

YAHOO INC
Form 4
February 27, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kothari Aman S

(Last) (First) (Middle)
C/O YAHOO! INC., 701 FIRST AVENUE
(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
YAHOO INC [YHOO]

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Global Controller & CAO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/25/2014		F		2,881 (1) \$ 37.26	D	
Common Stock	02/25/2014		F		1,626 (2) \$ 37.26	D	
Common Stock	02/25/2014		M(3)		14,193 A \$ 16.5	D	
Common Stock	02/25/2014		S(3)		14,193 D \$ 37.2283 (4)	D	
Common Stock	02/25/2014		F		4,877 (5) \$ 37.26	D	

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Common Stock 02/25/2014 D 12,980
(6) D \$ 0 70,313 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 16.5	02/25/2014		M ⁽³⁾	14,193	<u>(7)</u> 02/25/2018	Common Stock 14,193

Reporting Owners

Reporting Owner Name / Address	Relationships
Kothari Aman S C/O YAHOO! INC. 701 FIRST AVENUE SUNNYVALE, CA 94089	Director 10% Owner Officer Other SVP, Global Controller & CAO

Signatures

/s/ Aman S. 02/27/2014
Kothari

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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Represents shares withheld by Yahoo! Inc. (the "Company") to satisfy tax withholding obligations in connection with the vesting of 7,500 restricted stock units granted to the reporting person on February 25, 2010.

(2) Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of 4,327 restricted stock units granted to the reporting person on February 25, 2011.

(3) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in August 2013.

(4) This transaction was executed in multiple trades during the day at prices ranging from \$37.16 to \$37.29. The weighted-average price is reported above. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(5) Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of 12,980 restricted stock units granted to the reporting person on February 25, 2011.

Represents the forfeiture of performance-based restricted stock units granted to the reporting person on February 25, 2011 that were eligible to vest based on certain financial performance objectives. Upon grant, the target vesting amount was reported in Table 1 of Form

(6) 4. On February 27, 2012, the Company determined that, based on the Company's performance over the applicable performance period, 12,980 stock units would vest on the award's scheduled vesting date (the third anniversary of the date of grant) and 12,980 stock units would be forfeited.

(7) This option, originally representing a right to purchase 42,580 shares, became exercisable as to one-third (1/3) of the shares on February 25, 2012 (the first anniversary of the date of grant), with the remainder becoming exercisable in 2 equal annual installments thereafter.

(8) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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