Ad Results and make such delivery or display inconsistent with the Agreement.

7.3. Site List and Approved Client Application Changes.

(a) Company may notify Google from time to time that it wishes to add or remove (i) URL(s) to those comprising the Site(s) or (ii) Client Applications to those comprising the Approved Client Applications, in each case, by sending notice to Google at least 15 days before Company wishes an addition to take effect and at least 5 days

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before Company wishes a deletion to take effect. Google may approve or disapprove the request in its reasonable discretion, this approval or disapproval to be in writing.

(b) If there is a change in control of any Site (such that the conditions set out in Section 2.2(b) are not met):

(i) if such Site is a Company owned-and-operated Site, Company will provide notice to Google at least 30 days before the change;

and

(ii) unless the entire Agreement is assigned to the third party controlling such Site in compliance with Section 20.3 (Assignment) below, from the date of that change in control of such Site, such Site will be treated as removed from this Agreement. Company will ensure that from that date, the Services are no longer implemented on such Site.

8. Service Levels

8.1. **General.** During the Term, Google will maintain the service level guidelines provided under this Section 8 for the transmission of HTTP/HTTPS AFS Requests pursuant to the Agreement (“**Service Request**”) sent by Company through the Google system, [*]. Notwithstanding anything to the contrary in this Agreement, Company’s sole and exclusive remedy for any breach of this Section 8 shall be to exercise its rights to terminate the agreement in accordance with Section 18; [*].

8.2 **Service Availability.** Google will provide [*] Service Availability over a rolling [*] as measured and monitored from Google’s facilities. For purposes of this Section, “**Service Availability**” means the percentage of valid Service Requests received by Google from Company that are processed by Google’s system, and “**Network Issues**” means any outage or latency caused by any third party network connectivity or software that is outside Google’s direct control.

8.3 **Server Latency.** [*]. “**Server Latency**” means the time period between (1) when Google’s system receives a valid Service Request from Company and (2) when Google’s system has processed such Service Request. Server Latency does not include any time associated with transmission of the Service Request from Company to Google’s system or transmission of the applicable HTTP/HTTPS response from Google’s system to Company.

8.4 [*]

9. Reporting; Optimization.

9.1 **Reporting.** The parties will work together to implement reasonable tracking and reporting such that each party can effectively manage its business related to this Agreement [*].

9.2 **Client and Channel IDs.** Company may reasonably request creation of Client IDs and Channel IDs. The parties will mutually agree on the creation of, and on Company’s implementation of, Client IDs and Channel IDs, taking into account the Company’s reasonable requirements for [*] blocking, filtering and reporting. [*]

9.3 [*]

10. **Click Tracking.** Company may implement Click Tracking in accordance with the Google technical protocols, Google Program Guidelines and this Agreement; [*]. Company is responsible for the implementation and operation of any Click Tracking.

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11. Intellectual Property. Except to the extent expressly stated otherwise in this Agreement, neither party will acquire any right, title or interest in any Intellectual Property Rights belonging to the other party, or to the other party's licensors, including any right to joint ownership of any Intellectual Property Rights belonging to the other party or its licensors. Company will not analyze, decompile, reverse engineer, or disassemble any of the Services and information made available by Google hereunder.

12. Brand Features.

12.1. Google grants to Company a non-exclusive and non-sublicensable license during the Term to use the Google Brand Features solely to fulfill Company's obligations in connection with the Services in accordance with this Agreement and the applicable Google Branding Guidelines. Google may revoke this license at any time upon notice to Company. Any goodwill resulting from the use by Company of the Google Brand Features will belong to Google.

12.2. Google may include Company's Brand Features in customer lists with the prior written consent of Company. Google will provide Company with a sample of this usage if requested by Company.

13. Payment; Reporting.

13.1. Company Payments.

(a) **Search Services.** The Search Fees owed to Google under this Agreement will be calculated using the number of Requests for Search Results Sets as reported by Google.

(b) **Offset.** Google may offset the Search Fees payable by Company under this Agreement against Google's payment obligations to Company under this Agreement.

(c) **Invoices.** Even if the Search Fees are offset under subsection 13.1(a), Google will invoice (or send a statement of financial activity to) Company for Search Fees in the month after the Search Fees are incurred. Company will pay the invoice amount, if any, to Google within 30 days of the date of invoice except to the extent Google elects to offset such Search Fees against its payment obligations to Company under this Agreement.

13.2. Google Payments.

(a) For each applicable Advertising Service, Google will pay Company an amount equal to the Revenue Share Percentage (listed in Exhibit A of this Agreement) of Net Ad Revenues attributable to a calendar month. This payment will be made in the month following the calendar month in which the applicable Ads were displayed. [*].

(b) Google's payments for Advertising Services under this Agreement will be based on Google's accounting which may be filtered to exclude (i) invalid queries, impressions, conversions or clicks, and (ii) any amounts refunded to advertisers in connection with Company's failure to comply with this Agreement, as reasonably determined by Google.

13.3. All Payments.

(a) [*]. Company is responsible for all taxes (if any) associated with the Services, other than (i) taxes based on Google's net income [*]. All payments to Company from Google in relation to the Services will be treated as inclusive of tax (if applicable) and will not be adjusted. If Google is obligated to withhold any taxes from its payments to Company, Google will notify Company of this and will make the payments net of the withheld amounts. Google will provide Company with original or certified copies of tax payments (or other sufficient evidence of tax payments) if any of these payments are made by Google. [*].

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(b) All payments due to Google or to Company will be in the currency specified in this Agreement and made by electronic transfer to the account notified to the paying party by the other party for that purpose, and the party receiving payment will be responsible for any bank charges assessed by the recipient's bank.

(c) In addition to other rights and remedies Google may have, Google may offset any payment obligations to Company that Google may incur under this Agreement against any undisputed, past due product or service fees owed to Google by Company under this Agreement or any other agreement between Company and Google. Google may also withhold and offset against its payment obligations under this Agreement, or require Company to pay to Google within 30 days of any invoice, any amounts Google may have overpaid to Company in prior periods.

