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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 1, 2008**

**Yahoo! Inc.**

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(Exact name of registrant as specified in its charter)

Delaware

000-28018

77-0398689

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

701 First Avenue  
Sunnyvale, California

94089

(Address of principal executive offices)

(Zip Code)

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

Not Applicable

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**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure**

On February 1, 2008, Jerry Yang, Chief Executive Officer of Yahoo! Inc. (the "Company"), and Roy Bostock, the non-executive Chairman of the Board of Directors of the Company, distributed an email to the employees of the Company discussing the unsolicited proposal announced today by Microsoft Corporation to acquire the Company. A copy of the email to Company employees is furnished with this Form 8-K and attached hereto as Exhibit 99.1. Exhibit 99.1 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 the Company under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Email from the Chief Executive Officer and Non-Executive Chairman of the Board to Yahoo! Inc. Employees, dated February 1, 2008.

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**SIGNATURE**

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.  
*(Registrant)*

By: /s/ Michael J. Callahan  
Name: Michael J. Callahan  
Title: Executive Vice President, General Counsel and  
Secretary

Date: February 1, 2008

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Email from the Chief Executive Officer and Non-Executive Chairman of the Board to Yahoo! Inc. Employees, dated February 1, 2008.

**Subject:** more on today's news...

-CONFIDENTIAL-

fellow yahoos:

since we talked to you this morning, there's been a lot of media coverage and industry chatter about microsoft's unsolicited proposal to acquire yahoo!. we know you've been hearing and reading a lot about this. that's why we wanted to reach out to all of you at the end of the day to emphasize a few things that we hope will give you some more context about this proposal, the process that our board is taking, and what you can expect in the days ahead.

first, we want to emphasize that absolutely no decisions have been made — and, despite what some people have tried to suggest, there's certainly no integration process underway. this proposal is just that — a proposal. and it was only made in the last 24 hours. you can be sure the board is going to review it thoughtfully and carefully, and do what's right for our great company. microsoft's proposal is one of many options that we're evaluating in order to maximize value for our shareholders and employees over the long-term. that's why we will respond to microsoft after our board has completed a careful review of all of our strategic alternatives.

second, we can't let any of the noise we're hearing around this situation distract us from our core mission. it's critical that we continue to focus on running our business, executing our strategy and delivering value to all of our users, advertisers and publishers.

finally, we realize that this may have been a tough day for many of you, especially those on the front lines of our business. we know you have many questions, and we're committed to making sure you're as informed as possible as this process moves forward. in the interim, we both want to thank you for your continued energy, focus and determination. we'll continue to share information with you as we have it and can do so.

jerry and roy bostock (our new non-executive chairman)