
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

NO. 2

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): **July 14, 2003**

YAHOO! INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

000-28018
(Commission File Number)

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

701 First Avenue
Sunnyvale, California 94089
(Address of Principal Executive Offices) (Zip Code)

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

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

Item 2. Acquisitions and Dispositions

On October 7, 2003, Yahoo! Inc., a Delaware corporation ("Yahoo!" or the "Company"), completed its acquisition of Overture Services, Inc., a Delaware corporation ("Overture") and a global leader in commercial search services on the Internet. Pursuant to the Agreement and Plan of Merger (the "Agreement and Plan of Merger"), dated as of July 14, 2003, by and among Yahoo!, July 2003 Merger Corp. ("Merger Sub"), a Delaware corporation and a wholly-owned subsidiary of Yahoo!, and Overture, Merger Sub was merged with and into Overture, with Overture continuing as the surviving corporation and a wholly-owned subsidiary of Yahoo!. As a result of the merger, each outstanding share of Overture common stock (other than shares for which appraisal rights are sought under Delaware law) has been converted into the right to receive a combination of 0.6108 of a share of Yahoo! common stock and \$4.75 in cash. The acquisition reflects an aggregate purchase price of approximately \$1.8 billion, of which the cash portion was provided from the Company's cash balance.

The foregoing description of the acquisition does not purport to be complete and is qualified in its entirety by reference to the Agreement and Plan of Merger previously filed as an exhibit to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 17, 2003.

Item 5. Other Events.

On October 7, 2003, Yahoo! and Overture issued a joint press release. The joint press release is attached as an exhibit to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

- (a) Pro Forma Financial Information.

The unaudited pro forma financial information required by this Item 7 is included as follows:

- (i) Yahoo! Inc. and Overture Services, Inc. unaudited pro forma consolidated financial information as Exhibit 99.1(i)
- (ii) Yahoo! Inc. and Inktomi Corporation unaudited pro forma consolidated financial information as Exhibit 99.1(ii)
- (iii) Overture Services, Inc., Alta Vista Company and FAST IBU unaudited pro forma consolidated financial information as Exhibit 99.1 (iii)

- (b) Financial Statements.

The following financial statements of Overture are included as Exhibits:

- (i) Unaudited condensed consolidated financial statements of Overture Services, Inc. as of June 30, 2003 and for the three and six months ended June 30, 2003 and 2002 as Exhibit 99.2.
- (ii) Consolidated financial statements of Overture Services, Inc. as of December 31, 2002 and 2001, and for each of the three years in the period ended December 31, 2002 as Exhibit 99.3.

The following financial statements of businesses acquired by Overture are included as Exhibits:

- (i) Financial Statements of Alta Vista Company as Exhibit 99.4.
 - (ii) Financial Statements of Fast IBU as Exhibit 99.5.
- (c) Exhibits.
- 2.1 * Agreement and Plan of Merger, dated as of July 14, 2003, by and among Yahoo! Inc., July 2003 Merger Corp. and Overture Services, Inc.
 - 2.2 * Form of Voting Agreement, dated as of July 14, 2003, by and between Yahoo! Inc., July 2003 Merger Corp. and each of certain individual stockholders of Overture Services, Inc.
 - 2.3 * Voting Agreement, dated as of July 14, 2003, by and between Yahoo! Inc., July 2003 Merger Corp. and Idealab.
 - 2.4 * Voting Agreement, dated as of July 14, 2003, by and between Yahoo! Inc., July 2003 Merger Corp. and Bill Gross.
 - 23.1 ** Consent of Ernst & Young LLP, independent accountants of Overture Services, Inc.
 - 23.2 ** Consent of KPMG LLP, independent accountants of Alta Vista Company.
 - 23.3 ** Consent of Deloitte and Touche AS, independent auditors of FAST IBU.
 - 99.1(i) ** Yahoo! Inc. and Overture Services, Inc. unaudited pro forma consolidated financial information.
 - 99.1(ii) ** Yahoo! Inc. and Inktomi Corporation unaudited pro forma consolidated financial information.
 - 99.1(iii) ** Overture Services, Inc., Alta Vista Company and Fast IBU unaudited pro forma consolidated financial information.

- 99.2 ** Unaudited condensed consolidated financial statements of Overture Services, Inc. as of June 30, 2003 and for the three and six months ended June 30, 2003 and 2002.
- 99.3 ** Consolidated financial statements of Overture Services, Inc. as of December 31, 2002 and 2001, and for each of the three years in the period ended December 31, 2002.
- 99.4 ** Financial Statements of Alta Vista Company.
- 99.5 ** Financial Statements of Fast IBU.
- 99.6 *** Joint press release, dated October 7, 2003, issued by Yahoo! Inc. and Overture Services, Inc.

* Previously filed as an exhibit to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 17, 2003.

** Previously filed as an exhibit to the Company's Current Report on Form 8-K/A filed with the Securities and Exchange Commission on August 8, 2003.

*** Filed herewith.

SIGNATURES

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

YAHOO! INC.

By: /s/ Michael Callahan

Michael Callahan

Secretary

Date: October 10, 2003

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INDEX TO EXHIBITS

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**Yahoo! and Overture Announce
Completion of Acquisition**

Overture Becomes a Wholly-Owned Subsidiary of Yahoo!

SUNNYVALE, Calif. & PASADENA, Calif.— Oct. 7, 2003—Yahoo! Inc. (Nasdaq:YHOO), a leading global Internet company, and Overture Services Inc. (Nasdaq:OVER), a global leader in commercial search services on the Internet, today announced the completion of Yahoo!’s acquisition of Overture. As a result of the merger, Overture is now a wholly-owned subsidiary of Yahoo!.