13.4 [*]

14. Warranties; Disclaimers.

14.1. **Warranties.** Each party represents and warrants to the other party that (a) it has full power and authority to enter into this Agreement; and (b) this Agreement has been duly executed and delivered by such party and is intended to be a valid and binding obligation of such party, enforceable in accordance with its terms.

14.2. **Disclaimers.** EXCEPT AS EXPRESSLY PROVIDED FOR IN THIS AGREEMENT, AND TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, NEITHER PARTY MAKES ANY WARRANTY OF ANY KIND, WHETHER IMPLIED, STATUTORY, OR OTHERWISE, AND EACH PARTY DISCLAIMS, WITHOUT LIMITATION, WARRANTIES OF MERCHANTABILITY, FITNESS FOR A PARTICULAR USE, AND NONINFRINGEMENT.

15. Indemnification.

15.1. **By Company.** Company will indemnify, defend, and hold harmless Google from and against all liabilities, damages, and costs (including settlement costs) arising out of a third party claim: (a) arising from any Company Content, Sites or Company Brand Features; (b) arising from Company's breach of this Agreement; (c) arising from or related to Company's breach of any third party agreements as a result of Company's entering into this Agreement or Company's utilization of the Services under the terms of this Agreement; [*]; (f) arising from Click Tracking; (g) arising from Company's use of IS; or (h) arising from accessing the Services, directly or indirectly, from or through any Approved Client Application.

15.2. By Google.

(a) Google will indemnify, defend, and hold harmless Company from and against all liabilities, damages, and costs (including settlement costs) arising out of a third party claim: (i) [*], (ii) arising from Google's breach of this Agreement, or (iii) [*], or (iv) arising from or related to Google's breach of any third party agreements as a result of Google's entering into this Agreement or Google's provision of the Services under the terms of this Agreement.

(b) Notwithstanding the foregoing, Google will not have any obligations or liability under this Section 15 (Indemnification) to the extent arising from any (i) use of the Services or Google Brand Features in a modified form or in combination with services or software not furnished by Google except for any such modification or combination made by Company as necessary in the ordinary course of the authorized uses of the Services or Google Brand Features, (ii) content, information or data provided to Google by Company, End Users or any other third parties [*], or (iii) Search Results, content appearing in Search Results, or content to which Search Results or Ads link.

15.3. **General.** The party seeking indemnification will promptly notify the other party of the claim and cooperate, at the other party's expense, with the other party in defending the claim. The indemnifying party has full

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control and authority over the defense, except that any settlement requiring the party seeking indemnification to admit liability or to pay any money will require that party's prior written consent, such consent not to be unreasonably withheld or delayed. The party seeking indemnification may join in the defense with its own counsel at its own expense. THE INDEMNITIES IN SUBSECTIONS 15.1(a) and 15.2(a)(i) ARE THE ONLY REMEDY UNDER THIS AGREEMENT FOR VIOLATION OF A THIRD PARTY'S INTELLECTUAL PROPERTY RIGHTS.

16. Limitation of Liability.

16.1. Limitation.

(a) NEITHER PARTY WILL BE LIABLE UNDER THIS AGREEMENT FOR LOST REVENUES OR INDIRECT, SPECIAL, INCIDENTAL, CONSEQUENTIAL, EXEMPLARY, OR PUNITIVE DAMAGES, EVEN IF THE PARTY KNEW OR SHOULD HAVE KNOWN THAT SUCH DAMAGES WERE POSSIBLE AND EVEN IF DIRECT DAMAGES DO NOT SATISFY A REMEDY.

(b) NEITHER PARTY WILL BE LIABLE UNDER THIS AGREEMENT FOR MORE THAN THE SUM OF FEES PAID TO SUCH PARTY UNDER THIS AGREEMENT AND AD REVENUES RECEIVED AND RETAINED BY SUCH PARTY DURING THE 12 MONTHS BEFORE THE CLAIM ARISES.

16.2. Exceptions to Limitations. These limitations of liability do not apply to breaches of confidentiality obligations contained in this Agreement, violations of a party's Intellectual Property Rights by the other party, or a party's indemnification obligations contained in this Agreement (except for patent indemnification obligations).

17. Confidentiality; Publicity; Disclosures.

17.1. Confidentiality. The parties' confidentiality obligations will be governed by the terms of the NDA between the parties dated June 26, 2013, which are incorporated herein by reference; provided that, in the event of any termination or expiration of such NDA, the terms of such NDA shall remain effective against the parties under this Agreement for the remainder of the Term.

17.2. Exceptions. Notwithstanding Section 17.1 (Confidentiality), Google may share with advertisers Site-specific and Approved Client Application-specific statistics, the Site URL, the name and platform of the Approved Client Application, and related information collected by Google through its provision of the Advertising Services to Company. Disclosure of information by Google under this subsection 17.2 will be in compliance with the terms of the Google Privacy Policy located at the following URL: <http://www.google.com/privacypolicy.html> (or a different URL Google may provide to Company from time to time).

17.3 Residuals. Each party (as Discloser) acknowledges that this Section 17 is not intended to limit the professional development or career path of the employees of the other party (as Recipient) who have had authorized access to the Confidential Information of the Discloser and whose knowledge and skills may have developed partly as a result of such access. Accordingly, neither party (as Recipient) shall be obligated to limit the assignment of employees who had access to the Confidential Information of the other party (as Discloser), and the Recipient shall not be liable for trade secret misappropriation merely because such employees utilize the residual knowledge that such employees obtained through authorized access to Confidential Information of the Discloser, provided that such employees no longer have access to the fixed form (including any written, electronic or other copies) of the Confidential Information of the Discloser to which the residual knowledge pertains. Nothing in this section or in this Agreement shall (i) limit, or be construed to limit, either party's ability or right to (A) develop any technology, products, features, or services or engage in any activities related to the development, without violating any express provision of this Agreement or (B) license or acquire any technology, products, features or services from third parties; or (ii) except as otherwise expressly provided for in this Agreement, limit or be construed to limit, rights (including

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rights of use) that either party may have under applicable Law. For purposes of the foregoing, “residual knowledge” means the generalized information that employees of the Recipient retain incidentally as part of their unaided knowledge and skills where the employees (i) do not identify the information with the Discloser and (ii) have not made any effort to retain or assist their recollection of the information. Notwithstanding the foregoing, nothing in this section shall (a) affect the prohibitions on disclosure of Confidential Information; (b) constitute, or be deemed to result in, a license under any copyrights or patents; or (c) affect any other rights or remedies a party may have under this Agreement or otherwise.

