

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)

02/27/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

SVP, Global Controller & CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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		M ⁽¹⁾	31,487 A	\$ 14.86 101,800	D	
Common Stock	02/27/2014		S ⁽¹⁾	31,487 D	\$ 37.9801 70,313	D	
Common Stock	02/27/2014		S ⁽¹⁾	15,423 D	\$ 37.9749 54,890	D	
Common Stock	02/27/2014		A	25,994 A	\$ 0 80,884	D	
	02/27/2014		A	A	\$ 0 106,878	D	

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Common Stock				25,994 (5)			
Common Stock	02/27/2014	D		1,366 (6)	D	\$ 0	105,512 D
Common Stock	02/27/2014	F		1,832 (7)	D	\$ 38.47	103,680 D
Common Stock	02/27/2014	F		4,141 (8)	D	\$ 38.47	99,539 D
Common Stock	02/28/2014	F		2,544 (9)	D	\$ 38.67	96,995 D
Common Stock	02/28/2014	S(1)		1,679	D	\$ 38.56	95,316 D

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 14.86	02/27/2014		M(1)	31,487	(10) 02/27/2019	Common Stock 31,487

Reporting Owners

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

SUNNYVALE, CA 94089

Signatures

/s/ Aman S.
Kothari

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

This transaction was executed in multiple trades during the day at prices ranging from \$37.80 to \$38.19. 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.
- (2) This transaction was executed in multiple trades during the day at prices ranging from \$37.80 to \$38.19. 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.

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 circumstances, one-fourth (1/4) of the restricted stock units are scheduled to vest on the first anniversary of the date of grant, with the remainder vesting in 36 equal monthly installments thereafter, as long as the reporting person remains in the service of Yahoo through the respective vesting date.
- (4) 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, one-fourth (1/4) of the target number of units are scheduled to vest annually, following each of the 2014, 2015, 2016 and 2017 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 four years is 51,988 (200% of the target number). Vested restricted stock units will be paid in an equal number of shares of Yahoo! Inc. common stock.
- (5) 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, 3,511 stock units would vest and 1,366 stock units would be forfeited.
- (6) Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of 3,511 restricted stock units granted to the reporting person on February 28, 2013.
- (7) Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of 7,937 restricted stock units granted to the reporting person on February 27, 2012.
- (8) Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of 4,877 restricted stock units granted to the reporting person on February 28, 2013.
- (9) This option, originally representing a right to purchase 94,460 shares, became exercisable as to one-third (1/3) of the shares on February 27, 2013 (the first anniversary of the date of grant), with the remainder becoming exercisable in 2 equal annual installments thereafter.
- (10) Not Applicable.
- (11)

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.