UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

Yahoo! Inc.

(Name of Issuer)

Common Stock, par value $0.00017 per share
(Title of Class of Securities)

984332-10-6
(CUSIP Number)

RONALD FISHER
SOFTBANK HOLDINGS INC.
10 LANGLEY ROAD, SUITE 403
NEWTON CENTER, MA 02159
(617) 928-9300

STEPHEN A. GRANT, ESQ.
SULLIVAN & CROMWELL
125 BROAD STREET
NEW YORK, NY 10004
(212) 558-4000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

February 16, 1999
(Date of Event which Requires Filing of this Statement)

If a filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(continued on following pages)

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

SOFTBANK America Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| (b) |_|

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |_|

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 56,265,128(1)
	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER 56,265,128(1)
	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,265,128(1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |_|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

28.1%(1)

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14 TYPE OF REPORTING PERSON

HC, CO

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

SOFTBANK Holdings Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| (b) |_|

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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14 TYPE OF REPORTING PERSON

HC, CO

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

SOFTBANK Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| (b) |_|

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |_|

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Japan

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 56,356,630(1)
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	9	SOLE DISPOSITIVE POWER 56,356,630(1)
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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |_|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

28.1%(1)

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14 TYPE OF REPORTING PERSON

HC, CO

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Masayoshi Son

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| (b) |_|

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |_|

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Japan

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28.1%(1)

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14 TYPE OF REPORTING PERSON

IN

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Mr. Masayoshi Son, a Japanese citizen, SOFTBANK Corp., a Japanese corporation ("Softbank"), SOFTBANK Holdings Inc., a Delaware corporation ("SBH") and SOFTBANK America Inc., a Delaware corporation ("SB America" and, together with Mr. Son, Softbank and SBH, the "Reporting Persons"), hereby amend and restate the report on Schedule 13D for the Reporting Persons, dated January 12, 1999 (the "Original Schedule 13D"), filed by the Reporting Persons and MAC Inc. with respect to the Common Stock, par value $0.00017 per share (the "Common Stock"), of Yahoo! Inc., a California corporation (the "Issuer"), beneficially owned by them.

Item 1. Security and Issuer.

This amendment to and restatement of Schedule 13D (this "Statement") relates to the Common Stock. The principal executive offices of the Issuer are located at 3420 Central Expressway, Suite 201, Santa Clara, California 95051.

Item 2. Identity and Background.

SB America, a Delaware corporation, is a wholly owned subsidiary of SBH, a Delaware corporation. SBH is a wholly owned subsidiary of Softbank, a Japanese corporation. As of December 31, 1998, Mr. Son, a Japanese citizen, owned, directly or indirectly, an approximate 43.3% interest in Softbank.

Mr. Son's principal occupation is president and chief executive officer of Softbank and his business address is c/o SOFTBANK Corp., 24-1 Nihonbashi-Hakozakicho, Chuo-Ku, Tokyo 103-8501, Japan. Softbank's principal businesses include the provision of information and distribution services and infrastructure for the digital information industry, the distribution of computer software and network products and the publication of Japanese computer technology magazines. The principal business of SBH and SB America is to serve as holding companies for operations and investments of Softbank.

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None of the Reporting Persons, nor, to their best knowledge and belief, any of their respective executive officers or directors, has during the last five years been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Annexes A-1, A-2 and A-3 hereto set forth the business address of SB America, SBH and Softbank, respectively, and with respect to each executive officer and director of SB America, SBH and Softbank, respectively, the following information: (a) name, (b) residence or business address, (c) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted and (d) citizenship.

Item 3. Source and Amount of Funds or Other Consideration.

After conversion of SBH's preferred stock upon completion of the Issuer's initial public offering of securities pursuant to an effective registration statement and prospectus dated April 12, 1996, SBH held 9,515,228 shares of Common Stock. After a 3-for-2 stock split effective August 11, 1997, SBH held 14,272,842 shares of Common Stock.

On December 31, 1997, SBH entered into a Stock Purchase Agreement with GeoCities Inc., a California corporation ("GeoCities"), the Issuer and Sellers (as defined therein) (the "GeoCities Stock Purchase Agreement") which was filed as an exhibit to the Registration Statement on Form S-1 dated July 21, 1998 filed by GeoCities. The GeoCities Stock Purchase Agreement is incorporated by reference into this Item 3. Pursuant to the GeoCities Stock Purchase Agreement, SBH exchanged 350,000 shares of Common Stock for 600,000 shares of common stock, par value $0.0005 per share, of GeoCities. Pursuant to a Registration Statement on Form S-3 dated January 8, 1998, SBH sold 150,000 shares of Common Stock on January 21, 1998 and 320,000 shares of Common Stock on January 26, 1998 to fund second and third purchases of GeoCities common stock.

On July 7, 1998, pursuant to a Stock Purchase Agreement dated as of even date therewith between the Issuer and SBH, SBH purchased 1,363,440 shares of Common Stock for $250 million. SBH used its net working capital to fund this acquisition. After a 2-for-1 stock split effective July 31, 1998, SBH owned 29,632,564 shares of Common Stock.

