

YAHOO INC

Form S-8

September 11, 2014

As filed with the Securities and Exchange Commission on September 11, 2014

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Yahoo! Inc.

(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction of**

incorporation or organization)

701 First Avenue

**77-0398689
(I.R.S. Employer**

Identification No.)

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Sunnyvale, California 94089

(Address of Principal Executive Offices) (Zip Code)

Flurry, Inc. Amended and Restated 2005 Stock Option Plan

(Full title of the plan)

Ronald S. Bell, Esq.

General Counsel and Secretary

Yahoo! Inc.

701 First Avenue

Sunnyvale, California 94089

(Name and address of agent for service)

(408) 349-3300

(Telephone number, including area code, of agent for service)

COPIES TO:

Ken Goldman

J. Jay Herron, Esq.

Chief Financial Officer

O Melveny & Myers LLP

Yahoo! Inc.

610 Newport Center Drive, Suite 1700

701 First Avenue

Newport Beach, California 92660

Sunnyvale, California 94089

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting

company in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer ..
Non-accelerated filer .. (Do not check if a smaller reporting company)	Smaller reporting company ..

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock of Yahoo! Inc. issuable upon exercise of assumed stock options under the Flurry Plan	178,183 shares (1)	\$11.508567 (2)	\$2,050,631(2)	\$264.12

- (1) This Registration Statement covers, in addition to the number of shares of Yahoo! Inc., a Delaware corporation (the Company or the Registrant), common stock, par value \$0.001 per share (the Common Stock), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Flurry, Inc. Amended and Restated 2005 Stock Option Plan (the Flurry Plan), as a result of one or more adjustments under the Flurry Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act, based on the weighted average exercise price of options outstanding under the Flurry Plan.

The Exhibit Index for this Registration Statement is at page 6.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference (excluding any portions of such documents that have been furnished but not filed for purposes of the Securities Exchange Act of 1934, as amended (the "Exchange Act")):

- (a) The Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2013 filed with the Commission on February 28, 2014 (Commission File No. 000-28018);
- (b) The Company's Quarterly Reports on Form 10-Q for its fiscal quarters ended March 31, 2014 and June 30, 2014 filed with the Commission on May 8, 2014 and August 7, 2014, respectively (each, Commission File No. 000-28018);
- (c) The Company's Current Reports on Form 8-K filed with the Commission on January 15, 2014, March 27, 2014, April 11, 2014, June 27, 2014, July 15, 2014 (with respect only to Item 1.01 and the related exhibit), and August 12, 2014 (each, Commission File No. 000-28018); and
- (d) The description of the Company's Common Stock contained in its Registration Statement on Form 8-A filed with the Commission on March 12, 1996, as updated by the Company's Current Report on Form 8-K filed with the Commission on August 11, 2000 (each, Commission File No. 000-28018), and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Section 145 of the General Corporation Law of the State of Delaware (the "DGCL") allows for the indemnification of officers, directors and other corporate agents in terms sufficiently broad to indemnify such persons under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. Article XII of the Company's amended and restated certificate of incorporation and Article VI of the Company's bylaws authorize indemnification of the Company's directors, officers, employees and other agents to the extent and under the circumstances permitted by the DGCL.

The Company has entered into indemnification agreements with its directors and certain officers that will require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers to the fullest extent not prohibited by law.

The Company maintains liability insurance for the benefit of its officers and directors.

The above discussion of the DGCL and of the Company's amended and restated certificate of incorporation, bylaws, and indemnification agreements is not intended to be exhaustive and is qualified in its entirety by such statute, amended and restated certificate of incorporation, bylaws and indemnification agreements.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

See the attached Exhibit Index at page 6, which is incorporated herein by reference.

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and

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(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided however, that Paragraphs (a)(1)(i) and (a)(1)(ii) of this Section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, executive officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 above, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on September 11, 2014.

YAHOO! INC.

By: /s/ Ken Goldman
Ken Goldman
Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Ken Goldman and Ronald S. Bell, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Marissa A. Mayer	Chief Executive Officer, President and Director (Principal Executive Officer)	September 11, 2014
Marissa A. Mayer		
/s/ Ken Goldman	Chief Financial Officer (Principal Financial Officer)	September 11, 2014
Ken Goldman		
/s/ Aman S. Kothari	SVP, Global Controller and Chief Accounting Officer (Principal Accounting Officer)	September 11, 2014
Aman S. Kothari		
/s/ Maynard G. Webb, Jr.	Chairman of the Board	September 11, 2014
Maynard G. Webb, Jr.		

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/s/ David Filo	Director	September 11, 2014
David Filo		
/s/ Susan M. James	Director	September 11, 2014
Susan M. James		
/s/ Max R. Levchin	Director	September 11, 2014
Max R. Levchin		
/s/ Thomas J. McInerney	Director	September 11, 2014
Thomas J. McInerney		
/s/ Charles R. Schwab	Director	September 11, 2014
Charles R. Schwab		
/s/ H. Lee Scott, Jr.	Director	September 5, 2014
H. Lee Scott, Jr.		
/s/ Jane E. Shaw	Director	September 11, 2014
Jane E. Shaw		

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4.1*	Flurry, Inc. Amended and Restated 2005 Stock Option Plan (the Flurry Plan).
4.2(a)*	Form of Stock Option Agreement (for U.S. optionees) under the Flurry Plan.
4.2(b)*	Form of Stock Option Agreement for Non-U.S. Optionees under the Flurry Plan.
4.2(c)*	Form of Stock Option Agreement (early exercise feature) under the Flurry Plan.
4.3*	Form of Option Holder Notice and Acknowledgement.
5.1*	Opinion of O Melveny & Myers LLP (opinion of counsel).
23.1*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Counsel (included in Exhibit 5.1).
24.1	Power of Attorney (included in this Registration Statement under Signatures).

* Filed herewith.