

YAHOO INC  
Form 4  
July 25, 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  
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response... 0.5

(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)

**07/23/2014**

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	07/23/2014		M <sup>(1)</sup>	36,000	A \$ 18.87	2,526,929	D
Common Stock	07/23/2014		S <sup>(1)</sup>	36,000	D \$ 33.8102	2,490,929	D
					(2)		

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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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)
Employee Stock Option (Right to Buy)	\$ 18.87	07/23/2014		M <sup>(1)</sup>	36,000	<sup>(3)</sup> 11/29/2019	Common Stock 36,000

## 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  
07/25/2014

\_\_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 November 2013.  
This transaction was executed in multiple trades during the day at prices ranging from \$33.7561 to \$33.85. 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 performance-based stock option under the Yahoo! Inc. ("Company") Stock Plan vested as to 477,229 options on July 26, 2013 and 401,076 options on January 26, 2014, based on the Company's performance over the applicable performance periods. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, up to 100% of the remaining target amount of 507,692 options is scheduled to vest on January 26, 2015 depending on the extent to which the Company meets certain financial performance goals.
- (3) Not applicable.
- (4) 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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