

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15 (d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT: November 15, 2001

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### YAHOO! INC.

(Exact name of registrant as specified in its charter)

0-26822

(Commission File Number)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

77-0398689  
(I.R.S. Employer Identification No.)

701 FIRST AVE.  
SUNNYVALE, CALIFORNIA 94089  
(Address of principal executive offices, with zip code)

(408) 349-3300  
(Registrant's telephone number, including area code)

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#### Item 5. Other Events

On November 14, 2001 Yahoo! Inc., a Delaware corporation ("Yahoo!"), announced the appointment of Gary L. Wilson and Ronald W. Burkle to its Board of Directors. A copy of Yahoo!'s press release announcing these appointments is attached as Exhibit 99.1 hereto and incorporated by reference herein.

On November 15, 2001, Yahoo! held its third annual financial analyst conference during which the company reaffirmed its business outlook for the fourth quarter and full year 2001, as announced on October 10, 2001, and provided its business outlook for the full year 2002. A copy of Yahoo!'s press release announcing this information is attached as Exhibit 99.2 hereto and incorporated by reference herein.

The press releases filed as exhibits to this report include "safe harbor" language pursuant to the Private Securities Litigation Reform Act of 1995, as amended, indicating that certain statements about the Company's business contained in the press releases are "forward-looking" rather than "historic." The press releases also state that a more thorough discussion of certain factors which may affect the forward-looking statements regarding the Company is included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000 and Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2001, which are on file with the Securities and Exchange Commission and available at the Securities and Exchange Commission's website (<http://www.sec.gov>).

#### Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

##### (c) Exhibits.

99.1 Press Release dated November 14, 2001.

99.2 Press Release dated November 15, 2001.

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#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

YAHOO! INC.

Date: November 16, 2001

By: /s/ Susan Decker

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Susan Decker  
Senior Vice President, Finance and

**YAHOO! INC.**

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated November 14, 2001.
99.2	Press Release dated November 15, 2001.

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## Yahoo! Appoints Two New Board Members

### *Gary L. Wilson and Ronald W. Burkle Join Yahoo! Board of Directors*

**SUNNYVALE, Calif.—Nov. 14, 2001**—Yahoo! Inc. (Nasdaq: YHOO), a leading global Internet communications, commerce and media company, today announced the appointment of Gary L. Wilson and Ronald W. Burkle to its Board of Directors.

"The expansion of Yahoo!'s Board of Directors ensures the company will continue to benefit from a diversity of experience and opinions. After an extensive search, we determined Gary and Ron were the best candidates because of their proven leadership skills, broad management experience in established companies, and their reputation as independent thinkers," said Terry Semel, chairman and chief executive officer, Yahoo! Inc.

Wilson, 61, is chairman of the Board of Directors of Northwest Airlines, the world's fourth largest airline and known for its innovative use of technology to increase, speed, convenience and choice for its passengers. Wilson is also a director of The Walt Disney Company. A seasoned executive, Wilson worked with Disney for 15 years, and served as chief financial officer from 1985 to 1990. Previously, Wilson served for 11 years in executive positions at Marriott Corp., including executive vice president and chief financial officer responsible for strategic planning, financial management, and corporate development and operations. In addition, he serves on the board of trustees at Duke University, the board of overseers at The Wharton School at the University of Pennsylvania, and as a member of the board of the National Collegiate Athletic Association Foundation (NCAA). Wilson holds a bachelor's degree from Duke University and an MBA from The Wharton School at University of Pennsylvania.

"Gary's leadership experience at such well known companies as Northwest Airlines, The Walt Disney Company and Marriott Corporation will be a valuable asset as we evolve Yahoo!'s business. In addition to his broad financial and general management expertise, as chairman of Northwest, Gary championed their industry leading Internet strategy," said Semel.

Burkle, 48, is founder and managing partner of The Yucaipa Companies, widely known for its leadership in acquisitions, mergers and management of large retail and distribution companies. With Yucaipa, Burkle has led and completed major mergers such as Fred Meyer, Inc. and The Kroger Company, forming the largest supermarket company in the United States. Yucaipa is also the controlling shareholder of Alliance Entertainment Corporation, a distributor of music, videos, DVDs, electronic games and digital content into retail environments. Burkle is a member of the boards of KB Home Corporation and Occidental Petroleum Corporation. Some of his numerous other positions include: Co-Chairman of the Burkle Center for International Relations at UCLA; Trustee of the J. Paul Getty Trust; Member of the Board of the Carter Center; Trustee of the John F. Kennedy Center for the Performing Arts; member of the Executive Board for the Medical Sciences at UCLA; and, Member of the Board of AIDS Project Los Angeles. Burkle has received honors and awards including the AFL-CIO Humanitarian of the Year and The Los Angeles Urban League Whitney M. Young Award.

"Ron's entrepreneurial accomplishments and deal making skills will help Yahoo! take advantage of new growth opportunities. Ron brings a balanced perspective through his strong understanding of traditional businesses and the learning he has gained from his investments in Internet and new media companies," said Semel.

