FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20049

STATEMENT	OF CHANGE	S IN BENEFICIAL	OWNERSHIP

OMB APPROVAL

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Estimated average burden hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Last) (First) (Middle) (Middle) (CO YAHOO! INC. 701 FIRST AVENUE (Street) SUNNYVALE CA 94089 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year	Name and Address of Reporting Person* Utzschneider Lisa					2. Issuer Name and Ticker or Trading Symbol YAHOO INC [YHOO]									Check	all app	licable)	ng Person(s) to Is 10% C Other			
City State Case StunnyVale Case	C/O YAHOO! INC.														A	belov	below)		below)		
Common Stock 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Date (Instr. 4) 5. Amount of Securities (D) (Instr. 4) 5. Number of Date (Month/Day/Year) 5. Number of Date (Month/Day/Year) 5. Number of Derivative Securities (Month/Day/Year) 5. Number of Derivative Securities (Month/Day/Year) 5. Date Exercisable and Expiration Date (Month/Day/Year) 5. Number of Derivative Securities (Month/Day/Year) 5. Number of Derivative	(Street)			4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								X Form filed by One Reporting Person Form filed by More than One Reporting								
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Date (Month/Day/Year) 6. Date Exercisable and Executities Date (Month/Day/Year) 6. Date Exercisable and Executities Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 8. Price of Oberivative Securities Deneticially Owned (Month/Day/Year) 8. Price of Date (Month/Day/Year) 8. Price of Date (Month/Day/Year) 8. Price of Derivative Securities Deneticially Owned (Month/Day/Year) 8. Price of Derivative Securities Deneticially Owned (Month/Day/Year) 8. Price of Derivative Securities Deneticially Owned (Month/Day/Year) 9. Number of Expiration Date (Month/Day/Year) 1. Title of Date (Month/Day/Year) 1. Title of Derivative Securities Date (Month/Day/Year) 1. Transaction Date (Month/Day/Year) 1. Transaction Date (Month/Day/Year) 1. Nature (Month/Day/Year) 2. Number of Execution Date (Month/Day/Year) 3. Number of Securities (Month/Day/Year) 4. Securities (Month/Day/Year) 5.	(City)	(\$	State) (Zip)													1 013	011			
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Common Stock O1/18/2017 F 1,475(1) D \$42.03 582,323 D	Date					Executio ay/Year) if any		ecution Date, ny		Transaction Disposed Code (Instr. 5)					4 and Sec Ber Ow		ties cially d Following	Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership	
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) or Exercise Price of Derivative Security Security Security 1. Title of Derivative Securities Security (Instr. 3) or Exercise Price of Derivative Security (Instr. 3) Amount or Security (Instr. 3) and 4) 1. Title and Amount of Securities Securities Securities Securities Securities Securities Securities Security (Instr. 3) Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 1. Title and Amount of Securities Securities Securities Securities Securities Securities Security (Instr. 3) Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 1. Natt Of In										v	Amount		(A) or (D)	Price		Transaction(s)				(msu. 4)	
1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security (Security Security Securit	Common	Stock			01/18/	8/2017				F		1,475 ⁽¹⁾ D		\$42	.03	3 582,323		D			
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	Derivative Security (Instr. 3) Price of Derivative Date (Month/Day/Year) Frice of Derivative Execution if any (Month/Day/Year)			Date,	Transaction Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date			Amount of Securities Underlying Derivative Security (Instr. and 4)		ount	Deriv Secu	ivative urity tr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	(D) rect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

Explanation of Responses:

1. Represents shares withheld by Yahoo! Inc. to satisfy tax withholding obligations in connection with the vesting of 3,315 restricted stock units granted to the reporting person on December 3, 2014.

/s/ Lisa Utzschneider

01/20/2017

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.