

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

**SCHEDULE TO**  
(Amendment No. 4)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**ALTABA INC.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

0121346101  
(CUSIP Number of Class of Securities)

Arthur Chong, Esq.  
General Counsel and Secretary  
140 East 45th Street, 15th Floor  
New York, NY 10017  
(646) 679-2000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

*Copy to:*

Marc R. Packer, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, New York 10036-6522  
(212) 735-3000

**CALCULATION OF FILING FEE**

Transaction Valuation(1)	Amount of Filing Fee(2)
\$3,432,185,604.40	\$397,790.32

- (1) Calculated solely for purposes of determining the amount of the filing fee. This amount is based upon the purchase of 64,514,767 shares of common stock of Altaba Inc. at the price of \$53.20 per share in cash.
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$115.90 per million dollars of the value of the transaction.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:  
Form or Registration No.:  
Filing Party:

\$347,700  
Schedule TO  
Altaba Inc. (f/k/a  
Yahoo! Inc.)  
May 16, 2017

Date Filed:

- Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 4 (this “Amendment”) amends and supplements the Issuer Tender Offer Statement on Schedule TO (together with the amendments and supplements thereto, the “Schedule TO”) originally filed with the U.S. Securities and Exchange Commission by Altaba Inc., a Delaware corporation formerly known as Yahoo! Inc. (“Altaba” or the “Company”), on May 16, 2017, in connection with the offer by Altaba to purchase up to \$3,000,000,000 of shares of its common stock, par value \$0.001 per share (the “Shares”), pursuant to (i) auction tenders (“Auction Tenders”) at prices equal to (A) the Alibaba VWAP (as defined in the Offer to Purchase (as defined below)), multiplied by (B) multiples specified by tendering stockholders not greater than 0.420 nor less than 0.370 (the “Permitted Range”), or (ii) purchase price tenders (“Purchase Price Tenders”) pursuant to which stockholders indicate they are willing to sell their Shares to the Company at the Purchase Price determined in the Offer (as defined below), in either case, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated May 16, 2017, a copy of which was previously filed as Exhibit (a)(1)(A) to the Schedule TO (the “Offer to Purchase”), and in the related Letter of Transmittal, a copy of which was previously filed as Exhibit (a)(1)(B) to the Schedule TO (the “Letter of Transmittal,” which together with the Offer to Purchase, as they may be amended or supplemented from time to time, constitute the “Offer”). This Amendment is the final amendment to the Schedule TO and is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The information contained in the Offer to Purchase and the Letter of Transmittal is hereby incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein.

**Item 4. Terms of the Transaction.**

Item 4 of the Schedule TO is hereby amended and supplemented by inserting at the end thereof the following text:

“Based on the final count by the Depository, a total of 64,514,767 Shares were properly tendered and not properly withdrawn at or below the final Purchase Price of \$53.20 per Share.

In accordance with the terms and conditions of the Offer, the Company accepted for payment, at a Purchase Price of \$53.20, all of the 64,514,767 Shares properly tendered at or below the Purchase Price and not properly withdrawn before the Expiration Date, at an aggregate cost of approximately \$3.4 billion, excluding fees and expenses relating to the Offer. These Shares represent approximately 6.7% of the Company’s issued and outstanding Shares as of June 20, 2017. The Shares expected to be purchased include 56,390,977 Shares for an aggregate Purchase Price of up to \$3.0 billion and an additional 8,123,790 Shares that the Company has elected to purchase pursuant to its right to purchase up to an additional 2% of the Company’s issued and outstanding Shares without extending the Offer.

The Company determined the final Purchase Price of \$53.20 by multiplying the previously announced Alibaba VWAP of \$137.1017 by 0.388, which was the lowest multiple within the Permitted Range at which Shares were tendered or were deemed to have been tendered in the Offer that, when multiplied by the Alibaba VWAP, would enable the Company to purchase the maximum number of Shares properly tendered and not properly withdrawn having an aggregate Purchase Price not exceeding \$3,000,000,000. The Company has purchased an additional 0.85% of the Company’s issued and outstanding Shares that were tendered at the final Purchase Price, pursuant to its right to accept for payment an additional 2% of the Company’s issued and outstanding Shares without extending the Offer.”

**Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding at the end thereof the following text:

“On June 22, 2017, the Company issued a press release announcing the final results of the Offer, which expired at 11:59 p.m., New York City time, on June 16, 2017. A copy of the press release is filed as Exhibit (a)(5)(E) to this Schedule TO and is incorporated herein by reference.”

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**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit to the exhibit index:

(a)(5)(E) Press release dated June 22, 2017 announcing final results of the Offer.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ALTABA INC.