“We are excited to combine the two companies to build the largest position in the rapidly growing Internet advertising market,” said Terry Semel, chairman and chief executive officer, Yahoo! Inc. “We believe the combined companies will provide the most diverse set of integrated marketing solutions on the Web for small and large businesses, as well as extend our advertising capabilities across the Yahoo! network and around the globe.”

Overture is the leading provider of commercial search with more than 100,000 advertisers globally. Overture’s assets also include an extensive affiliate distribution network that both Yahoo! and Overture are dedicated to maintaining and enhancing. In addition, Overture has built a world-class technology infrastructure in commercial and Web search, as well as an extensive intellectual property portfolio.

The combination also furthers Yahoo!’s objective of becoming the leading end-to-end integrated search provider, combining assets capable of generating, distributing and monetizing search results. The two companies anticipate that they will be able to expand marketing opportunities on the Yahoo! network through the expansion of commercial search into vertical properties such as shopping, travel and yellow pages and integrating contextual advertising throughout Yahoo!’s network. In addition, Yahoo! will be able to leverage Overture’s efficient, scalable marketplace by offering Overture’s large base of advertisers additional Yahoo! services, and by expanding their combined products internationally.

“Through this combination, we believe Overture will be better positioned to deliver superior results to our users, marketers and distribution partners, and ultimately drive greater value for the combined companies and our shareholders,” said Ted Meisel, president, Overture Services. “Overture pioneered commercial search, and we believe this is the right step to help us fully take advantage of the huge upside potential in the commercial search segment.”

Overture’s operations will remain in Pasadena following completion of the acquisition. Ted Meisel will continue to lead Overture’s operations and will report to Dan Rosensweig, Yahoo!’s chief operating officer.

“The acquisition provides Yahoo! with outstanding and complementary personnel and technology to help Yahoo! become the most essential provider of Internet services for consumers and businesses,” said Rosensweig. “We have undertaken an extensive integration planning process covering an array of functions and business units, resulting in a comprehensive integration plan that we intend to begin executing against immediately.”

As a result of the merger, which was completed on October 7, 2003, each outstanding share of Overture common stock (other than shares for which appraisal rights are sought under Delaware law) has been converted into the right to receive 0.6108 of a share of Yahoo! common stock and \$4.75 in cash.

About Yahoo!

Yahoo! Inc. is a leading provider of comprehensive online products and services to consumers and businesses worldwide. Yahoo! is the No. 1 Internet brand globally and the most trafficked Internet destination worldwide. Headquartered in Sunnyvale, Calif., Yahoo!’s global network includes 25 world properties and is available in 13 languages.

About Overture

Overture is a global leader in commercial search services on the Internet, providing new and more powerful ways for businesses and customers to connect online. Overture pioneered commercial search by aligning the interests of consumers; its more than 100,000 active, paying advertisers; and its distribution partners, including Yahoo!, MSN, Lycos, and CNN. The company offers a full suite of Internet search products and search-related services. In addition, the company operates the AltaVista.com and AlltheWeb.com Web sites. Founded in 1997, Overture is based in Pasadena, with U.S. offices in New York; Chicago; and Palo Alto, Calif. The headquarters for Overture’s non-U.S. business is in Ireland, with offices across Europe, Asia, and Australia. On July 14, 2003, Yahoo! (Nasdaq:YHOO) and Overture signed a definitive agreement for Yahoo! to acquire Overture subject to certain conditions. For more information about Overture, visit www.overture.com.

This press release contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements include without limitation statements regarding the acquisition of Overture by Yahoo!. These statements are subject to risks and uncertainties that could cause actual results and events to differ materially. These risks and uncertainties include, among others: the risk that the benefits of Overture’s acquisition by Yahoo! will not be achieved or will take longer than expected and other risks related to the integration of Overture. For a discussion of other risks that could cause actual results or events to differ materially from such forward-looking statements, see the discussion of “Risks That Could Affect Our Financial Condition and Results of Operations” in Overture’s quarterly report on Form 10-Q filed with the Securities and Exchange Commission for the period ended June 30, 2003 and “Risk Factors” in Yahoo’s quarterly report on Form 10-Q filed with the Securities and Exchange Commission (“SEC”) for the period ended June 30, 2003 and “Risk Factors” in the proxy statement/prospectus of Overture and Yahoo! dated September 3, 2003 relating to the

acquisition. Yahoo! and Overture undertake no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of this press release.

Additional Information About the Merger and Where to Find It

Yahoo! and Overture have filed with the SEC a prospectus/proxy statement and other relevant materials in connection with the acquisition (the "Merger") of Overture by Yahoo! pursuant to the terms of an Agreement and Plan of Merger by and among Yahoo!, July 2003 Merger Corp., a wholly-owned subsidiary of Yahoo!, and Overture. The prospectus/proxy statement and other relevant materials (when they become available), and any other documents filed by Yahoo! or Overture with the SEC, may be obtained free of charge at the SEC's web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Yahoo! by contacting Yahoo! Investor Relations, 701 First Avenue, Sunnyvale, California 94089, 408-349-3300. Investors and security holders may obtain free copies of the documents filed with the SEC by Overture by contacting Overture Investor Relations, 74 North Pasadena Avenue, Pasadena, California 91103, 888-811-4686. Investors and security holders of Overture are urged to read the prospectus/proxy statement and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed merger.

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