17.4. **Publicity.** Neither party may make any public statement regarding the existence of this Agreement or any terms or conditions of this Agreement without the other party’s written approval; provided, that either party may make a public statement to the extent required under applicable law.

17.5. **Disclosures.**

(a) A Recipient or its officers, directors, employees, or third party contractors may make a disclosure of Confidential Information (i) if required by legal process (as a result of legal compulsion or in order to advance a defense to a claim), (ii) in response to a request by a governmental or regulatory agency, including but not limited to, a national stock market or exchange, or the Securities and Exchange Commission or other regulatory agency, or (iii) in connection with a proceeding before a court, adversary proceeding, administrative proceeding, governmental or regulatory proceeding, including but not limited to, the rules and regulations of a national stock market or exchange, or the Securities and Exchange Commission or other regulatory agency if, in each case, the Recipient only discloses that portion of the Confidential Information reasonably required to be disclosed (on advice of Recipient’s counsel); and unless prohibited by law, the Recipient provides reasonable written notice to the Discloser in advance of the disclosure so that the Discloser may (x) seek confidential treatment for the Confidential Information, a protective order or other appropriate remedy, relief or reliable assurances that confidential treatment will be afforded the information so disclosed (in which event, the Recipient will use commercially reasonable efforts to cooperate with the Discloser to obtain such confidential treatment, orders or other remedy, relief or assurances); or (y) consent in writing to having the Confidential Information so produced or so disclosed (which consent will extend solely to the disclosure and production in question). A Recipient or its officers, directors, employees, or third party contractors may also make a disclosure of Confidential Information to satisfy disclosure requirements in connection with the Securities and Exchange Act of 1934, as amended, the Securities Act of 1933, as amended, and any other reports required to be filed with the Securities and Exchange Commission, or any other filings, reports, or disclosures that may be required under applicable laws and regulations or stock exchange requirements, provided that the party making the disclosure will, to the extent not prohibited by law, give the other party prior written notice of the disclosure and, if requested by the other party, will take commercially reasonable actions to minimize the extent and nature of the disclosure).

(b) In the event that Company intends to file a copy or summary of this Agreement with any regulatory agency (including the Securities and Exchange Commission), the parties will create a mutually agreeable redacted Agreement or a mutually agreeable summary, provided that if the parties are unable to agree, then Company may file the copy or summary containing the disputed portion(s) if Company reasonably determines (on advice of Company’s counsel) that applicable laws or regulations require that Company disclose such disputed portions.

17.6 **Data Ownership.** The Parties agree that, as between Company and Google, data or information collected by Company (including, without limitation, click events tracked by Company) or Permitted Search Distribution Partners independent of Google or that is sent by Company to Google in connection with the provision of the Services [*]. The Parties agree that, as between Company and Google, any data or information collected by Google independent of the Sites that is received by Google from End Users of the Sites in connection with provision of the Services under this Agreement, or that is received directly from such End Users’ browsers in the ordinary course of providing the Services [*].

17.7 [*]

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(a) [*]

(b) [*]

(c) [*]

18. Term and Termination.

18.1. **Term.** The term of this Agreement is the Term stated on the front pages of this Agreement, unless earlier terminated as provided in this Agreement.

18.2. Termination.

(a) Either party may terminate this Agreement with notice if the other party is in material breach of this Agreement [*]:

(i) where the breach is incapable of remedy;

(ii) where the breach is capable of remedy and the party in breach fails to remedy that breach within 30 days after the later of (x) receiving notice from the other party or (y) with regard to Sections 7.1 and 7.2 of this Agreement, after the time periods indicated therein; or

(iii) more than twice within any calendar year even if the previous breaches were remedied.

(b) Google reserves the right to suspend or terminate Company's use of any Services that are alleged or reasonably believed by Google to infringe or violate a third party right. If any suspension of a Service under this subsection 18.2(b) continues for more than 6 months, Company may immediately terminate this Agreement upon notice to Google.

(c) Google may terminate this Agreement, or the provision of any Service, immediately with notice if pornographic content that is illegal under U.S. law is displayed on any page of a Site or Approved Client Application [*].

(d) Upon the expiration or termination of this Agreement for any reason:

(i) all rights and licenses granted by each party will cease immediately;

(ii) if requested, each party will use commercially reasonable efforts to promptly return to the other party, or destroy and certify the destruction of, all Confidential Information disclosed to it by the other party; and

(iii) any continued use of the Services will be subject to Google's then standard terms and conditions available at <http://www.google.com/adSense/localized-terms>, provided that Google will not be obligated to provide the Services (including Results) to Company or make any payments with respect to Company's continued use of the Services following expiration or termination.

19. Regulatory Cooperation and Proceedings.

19.1. **Regulatory Cooperation.** In connection with any regulatory or judicial proceedings (collectively referred to as "**Regulatory Proceedings**") relating to this Agreement:

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(a) The parties will consult and cooperate reasonably with one another, consider in good faith the views of one another, and provide to the other party in advance any analyses, appearances, presentations, memoranda, briefs, arguments, opinions and proposals they or their agents make or submit to a Governmental Authority. Without limiting the foregoing, the parties hereto agree to (i) give each other reasonable advance notice of all meetings with any Governmental Authority, (ii) give each other an opportunity to participate in each of such meetings, (iii) to the extent practicable, give each other reasonable advance notice of all substantive oral communications with any Governmental Authority, (iv) if any Governmental Authority initiates a substantive oral communication promptly notify the other party of the substance of such communication, (v) provide each other with a reasonable advance opportunity to review and comment upon all written communications (including any analyses, presentations, memoranda, briefs, arguments, opinions and proposals) with a Governmental Authority, (vi) provide each other with copies of all written communications to or from any Governmental Authority, and (vii) not advance arguments in connection with any regulatory review or litigation proceeding related to this Agreement (other than litigation between the parties) over the objection of the other party that would reasonably be likely to have a significant adverse impact on that other party, provided however, that neither party shall be required to comply with subsection (ii) to the extent that the Governmental Authority objects to the participation of the party, or with subsections (v) or (vi) to the extent that such disclosure may raise regulatory, privilege, privacy, or other business concerns (in which case, the disclosure may be made on an outside counsel basis).