By: /s/ Arthur Chong

Name: Arthur Chong

Title: General Counsel and Secretary

Date: June 22, 2017

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated May 16, 2017.**
(a)(1)(B)	Letter of Transmittal.**
(a)(1)(C)	Form of Notice of Withdrawal.**
(a)(1)(D)	Notice of Guaranteed Delivery.**
(a)(1)(E)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated May 16, 2017.**
(a)(1)(F)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated May 16, 2017.**
(a)(1)(G)	Summary Advertisement, dated May 16, 2017.**
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(A)	Press release dated May 16, 2017 announcing the commencement of the Offer.**
(a)(5)(B)	Press release dated June 8, 2017 announcing the extension of the Offer.**
(a)(5)(C)	Press release dated June 14, 2017 announcing the Alibaba VWAP.**
(a)(5)(D)	Press release dated June 19, 2017 announcing preliminary results of the Offer.**
(a)(5)(E)	Press release dated June 22, 2017 announcing final results of the Offer.*
(b)	None.
(d)(1)	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q filed November 6, 2009).
(d)(2)	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”) (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the SEC on June 27, 2014).
(d)(3)	Form of Stock Option Agreement for Executives, including the Notice of Grant, under the Yahoo! Inc. Stock Plan (incorporated by reference to Exhibit 10.2(C) our Quarterly Report on Form 10-Q filed with the SEC on August 8, 2013).

- (d)(4) Form of Restricted Stock Unit Award Agreement for Executives (version 1), including the Notice of Grant, under the Yahoo! Inc. Stock Plan (incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K filed with the SEC on March 6, 2013).
- (d)(5) Form of Restricted Stock Unit Award Agreement for Executives (version 2), including the Notice of Grant, under the Yahoo! Inc. Stock Plan (incorporated by reference to Exhibit 10.2(R) to our Quarterly Report on Form 10-Q filed with the SEC on May 8, 2014).
- (d)(6) Form of Restricted Stock Unit Award Agreement Letter Amendment between the Company and executives regarding tax withholding elections (incorporated by reference to Exhibit 10.2(P) to our Quarterly Report on Form 10-Q filed with the SEC on November 12, 2013).
- (d)(7) Form of Performance Restricted Stock Unit Award Agreement for Executives (version 1), including the Notice of Grant, under the Yahoo! Inc. Stock Plan (incorporated by reference to Exhibit 10.2 to our Form 8-K filed with the SEC on March 6, 2013).
- (d)(8) Form of Performance Restricted Stock Unit Award Agreement for Executives (version 2), including the Notice of Grant, under the Yahoo! Inc. Stock Plan (incorporated by reference to Exhibit 10.2(S) to our Quarterly Report on Form 10-Q filed with the SEC on May 8, 2014).
- (d)(9) Form of Restricted Stock Unit Award Agreement for Executives (NEO Version), including the Notice of Grant, under the Yahoo! Inc. Stock Plan (incorporated by reference to Exhibit 10.2(J) to our Quarterly Report on Form 10-Q filed May 10, 2016).
- (d)(10) Form of Performance Restricted Stock Unit Award Agreement for Executives (NEO Version), including the Notice of Grant, under the Yahoo! Inc. Stock Plan (incorporated by reference to Exhibit 10.2(K) to our Quarterly Report on Form 10-Q filed May 10, 2016).
- (d)(11) Form of equity award agreement letter amendment, dated April 10, 2016, between the Company and executives clarifying the definition of “change in control” for purposes of outstanding awards under the Yahoo! Inc. Stock Plan (incorporated by reference to Exhibit 10.2(L) to our Quarterly Report on Form 10-Q filed May 10, 2016).
- (d)(12) 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”) (incorporated by reference to Exhibit 10.4(A) to our Quarterly Report on Form 10-Q filed November 7, 2014).
- (d)(13) Form of Director Nonstatutory Stock Option Agreement, including Notice of Grant, under the Yahoo! Inc. Directors’ Stock Plan (incorporated by reference to Exhibit 10.4(B) to our Annual Report on Form 10-K filed February 27, 2015).
- (d)(14) Form of Notice of Restricted Stock Unit Grant and Director Restricted Stock Unit Award Agreement under the Yahoo! Inc. Directors’ Stock Plan (incorporated by reference to Exhibit 10.4(C) to our Annual Report on Form 10-K filed February 27, 2015).
- (d)(15) Yahoo! Inc. Executive Incentive Plan for 2016 (incorporated by reference to Exhibit 10.11(B) to our Quarterly Report on Form 10-Q filed May 10, 2016).
- (d)(16) Form of Amendment to Executive Severance Agreement (incorporated by reference to Exhibit 10.12(B) to our Quarterly Report on Form 10-Q filed May 10, 2016).