These additions increase the number of Yahoo! directors to 10. In addition to Wilson and Burkle, the members of Yahoo!'s board are Terry Semel, chairman and chief executive officer, Jerry Yang, co-founder and Chief Yahoo; Jeff Mallett, president and chief operating officer; Tim Koogle, former chairman and chief executive officer, Yahoo!; Art Kern, a founder, chairman and CEO of American Media; Michael Moritz, general partner of Sequoia Capital; Eric Hippeau, president and executive managing director at Softbank International Ventures; and Ed Kozel, managing partner of Open Range Ventures.

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#### About Yahoo!

Yahoo! Inc. is a leading global Internet communications, commerce and media company that offers a comprehensive branded network of services to more than 210 million individuals each month worldwide. As the first online navigational guide to the Web, [www.yahoo.com](http://www.yahoo.com) is the leading guide in terms of traffic, advertising, household and business user reach. Yahoo! is the No. 1 Internet brand globally and reaches the largest audience worldwide. The company also provides online business and enterprise services designed to enhance the productivity and Web presence of Yahoo!'s clients. These services include Corporate Yahoo!, a popular customized enterprise portal solution; audio and video streaming; store hosting and management; and Web site tools and services. The company's global Web network includes 24 World properties. Headquartered in Sunnyvale, Calif., Yahoo! has offices in Europe, Asia, Latin America, Australia, Canada and the United States.

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#### Press Contacts:

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## Yahoo! Reaffirms 2001 Business Outlook and Provides 2002 Business Outlook

**SUNNYVALE, Calif.—November 15, 2001**—Yahoo! Inc. (Nasdaq: YHOO) today held its third annual financial analyst conference during which the company reaffirmed its business outlook for the fourth quarter and full year 2001, as announced on October 10, 2001, and provided its business outlook for the full year 2002. Yahoo! expects revenues for the fourth quarter 2001 to be between \$160 and \$180 million, thereby implying a range of \$688 to \$708 million for the full year 2001. In the fourth quarter 2001, Yahoo! expects pro forma earnings before interest, depreciation and amortization (EBITDA) to range from a \$5 million loss to a \$10 million profit and pro-forma earnings per share (EPS) to be approximately breakeven to \$0.01. For the full year 2001, pro forma EBITDA is expected to be between \$10 million to \$25 million and pro-forma EPS in the range of \$0.04 to \$0.06.

Yahoo! expects revenues for the full year 2002 to be between \$725 and \$785 million. Additionally, Yahoo! expects pro forma EBITDA to range from \$35 to \$75 million.

The individual presentations given throughout the analyst meeting were webcast live earlier today. The webcast will be available in a video archive for two weeks at <http://www.yahoo.com/info/investor>.

The Business Outlook for the company will be available on the company's Investor Relations Web site throughout the current quarter. It is currently expected the full Business Outlook will not be updated until the release of Yahoo!'s next quarterly earnings announcement; however, Yahoo! reserves the right to update the full Business Outlook or any portion thereof at any time for any reason.

### About Yahoo!

Yahoo! Inc. is a leading global Internet communications, commerce and media company that offers a comprehensive branded network of services to more than 218 million individuals each month worldwide. As the first online navigational guide to the Web, [www.yahoo.com](http://www.yahoo.com) is the leading guide in terms of traffic, advertising, household and business user reach. Yahoo! is the No. 1 Internet brand globally and reaches the largest audience worldwide. The company also provides online business and enterprise services designed to enhance the productivity and Web presence of Yahoo!'s clients. These services include Corporate Yahoo!, a popular customized enterprise portal solution; audio and video streaming; store hosting and management; and Web site tools and services. The company's global Web network includes 24 World properties. Headquartered in Sunnyvale, Calif., Yahoo! has offices in Europe, Asia, Latin America, Australia, Canada and the United States.

This press release and the information it references contain forward-looking statements related to, among other things, Yahoo!'s expected financial performance (as described without limitation in the Business Outlook and quotations from management in this press release), strategic and operational plans, future market share, plans to invest, prospects for the internet generally, expenditures for advertising specifically and other expectations, beliefs, intentions or future strategies, including those that are signified by the words "expects," "anticipates," "intends," "believes," or similar language. These forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including, without limitation, the slower spending environment for advertising sales; the actual increases in demand by customers for Yahoo!'s premium and corporate services; the ability to successfully change the customer mix among Yahoo!'s advertising customers; general economic conditions; the ability to adjust to changes in personnel, including management changes; and the dependence upon third parties for technology, content and distribution. These forward-looking statements and all information set forth in this release and the information it references is as of November 15, 2001, and Yahoo! undertakes no duty to update this information or to revise or publicly release the results of any revision to these forward-looking statements. More information about potential factors that could affect the company's business and financial results is included in the company's Annual Report on Form 10-K for the fiscal

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year ended Dec. 31, 2000 and Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2001, including (without limitation) under the captions, "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," which are on file with the Securities and Exchange Commission (the "SEC") and available at the SEC's website at [www.sec.gov](http://www.sec.gov).

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