(b) The parties will cooperate reasonably with Governmental Authorities to provide information in response to any issues, objections or concerns they may have and, if required for approval by a Governmental Authority [*].

(c) [*]

19.2. Regulatory Proceedings.

(a) After first discussing with the other party in good faith its concerns and potential alternatives to such termination, and only if such party has taken all actions in compliance with Section 19.1, either party may terminate the Agreement:

(i) in its entirety or with respect to the United States only, if either party reasonably anticipates litigation or a Regulatory Proceeding brought by the U.S. Federal Trade Commission, the Antitrust Division of the Department of Justice, or any other state or federal agency to enjoin it from consummating, implementing or otherwise performing the Agreement;

(ii) in its entirety, if either party reasonably anticipates the filing of a Statement of Objections or other Regulatory Proceeding by the European Commission to enjoin it from consummating, implementing or otherwise performing the Agreement;

(iii) in its entirety, if either party reasonably anticipates that continued performance under the Agreement would have a material adverse impact on any on-going antitrust proceeding involving either party in Europe or India;

(iv) in part, with respect to a Territory other than the United States, if either party at any point during the Term (1) reasonably anticipates litigation or a Regulatory Proceeding brought by a competition agency in such Territory or other regulatory agency in such Territory to enjoin the Parties from consummating, implementing or otherwise performing the Agreement or (2) reasonably anticipates that continued performance under the Agreement in such Territory would have a material adverse impact on any on-going antitrust proceeding in which it is involved in such Territory; or

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(v) in its entirety on sixty (60) days prior written notice if the other party's exercise of its termination rights under this Section 19.2(a) has collectively and materially diminished the economic value of the transaction as a whole to the non-terminating party.

(b) Subject at all times to each party's rights under Section 19.2(a), each party will defend or settle any lawsuits or similar actions relating to this Agreement that are filed against both parties by a Governmental Authority on competition grounds, unless doing so is not commercially reasonable with respect to that party (and taking all factors into account, including without limitation effects on a party's brand or business outside the scope of the Agreement).

20. Miscellaneous.

20.1. **Compliance with Laws.** Each party will comply with all applicable laws, rules, and regulations in fulfilling its obligations under this Agreement.

20.2. **Notices.** All notices of termination or breach must be in writing and addressed to the attention of the other party's Legal Department and primary point of contact. The email address for notices being sent to Google's Legal Department is legal-notices@google.com and for Company's Legal Department is legal-notices@yahoo-inc.com. All other notices must be in English, in writing and addressed to the other party's primary contact. Notice will be treated as given on receipt, as verified by written or automated receipt or electronic log (as applicable).

20.3. **Assignment.** Neither party may assign any part of this Agreement without the written consent of the other, except to an Affiliate where (a) the assignee has agreed in writing to be bound by the terms of this Agreement; (b) the assigning party remains liable for obligations under the Agreement if the assignee defaults on them; and (c) the assigning party has notified the other party of the assignment. Any other attempt to assign is void.

20.4. **Change of Control.** Upon the earlier of (a) the sale, transfer or assignment of securities of a party representing more than [*] of the voting power of all of such party's outstanding voting securities to an acquiring party or related group, (b) a consolidation or merger where, immediately after such transaction(s), the holders of a party's outstanding shares immediately prior to such transaction(s) do not retain stock representing more than [*] of the voting power, directly or indirectly, of the surviving entity or an entity that wholly owns, directly or indirectly, the surviving entity, (c) the sale of all or substantially all operating assets of a party, or (d) individuals who constitute the board of directors of a party as of the Effective Date (the "**Incumbent Board**") cease to constitute at least a [*] board of directors of the party; [*] (each, a "**Change of Control Event**"), the party experiencing the Change of Control Event will provide notice to the other party promptly, but no later than [*] after the occurrence of the Change of Control Event. The other party may terminate this Agreement by sending notice to the party experiencing the Change of Control Event and the termination will be effective [*]. The parties agree that neither the Company's proposed spin off of its ownership interests in Alibaba Group Holding Limited and its small business unit (nor any other sale or transfer comprised primarily of all or any part of Company's ownership interest in Alibaba Group Holding Limited) nor any future sale of all or any part of Company's equity holdings in Yahoo! Japan Corporation will be treated as a Change of Control Event for purposes of this Section 20.4

20.5. **Governing Law.** THIS AGREEMENT, AND ALL CLAIMS ARISING OUT OF OR RELATING TO THIS AGREEMENT OR THE SERVICES, WILL BE GOVERNED BY CALIFORNIA LAW, EXCLUDING CALIFORNIA'S CONFLICT OF LAW RULES, AND WILL BE LITIGATED EXCLUSIVELY IN THE FEDERAL OR STATE COURTS OF SANTA CLARA COUNTY, CALIFORNIA, USA. THE PARTIES CONSENT TO PERSONAL JURISDICTION IN THOSE COURTS.

20.6. **Equitable Relief.** Nothing in this Agreement will limit either party's ability to seek equitable relief; except that Company will not seek, in a proceeding filed during the Term or for one year after the Term, an injunction or an exclusion order of any of the Services or any portion of the Services based on patent infringement.

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20.7. **Entire Agreement; Amendments.** This Agreement sets out all terms agreed between the parties and supersedes all other agreements between the parties relating to its subject matter. [*]. In entering into this Agreement, neither party has relied on, and neither party will have any right or remedy based on, any statement, representation or warranty (whether made negligently or innocently), except those expressly set out in this Agreement. Any amendment must be in writing, signed (including by electronic signature) by both parties, and expressly state that it is amending this Agreement.

20.8. **No Waiver.** Neither party will be treated as having waived any rights by not exercising (or delaying the exercise of) any rights under this Agreement, and no waiver will be effective unless in writing and signed by the waiving party.