- (d)(17) Amended and Restated Yahoo! Inc. Change in Control Employee Severance Plan for Level I and Level II Employees, as amended on December 10, 2008 (incorporated by reference to Exhibit 10.15 to our Annual Report on Form 10-K filed February 27, 2009).
- (d)(18) Amendment, dated April 10, 2016, to Amended and Restated Yahoo! Inc. Change in Control Employee Severance Plan for Level I and Level II Employees (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed April 14, 2016).
- (d)(19) Employment Offer Letter, dated July 16, 2012, between the Company and Marissa A. Mayer (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed July 19, 2012).
- (d)(20) Form of Severance Agreement between the Company and Marissa A. Mayer (incorporated by reference to Exhibit 10.7 to our Current Report on Form 8-K filed March 6, 2013).
- (d)(21) Form of Restricted Stock Unit Award Agreement (Retention and Grant), between the Company and Marissa A. Mayer (incorporated by reference to Exhibit 10.22(C) to our Form 10-Q filed August 9, 2012).
- (d)(22) Performance Stock Option Agreement (Retention Grant), including Notice of Grant, dated November 29, 2012, between the Company and Marissa A. Mayer (incorporated by reference to Exhibit 10.21(D) to our Annual Report on Form 10-K filed March 1, 2013).
- (d)(23) First Amendment, dated April 14, 2014, to Performance Stock Option Agreement (Retention Grant), between the Company and Marissa A. Mayer (incorporated by reference to Exhibit 10.17(K) to our Form 10-Q filed May 8, 2014).
- (d)(24) Second Amendment, dated April 17, 2015, to Performance Stock Option Agreement (Retention Grant), between the Company and Marissa A. Mayer (incorporated by reference to Exhibit 10.15(O) to our Quarterly Report on Form 10-Q filed May 7, 2015).
- (d)(25) Restricted Stock Unit Award Agreement, including Notice of Grant, dated February 27, 2014, between the Company and Marissa A. Mayer (incorporated by reference to Exhibit 10.17(I) to our Quarterly Report on Form 10-Q filed May 8, 2014).
- (d)(26) Performance Restricted Stock Unit Award Agreement, including Notice of Grant, dated February 27, 2014, between the Company and Marissa A. Mayer (incorporated by reference to Exhibit 10.17(J) to our Quarterly Report on Form 10-Q filed May 8, 2014).
- (d)(27) Restricted Stock Unit Award Agreement, including Notice of Grant, dated March 6, 2015, between the Company and Marissa A. Mayer (incorporated by reference to Exhibit 10.15(M) to our Quarterly Report on Form 10-Q filed May 7, 2015).
- (d)(28) Performance Restricted Stock Unit Award Agreement, including Notice of Grant, dated March 6, 2015, between the Company and Marissa A. Mayer (incorporated by reference to Exhibit 10.15(N) to our Quarterly Report on Form 10-Q filed May 7, 2015).
- (d)(29) Third Amendment, dated March 31, 2016, to Performance Stock Option Agreement (Retention Grant), between the Company and Marissa A. Mayer (incorporated by reference to Exhibit 10.16(K) to our Quarterly Report on Form 10-Q filed May 10, 2016).
- (d)(30) Restricted Stock Unit Award Agreement, including Notice of Grant, dated March 7, 2016, between the Company and Marissa A. Mayer (incorporated by reference to Exhibit 10.16(L) to our Quarterly Report on Form 10-Q filed May 10, 2016).

- (d)(31) Performance Restricted Stock Unit Award Agreement, including Notice of Grant, dated March 7, 2016, between the Company and Marissa A. Mayer (incorporated by reference to Exhibit 10.16(M) to our Quarterly Report on Form 10-Q filed May 10, 2016).
- (d)(32) Employment Offer Letter, dated September 23, 2012, between the Company and Ken Goldman (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed September 26, 2012).
- (d)(33) Employment Offer Letter, dated October 19, 2014, between the Company and Lisa Utzschneider (incorporated by reference to Exhibit 10.23 to our Annual Report on Form 10-K filed February 29, 2016).
- (d)(34) Offer Letter, dated March 10, 2017, between the Company and Arthur Chong (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed March 13, 2017).
- (d)(35) Offer Letter, dated March 10, 2017, between the Company and Thomas J. McInerney (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed March 13, 2017).
- (d)(36) Offer Letter, dated March 10, 2017, between the Company and Alexi A. Wellman (incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed March 13, 2017).
- (d)(37) Offer Letter, dated March 10, 2017, between the Company and DeAnn Fairfield Work (incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K filed March 13, 2017).
- (d)(38) Form of Performance Restricted Stock Unit Award Agreement, including Notice of Grant (for certain grants made after the Registrant's entry into the Stock Purchase Agreement with Verizon), under the Yahoo! Inc. Stock Plan (incorporated by reference to Exhibit 10.2(N) to our Quarterly Report on Form 10-Q filed May 9, 2017).
- (d)(39) Resolutions of the Yahoo! Inc. Board of Directors, adopted on March 10, 2017, amending the Directors' Stock Plan in connection with the closing of the Sale Transaction with Verizon (incorporated by reference to Exhibit 10.4(D) to our Quarterly Report on Form 10-Q filed May 9, 2017).
- (d)(40) Form of Restricted Stock Unit Award Amendment under the Directors' Stock Plan in connection with the closing of the Sale Transaction with Verizon (incorporated by reference to Exhibit 10.4(E) to our Quarterly Report on Form 10-Q filed May 9, 2017).
- (d)(41) Form of Notice of Option Exercise Deadline under the Directors' Stock Plan in connection with the closing of the Sale Transaction with Verizon (incorporated by reference to Exhibit 10.4(F) to our Quarterly Report on Form 10-Q filed May 9, 2017).
- (d)(42) Yahoo! Inc. Executive Incentive Plan for 2017 (incorporated by reference to Exhibit 10.12(B) to our Quarterly Report on Form 10-Q filed May 9, 2017).
- (d)(43) Form of Amendment to Executive Severance Agreement in connection with the closing of the Sale Transaction with Verizon (incorporated by reference to Exhibit 10.13(C) to our Quarterly Report on Form 10-Q filed May 9, 2017).
- (g) None.
- (h) None.

