

YAHOO INC

Form 4

March 03, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAYER MARISSA A

(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)
02/27/2014

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)

Chief Executive Officer

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)
Common Stock	02/27/2014		A	Amount (1) 155,965	A \$ 0 2,493,794	D	
Common Stock	02/27/2014		A	Amount (2) 155,965	A \$ 0 2,649,759	D	
Common Stock	02/27/2014		D	Amount (3) 41,942	D \$ 0 2,607,817	D	
Common Stock	02/27/2014		F	Amount (4) 29,010	D \$ 38.47 2,578,807	D	
Common Stock	02/28/2014		F	Amount (5) 50,387	D \$ 38.67 2,528,420	D	

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYER MARISSA A C/O YAHOO! INC. 701 FIRST AVENUE SUNNYVALE, CA 94089		X	Chief Executive Officer	

Signatures

/s/ Marissa A.
Mayer 03/03/2014

__Signature of
Reporting Person Date

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).

- Represents a grant of restricted stock units under the Yahoo! Inc. ("Company") 1995 Stock Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Yahoo! Inc. common stock. Subject to accelerated vesting in certain
- (1) circumstances, one-third (1/3) of the restricted stock units are scheduled to vest on the first anniversary of the date of grant, with the remainder vesting in 24 equal monthly installments thereafter, as long as the reporting person remains in the service of Yahoo through the respective vesting date.
 - (2) Represents a grant of performance-based restricted stock units under the Yahoo! Inc. 1995 Stock Plan. The target number of units is presented in the table. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances,

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one-third (1/3) of the target number of units are scheduled to vest annually, following each of the 2014, 2015, and 2016 annual performance periods. Each year, the number of units that actually vest will be 0% to 200% of the scheduled amount, depending on the extent to which Yahoo! Inc. meets or exceeds certain financial performance goals. The maximum number of units that may vest over three years is 311,930 (200% of the target number). Vested restricted stock units will be paid in an equal number of shares of Yahoo! Inc. common stock.

- (3) Represents the forfeiture of performance-based restricted stock units granted to the reporting person on February 28, 2013 that were eligible to vest based on certain financial performance objectives. Upon grant, the target vesting amount was reported in Table I of Form 4. On February 27, 2014, the Company determined that, based on the Company's performance over the applicable performance period, 55,597 stock units would vest and 41,942 stock units would be forfeited.
- (4) Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of 55,597 restricted stock units granted to the reporting person on February 28, 2013.
- (5) Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of 96,564 restricted stock units granted to the reporting person on February 28, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.