20.9. **Severability.** If any term (or part of a term) of this Agreement is invalid, illegal or unenforceable, the rest of the Agreement will remain in effect.

20.10. **Survival.** The following sections of this Agreement will survive any expiration or termination of this Agreement: 1 (Definitions), 8 (Intellectual Property), 12 (with respect to amounts owed through the date of expiration or termination), 15 (Indemnification), 16 (Limitation of Liability), 17 (Confidentiality; Publicity), 18.2(d), and 20 (Miscellaneous).

20.11. **No Agency.** This Agreement does not create an agency, partnership, or joint venture between the parties.

20.12. **No Third Party Beneficiaries.** This Agreement does not confer any benefits on any third party unless it expressly states that it does.

20.13. **Force Majeure.** Neither party will be liable for failure or delay in performance to the extent caused by circumstances beyond its reasonable control.

20.14. **Counterparts.** The parties may execute this Agreement in counterparts, including facsimile, PDF or other electronic copies, which taken together will constitute one instrument.

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Signed:

Google

By: /s/ Philipp Schindler
Print Name: Philipp Schindler
Title: Authorized Signatory
Date: 10/19/15

Company

By: /s/ Marissa A. Mayer
Print Name: Marissa A. Mayer
Title: President and CEO
Date: 10/19/15

Google Asia Pacific Pte Ltd.

By: /s/ Marco Borla
Print Name: Marco Borla
Title: Finance Director
Date: 10/20/15

Yahoo! Singapore Digital Marketing Pte Ltd.

By: /s/ Chang Yu Ching
Print Name: Chang Yu Ching
Title: Director
Date: 10/19/15

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EXHIBIT A

Approved Sites and Territory

Sites Approved for WS:

yahoo.com (including all subdomains and international equivalents but excluding au.yahoo.com)

Sites Approved for IS:

yahoo.com (including all subdomains and international equivalents but excluding au.yahoo.com)

Sites Approved for AFS:

yahoo.com (including all subdomains and international equivalents but excluding au.yahoo.com)

Sites Approved for [*]

[*]

Territories:

Sites to be limited to the following territories: United States, Canada, Hong Kong, Taiwan, Southeast Asia (Singapore, Thailand, Vietnam, Philippines, Indonesia, and Malaysia), India, Middle East, Africa, Mexico, Argentina, Brazil, Colombia, Chile, Venezuela, Peru, Australia and New Zealand

[*]

[*]

[*] Indicates that certain information in this exhibit has been omitted and filed separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.

EXHIBIT B

AFS Revenue Share Percentage

Desktop: [*]

[*]

Tablet: [*]

Mobile: [*]

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EXHIBIT C

Permitted Search Distribution Partners

[*]

[*] Indicates that certain information in this exhibit has been omitted and filed separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.

[*] Indicates that certain information in this exhibit has been omitted and filed separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.

EXHIBIT D

[*]

[*] Indicates that certain information in this exhibit has been omitted and filed separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.

EXHIBIT E

[*]

[*] Indicates that certain information in this exhibit has been omitted and filed separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.



October 19, 2014

Lisa Utzschneider

Dear Lisa:

Get ready to yodel.

Congratulations! On behalf of Yahoo! Inc. (“Yahoo” or the “Company”), I am pleased to offer you the position of SVP, Sales, Americas, reporting to Marissa Mayer, working in Yahoo’s New York office. For purposes of this letter, your first day of work at Yahoo will be considered your “Employment Start Date.”

Base Salary. Your starting base salary will be \$50,000 per month (\$600,000 annually), less applicable taxes, deductions and withholdings, paid semi-monthly and subject to annual review. Yahoo’s regularly scheduled pay days are currently on the 10th and 25th of every month.

Sign-On Bonus. Upon acceptance of this offer, you will receive a sign-on bonus in the amount of \$1,000,000, which will be paid to you on or before the third semi-monthly paycheck you receive from Yahoo. The sign-on bonus payment will be subject to applicable taxes, deductions and withholdings. Because your sign-on bonus is not fully earned until you have completed one year of service with Yahoo, if you voluntarily resign from your employment with Yahoo or your employment with Yahoo is terminated for Cause¹ during the first 12 months following your Employment Start Date, a pro-rated, unearned portion of the sign-on bonus amounts received will become due and payable by you to Yahoo within 15 days of your last day of employment.² In regard to the sign-on bonus only, voluntary resignation shall not include circumstances which cause you to resign for “Good Reason” – defined as a material change to your job title or reduction of your duties or base salary.³

¹ For purposes of this letter, “Cause” means termination of your employment with the Company based upon the Company’s good faith belief of the occurrence of one or more of the following which, with respect to clauses (1), (2) and (3) below, if curable, you have not cured within 14 days after you receive written notice from the Company specifying with reasonable particularity such occurrence: (1) your refusal, material neglect or material failure to perform your job duties and responsibilities (other than by reason of your serious physical or mental illness, injury or medical condition), (2) your failure or refusal to comply in any material respect with material Company policies or lawful directives, (3) your material breach of any contract or agreement between you and the Company (including but not limited to this letter agreement and any Employee Confidentiality and Assignment of Inventions Agreement or similar agreement between you and the Company), or your material breach of any statutory duty, fiduciary duty or any other obligation that you owe to the Company, (4) your commission of an act of fraud, theft, embezzlement or other unlawful act against the Company or involving its property or assets or your engaging in unprofessional, unethical or other intentional acts that materially discredit the Company or are materially detrimental to the reputation, character or standing of the Company, or (5) your indictment or conviction or *nolo contendere* or guilty plea with respect to any felony or crime of moral turpitude. Following notice and cure as provided in the preceding sentence, upon any additional one-time occurrence of one or more of the events enumerated in that sentence, the Company may terminate your employment for Cause without notice and opportunity to cure. However, should the Company choose to offer you another opportunity to cure, it shall not be deemed a waiver of its rights under this provision. You and Yahoo agree that “Cause” shall not include circumstances where you are unable to perform some or all of your job duties as a result of legal action by a prior employer.

² In the event of your termination for Cause or voluntary resignation within the first year following your Employment Start Date, you shall be obligated to repay Yahoo an amount equal to: (i) \$83,333 multiplied by (ii) 12 minus the number of months of Yahoo employment you have completed beginning with the Employment Start Date.