\*\* Previously filed.

\* Filed herewith.



FOR IMMEDIATE RELEASE

**ALTABA ANNOUNCES FINAL RESULTS OF TENDER OFFER**

NEW YORK— June 22, 2017 — Altaba Inc. (“Altaba” or the “Company”) (NASDAQ: AABA) announced today the final results of its modified “Dutch auction” self tender offer to purchase up to \$3.0 billion of shares of its common stock, which expired at 11:59 p.m., New York City time, on June 16, 2017.

Based on the final count by Computershare Trust Company, N.A., the depository for the tender offer, a total of 64,514,767 shares of the Company’s common stock were properly tendered and not properly withdrawn at or below the final purchase price of \$53.20 per share.

In accordance with the terms and conditions of the tender offer, the Company accepted for payment, at a purchase price of \$53.20, all of the 64,514,767 shares properly tendered at or below the purchase price and not properly withdrawn before the expiration date, at an aggregate cost of approximately \$3.4 billion, excluding fees and expenses relating to the tender offer. These shares represent approximately 6.7% of the Company’s issued and outstanding shares as of June 20, 2017. The shares accepted for purchase include 56,390,977 shares for an aggregate purchase price of up to \$3.0 billion and an additional 8,123,790 shares that the Company has elected to purchase pursuant to its right to purchase up to an additional 2% of the Company’s issued and outstanding shares without extending the tender offer.

The Company determined the final purchase price of \$53.20 by multiplying the previously announced “Alibaba VWAP” of \$137.1017 by 0.388, which was the lowest multiple within the Company’s specified range at which shares were tendered or were deemed to have been tendered in the tender offer that, when multiplied by the “Alibaba VWAP”, would enable the Company to purchase the maximum number of shares of the Company’s common stock properly tendered and not properly withdrawn having an aggregate purchase price not exceeding \$3,000,000,000. The Company has purchased an additional 0.85% of the Company’s issued and outstanding shares that were tendered at the final purchase price, pursuant to its right to accept for payment an additional 2% of the Company’s issued and outstanding shares without extending the tender offer.

The depository will promptly pay for the shares accepted for purchase. After giving effect to the purchase of the shares, the Company will have outstanding approximately 894,803,145 shares of common stock.

J.P. Morgan Securities LLC served as dealer manager for the tender offer, Innisfree M&A Incorporated is serving as information agent for the tender offer and Computershare Trust Company, N.A. is serving as depository for the tender offer. For more information about the tender offer, please contact Innisfree M&A Incorporated at (877) 750-9498.

**About Altaba Inc.**

Altaba Inc. (NASDAQ: AABA) is an independent, publicly traded, non-diversified, closed-end management investment company registered under the Investment Company Act of 1940. Altaba’s mission is to fully realize the funds’ value for stockholders. The fund’s assets primarily—but not entirely—comprise two visionary investments made by the Company’s founders: the first a substantial investment in Alibaba Group Holding Limited, which has become one of the world’s largest online retailers, and the second in Yahoo Japan Corporation, now a leading Japanese internet company.

Prior to June 19, 2017, Altaba was known as “Yahoo! Inc.” Altaba was created after the sale of its operating businesses, at which time Yahoo! Inc. reorganized as an investment company, was renamed Altaba Inc., and began trading under the Nasdaq ticker symbol AABA.

Visit [www.altaba.com](http://www.altaba.com) for more information.