³ “Good Reason” shall be deemed to exist only if (i) Yahoo shall fail to correct within 30 days after receipt of written notice from you specifying in reasonable detail the reason(s) you believe Good Reason exists (provided such notice is delivered by you no later than 30 days after the initial existence of the reason(s)) and (ii) you resign your employment within 75 days after the initial existence of the reason(s).



Restricted Stock Units. Management will recommend that the Compensation and Leadership Development Committee of the Board of Directors (“Compensation Committee”) approve a Restricted Stock Unit grant (“RSUs”) with a total target valuation of \$16,000,000. The number of RSUs granted shall be calculated by dividing the target valuation amount by the closing share price of the Company’s common stock on the date the Compensation Committee approves your grant (or, if the NASDAQ is not open on such date, the immediately preceding trading day). 50% of the RSUs will be subject to a four-year time-based vesting schedule (1/4 on the 12 month anniversary of your Employment Start Date, and 1/48 monthly thereafter), and 50% of the RSUs will vest based on time (four year schedule) and satisfaction of performance criteria established and/or approved by the Compensation Committee. Except as otherwise provided in this paragraph and as specifically approved by the Compensation Committee, the RSUs will be granted according to the Company’s regular grant schedule and will be subject to the terms and conditions of the Yahoo! Inc. Stock Plan, and the applicable RSU award agreement (which will include the RSU vesting schedule) and vesting of the RSUs is contingent on your continued employment with Yahoo through each vesting date. Following the vesting of the RSUs, you will receive one share of Yahoo! Inc. common stock for each vested RSU (subject to tax withholding).

Bonus Incentive Plan. If your Employment Start Date is on or before October 1, 2015, you will be eligible to participate in the 2015 bonus incentive plan, with a target incentive of 90% of your annual base salary, pro-rated based on the period of time you are employed at Yahoo in a bonus eligible position during the relevant fiscal year, less applicable taxes, deductions and withholdings. Target incentives do not constitute a promise of payment. Your actual bonus payout will depend on Yahoo’s financial performance and management’s assessment of group and individual factors, and it is subject to, and governed by, the terms and requirements of the bonus plan document. Eligibility for participation in the bonus plan is subject to annual review.

Benefits. A significant part of your total compensation at Yahoo is derived from the benefits that Yahoo provides. Yahoo provides a very competitive benefits package for its eligible full- and part-time employees. Eligible Yahoos may participate in Yahoo’s health insurance benefits (medical, dental and vision), life insurance, short term and long term disability, the Employee Stock Purchase Plan, 401(k) Plan, and Yahoo’s Flexible Spending Plan (Healthcare Reimbursement Account and/or Dependent Care Reimbursement Account). Yahoos working less than 40 hours per week may not be eligible for all benefit programs or certain benefits may be provided on a pro-rated basis. Please refer to benefit plan documents for eligibility. Of course, Yahoo may change its benefits at any time. Prior to New Hire Orientation, you will be provided a website address and logon instructions to access detailed information about Yahoo benefits programs, including the plan documents.

Paid Time Off. You will be eligible to accrue up to 20 days of vacation in your first year of employment (up to a maximum as specified in our Vacation policy). Vacation is accrued based on hours worked, therefore Yahoos who work less than 40 hours per week accrue vacation on a pro-rata basis. In addition, Yahoo currently provides eligible employees with a generous schedule of paid holidays each year.

Severance. As a senior leader of Yahoo, upon acceptance of this offer you will be eligible for standard severance benefits then in effect for executives at your level.



Proprietary Agreement and No Conflict with Prior Agreements. As an employee of Yahoo, it is likely that you will become knowledgeable about confidential and/or proprietary information related to the operations, products and services of Yahoo and its clients. Therefore, Yahoo requires that you read, complete, and sign the enclosed Employee Confidentiality and Assignment of Inventions Agreement (“Proprietary Agreement”) and return it to Yahoo prior to your Employment Start Date.⁴ Similarly, you may have confidential or proprietary information from prior employers that should not be used or disclosed to anyone at Yahoo. Yahoo requires that you comply with any existing and/or continuing reasonable, legal and enforceable contractual obligations that you may have with your former employers. For clarification purposes, you are strictly prohibited from engaging in any business activities (“Competitive Activities”) that would violate reasonable, legal and enforceable covenants contained in the Confidentiality, Noncompetition and Invention Assignment Agreement that you signed with Amazon.com, Inc. (“Amazon”), a copy of which you provided to us. To further protect any legitimate business interest of your former employer, you and Yahoo agree that for six months after ceasing substantive work on behalf of Amazon, you will not be involved, directly or indirectly, in soliciting business from Amazon customers or advertisers with which, to the best of your memory, you had direct material contact with or reviewed confidential Amazon information in the prior twelve months. You and Yahoo further agree that for the same period, you will not be involved, directly or indirectly, on management of sales or advertising outside of the United States, Canada and Latin America. You and Yahoo further agree that for twelve months after ceasing substantive work on behalf of Amazon, you will not be involved, directly or indirectly, in soliciting for employment any then current employees of Amazon. Finally, should you come to believe that any of your job responsibilities or assigned duties for Yahoo could potentially be in conflict with your ongoing obligations to Amazon or new obligations to Yahoo, it is your obligation to immediately bring such potential conflict to the attention of the Yahoo legal department for guidance prior to engaging in any Competitive Activities.

Obligations. During your employment, you shall devote your full business efforts and time to Yahoo. This obligation, however, shall not preclude you from engaging in appropriate civic, charitable or religious activities or from serving on the boards of directors of one or two companies that are not competitors to Yahoo, as long the activities do not materially interfere or conflict with your responsibilities to or your ability to perform your duties of employment at Yahoo. Any outside activities must be in compliance with and approved if required by Yahoo’s Code of Ethics.

Non-competition. In addition to the obligations specified in the Proprietary Agreement, you agree that, during your employment with Yahoo you will not engage in, or have any direct or indirect interest in any person, firm, corporation or business (whether as an employee, officer, director, agent, security holder, creditor, consultant, partner or otherwise) that is competitive with the business of Yahoo, including, without limitation, any then-current activities relating to providing Internet navigational products or services and any then-current activities providing search, e-mail, chat, e-commerce, instant messaging, media/content (e.g., news, music, video), ISP (e.g., connectivity, bandwidth or storage) or other Internet-based delivery or functionality. Notwithstanding the preceding sentence, you may own not more than 1% of the securities of any company whose securities are publicly traded.

Employment At-Will. Please understand that this letter does not constitute a contract of employment for any specific period of time, but will create an employment at-will relationship that may be terminated at any time by you or Yahoo, with or without cause and with or without advance notice. The at-will nature of the employment relationship may not be modified or amended except by written agreement signed by Yahoo’s Chief Executive Officer and you.

⁴ To the extent that there are any conflicts between the terms of the Proprietary Agreement and the terms of this letter regarding the same subject matter, the terms of this letter control.



Yahoo Policies and Code of Ethics. Yahoo is committed to creating a positive work environment and conducting business ethically. As an employee of Yahoo, you will be expected to abide by the Company's policies and procedures including (without limitation) Yahoo's human resources policies and Yahoo's Code of Ethics. On your Employment Start Date, Yahoo will require you to review and sign the Company's standard Yahoo Policies and Code of Ethics Acknowledgment forms. In addition, as a Yahoo executive, it is important that you set a leadership example and fully support the company's goals. You agree that during your employment and for five years afterwards, you will not knowingly disparage the Company or its officers, directors, employees or agents in any manner likely to be harmful to it or them or its or their business, business reputation or personal reputation.

Entire Agreement. This offer letter and the referenced documents and agreements constitute the entire agreement between you and Yahoo with respect to the subject matter hereof and supersede any and all prior or contemporaneous oral or written representations, understandings, agreements or communications between you and Yahoo concerning those subject matters.

Work Authorization/Visa. If you are in need of a work authorization, please let Yahoo know at the time that you accept this offer. Please note that the number of employment visas available each year is limited by the United States government. In the event that your request for or extension of an employment visa is denied or an employment visa cannot be obtained within a reasonable amount of time (as determined by Yahoo, in its sole discretion), Yahoo reserves the right to withdraw or suspend this offer and/or your employment may be terminated (or if your employment has not begun, you may not become employed by Yahoo). In the event that Yahoo has agreed to sponsor you for an employment visa, Yahoo will cover all reasonable expenses associated with the visa application process.

Eligibility to Work in the United States. In order for Yahoo to comply with United States law, on your Employment Start Date you are required to provide Yahoo with appropriate documentation to verify your authorization to work in the United States. Yahoo may not employ anyone who cannot provide documentation showing that they are legally authorized to work in the United States.

Foreign National Export License. Before releasing certain export-controlled technology and software to you during your employment at Yahoo, Yahoo may be required to obtain an export license in accordance with United States law. Yahoo will inform you if an export license is needed. If an export license is required, then this offer of employment and/or your continued employment (if applicable) with Yahoo is contingent upon receipt of the export license or authorization, and Yahoo will have no obligation to employ you or provide you with any compensation or benefits until the export license or authorization is secured.

Background Check. Please understand that this offer is contingent upon the successful completion of your background check and verification of your degree(s).

Accepting this Offer. We're really excited to have you on our team and can't wait to receive your acceptance by 5:00 p.m. (PST) on October 26, 2014. This offer is contingent on you starting employment at Yahoo on or before November 15, 2014 or a date mutually agreed upon between you and Yahoo.



To accept this offer, please sign this letter in the space provided below and scan and email the following signed documents to Ron Johnstone:

- Offer Letter
- Employee Confidentiality and Assignment of Inventions Agreement (Proprietary Agreement)

We can't wait to start working with you and hope that you'll find working at Yahoo one of the most rewarding experiences of your life, both professionally and personally.

Start practicing your yodel!

/s/ Marissa A. Mayer

Marissa A. Mayer
Chief Executive Officer

I accept this offer of employment with Yahoo! Inc. and agree to the terms and conditions outlined in this letter.

/s/ Lisa Utzschneider

Signature

Lisa Utzschneider

Full Name

October 20th, 2014

Date

November 17th, 2014

Planned Employment Start Date

(Contingent upon completion of a satisfactory background check.)

cc: HR file

Subsidiaries of Yahoo! Inc.

Name of Entity	Jurisdiction of Formation	Economic Interest (if not 100%)
5to1, Inc.	Delaware	
Aabaco Holdings Hong Kong Limited	Hong Kong	
Aabaco Holdings, Inc.	Delaware	
Aabaco Small Business India Private Limited	India	
Aabaco Small Business, LLC	Delaware	
Actionality, Inc.	Delaware	
BrightRoll B.V.	Netherlands	
BrightRoll Canada ULC	Canada	
BrightRoll Holdings, Inc.	Delaware	
BrightRoll, Inc.	Delaware	
BrightRoll UK Ltd.	UK	
Clarityray Solutions Ltd.	Israel	
Flurry Analytics India Private Limited	India	
Flurry UK LTD	UK	
Flurry, Inc.	Delaware	
Genome, LLC.	Delaware	
Instant IO, Inc.	Delaware	
interclick, LLC.	Delaware	
IntoNow, Inc.	Delaware	
Java SNV Holdings LLC	Delaware	
KR3 Services Korea Yuhan Hoesa	Korea	
Lexity, Inc.	Delaware	
Luminate, Inc.	Delaware	
Maktoob.com Inc.	British Virgin Islands	
MSKYNET, Inc.	Delaware	
Overture Asia-Pac Services K.K.	Japan	
Overture Korea Yuhan Hoesa	Korea	
Overture Search Services (Ireland) Limited	Ireland	
Overture Search Services Holdco (Ireland) Limited	Cayman Islands	
PlayerScale, LLC	Delaware	
Polyvore, Inc.	Delaware	
PT Yahoo Indonesia	Indonesia	
Rayv Technologies Limited	Israel	
RayV, Inc.	Delaware	
Qwiki, Inc.	Delaware	
Right Media LLC	Delaware	
Rockmelt, Inc.	Delaware	
Steamfunk Labs Inc.	Delaware	
Summly Incorporated	Delaware	
Summly Limited	UK	
ThumbsUp Labs, Inc.	Delaware	
Tomfoolery, Inc.	Delaware	
Tumblr, Inc.	Delaware	
Whereonearth Limited	UK	
Xobni Corporation	Delaware	
Yahoo de Colombia S.A.S.	Columbia	
Yahoo de Mexico, SA de CV	Mexico	
Yahoo Iberia S.L.	Spain	

Name of Entity	Jurisdiction of Formation	Economic Interest (if not 100%)
Yahoo India Private Limited	India	
Yahoo Software Development India Private Limited	India	
Yahoo Software Research and Development (Beijing) Co., Ltd.	China	
Yahoo! 390 GmbH	Germany	
Yahoo! Asia Pacific Pte. Ltd.	Singapore	
Yahoo! Australia & NZ (Holdings) Pty Limited	Australia	50%
Yahoo! Digital Media (Content) Pty Limited	Australia	50%
Yahoo!7 Communications Australia Pty Limited	Australia	50%
Yahoo!7 Money Hound Pty Ltd.	Australia	50%
Yahoo!7 Pty Limited	Australia	50%
Yahoo!7 Travel Pty Limited	Australia	50%
TotalTravel.com Pty Limited	Australia	50%
Yahoo! New Zealand Limited	New Zealand	50%
Yahoo! Canada Co.	Canada	
Yahoo! Cayman Asia Holdings Limited	Cayman Islands	
Yahoo! CV, LLC	Delaware	
Yahoo! de Argentina SRL	Argentina	
Yahoo! Deutschland Services GmbH	Germany	
Yahoo! Digital Marketing Limited	Taiwan	
Yahoo! do Brasil Internet Ltda	Brazil	
Yahoo! Domain Services, Inc.	Delaware	
Yahoo! Egypt Services, a Limited Liability Company	Egypt	
Yahoo! EMEA Limited	Ireland	
Yahoo! France Holdings SAS	France	
Yahoo! France SAS	France	
Yahoo! Hispanic Americas, LLC	Delaware	
Yahoo! Hong Kong Limited	Hong Kong	
Yahoo! Hungary Labs Kft.	Hungary	
Yahoo! International Services Holdings, Inc.	Delaware	
Yahoo! International Services, Inc.	Delaware	
Yahoo! Israel Labs Ltd.	Israel	
Yahoo! Italia S.r.l.	Italy	
Yahoo! Jordan Services PSC	Jordan	
Yahoo! Korea Yuhan Hoesa	Korea	
Yahoo! Malaysia Sdn. Bhd.	Malaysia	
Yahoo! Mauritius Holdings Limited	Mauritius	
Yahoo! Middle East FZ-LLC	United Arab Emirates	
Yahoo! Netherlands B.V.	Netherlands	
Yahoo! Netherlands Holdings C. V.	Netherlands	
Yahoo! Philippines Services Inc.	Philippines	
Yahoo! Realty Inc.	California	
Yahoo! Saudi Arabia Services Limited	Saudi Arabia	
Yahoo! Search Marketing Australia Pty Limited	Australia	
Yahoo! Singapore Digital Marketing Pte. Ltd.	Singapore	
Yahoo! Switzerland Server Services Sàrl	Switzerland	
Yahoo! Taiwan Holdings Limited	Hong Kong	
Yahoo! Taiwan Inc.	Taiwan	
Yahoo! Technologies Norway AS	Norway	
Yahoo! UK Limited	UK	
Yahoo! Vietnam Company Limited	Vietnam	
Zimbra Software Asia Pacific Private Limited	India	

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-206956, No. 333-202330, No. 333-198688, No. 333-198687, No. 333-191123, No. 333-191122, No. 333-190495, No. 333-186976, 333-179782, No. 333-174943, No. 333-174942, No. 333-170933, No. 333-168296, No. 333-166712, No. 333-163853, No. 333-161808, No. 333-161806, No. 333-149417, No. 333-149416, No. 333-147125, No. 333-147124, No. 333-145046, No. 333-145044, No. 333-140917, No. 333-138422, No. 333-132226, No. 333-127322, No. 333-126581, No. 333-120999, No. 333-118093, No. 333-118088, No. 333-118067, No. 333-112596, No. 333-109914, No. 333-104137, No. 333-39105, No. 333-46492, No. 333-54426, No. 333-56781, No. 333-60828, No. 333-66067, No. 333-76995, No. 333-79675, No. 333-80227, No. 333-81635, No. 333-83770, No. 333-89948, and No. 333-93497), and the Registration Statement on Form S-4 (No. 333-62694) of Yahoo! Inc. of our report dated February 29, 2016 relating to the consolidated financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

San Jose, California
February 29, 2016

**Certification of Chief Executive Officer Pursuant to
Securities Exchange Act Rules 13a-14(a) and 15d-14(a)
as Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Marissa A. Mayer, certify that:

1. I have reviewed this Form 10-K of Yahoo! Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 29, 2016

By: _____ /s/ **MARISSA A. MAYER**
Marissa A. Mayer
Chief Executive Officer

**Certification of Chief Financial Officer Pursuant to
Securities Exchange Act Rules 13a-14(a) and 15d-14(a)
as Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Ken Goldman, certify that:

1. I have reviewed this Form 10-K of Yahoo! Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 29, 2016

By: _____ /s/ KEN GOLDMAN
Ken Goldman
Chief Financial Officer

**Certification of Chief Executive Officer and Chief Financial Officer Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report on Form 10-K of Yahoo! Inc. (the "Company") for the year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Marissa A. Mayer, as Chief Executive Officer of the Company, and Ken Goldman, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, to the best of her or his knowledge, respectively, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ MARISSA A. MAYER

Name: _____
Title: Marissa A. Mayer
Dated: Chief Executive Officer
February 29, 2016

/s/ KEN GOLDMAN

Name: _____
Title: Ken Goldman
Dated: Chief Financial Officer
February 29, 2016

The foregoing certification is being furnished pursuant to 18 U.S.C. Section 1350. It is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and it is not to be incorporated by reference into any filing of the Company, regardless of any general incorporation language in such filing.