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On October 20, 1998 the Issuer merged with Yoyodyne Entertainment Inc., a Delaware corporation ("Yoyodyne"). Pursuant to an Agreement and Plan of Merger dated as of October 9, 1998, SVI SOFTBANK Ventures, Inc., a Japanese corporation ("SVI") and wholly owned subsidiary of Softbank, received 45,751 shares of Common Stock and warrants for 6,999 shares of Common Stock exercisable immediately at $0.31 per share that expire on September 30, 2007 in exchange for 1,306,000.8 Yoyodyne Class A Preferred Shares and warrants for 218,117 shares of Yoyodyne Common Stock.

On December 31, 1998, pursuant to a subscription agreement, SBH contributed 29,632,564 shares of Common Stock to SB America.

Except as described above, none of the persons listed in the Annexes hereto contributed any funds or other consideration towards the purchase of the Common Stock.

Item 4. Purpose of the Transaction.

On February 16, 1999, SB America agreed to a block trade sale of 1,717,111 shares of Common Stock to Goldman, Sachs & Co. and sold 1,282,889 shares in brokers' transactions through Goldman, Sachs & Co. These transactions are scheduled to settle on February 19, 1999. See Item 5.

Each Reporting Person expects to evaluate on an ongoing basis the Issuer's financial condition, business operations and prospects, market price of the Common Stock, conditions in securities markets generally, general economic and industry conditions and other factors. Accordingly, each Reporting Person reserves the right to change its plans and intentions at any time, as it deems appropriate. In particular, each Reporting Person may, at any time and from time to time: acquire additional Common Stock or securities convertible or exchangeable for Common Stock; dispose of shares of Common Stock; and/or enter into privately negotiated derivative transactions with institutional counterparties to hedge the market risk of some or all of its positions in the Common Stock. Any such transactions may be effected at any time and from time to time subject to any applicable limitations of the Securities Act of 1933, as amended (the "Securities Act"), and the contractual restrictions described in Item 6. To the knowledge of each Reporting Person, each of the persons listed on Annex A-1, Annex A-2 and A-3 hereto may make the same evaluation and reserves the same rights.

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As of the date of the filing of this statement, none of the Reporting Persons, nor, to their best knowledge and belief, any of their respective executive officers or directors, has any other plan or proposal which relates to or would result in any of the actions set forth in parts (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) The percentage interest held by each Reporting Person presented below is based on the number of shares of Common Stock reported to be outstanding as of February 15, 1999 communicated to the Reporting Persons by the Issuer (the "Outstanding Shares").

On February 5, 1999, the Issuer effected a two-for-one stock split pursuant to which SB America received one additional share of Common Stock for each share it owned on the record date of January 22, 1999. As of the date of the filing of this statement, SB America beneficially owns, and SBH, Softbank and Mr. Son may be deemed to beneficially own through SB America, 56,265,128 shares of Common Stock, representing approximately 28.1% of the Outstanding Shares.

On February 16, 1999, SB America sold 1,282,889 shares of Common Stock through Goldman, Sachs & Co., who acted on an agency basis for the account of SB America, in brokers' transactions at various market prices for aggregate gross proceeds (before deduction of brokers' commissions) of approximately $183,438,000. In addition, following the execution of these brokers' transactions, SB America sold 1,717,111 shares to Goldman, Sachs & Co. in a block trade sale at an average price per share of $134. These transactions are scheduled to close on February 19, 1999. After giving effect to such sales, the percentage interests of the Reporting Persons are as set forth below.

SVI beneficially owns, and Softbank and Mr. Son may be deemed to beneficially own through SVI, 91,502 shares of Common Stock, representing approximately less than 0.1% of the Outstanding Shares.

Softbank and Mr. Son may be deemed to beneficially own through SB America, SBH and SVI 56,356,630 shares of Common Stock representing approximately 28.1% of the Outstanding Shares.

Except as described in this Statement, neither SVI nor any of the Reporting Persons, nor, to the best knowledge and belief of the Reporting Persons, any of their respective executive officers or directors beneficially owns any Common Stock or securities convertible into Common Stock.

(b) Each Reporting Person has the power to vote or direct the vote and dispose or direct the disposition of the Common Stock beneficially owned by such Reporting Person as indicated in pages 2 through 6 above. SVI, Mr. Son and Softbank each has the sole power to vote or direct the vote and dispose or direct the disposition of the Common Stock beneficially owned by SVI.

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(c) Except as described in this Statement, none of the Reporting Persons, nor, to their best knowledge and belief, any of their respective executive officers or directors, has effected any transaction in the Common Stock during the past 60 days.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Pursuant to a Standstill and Voting Agreement dated as of March 12, 1996, between the Issuer and SBH, which is filed as an exhibit to this Statement and incorporated by reference into this Item 6, SBH is prohibited from purchasing additional shares of the Issuer's capital stock without the written consent of a majority of the Issuer's Board of Directors if such purchase would result in SBH owning more than 35% of the Issuer's capital stock (assuming the exercise of all outstanding options and warrants to purchase capital stock). The restrictions terminate on March 12, 2001 or earlier in the event that the Issuer's founders, David Filo and Jerry Yang, own beneficially less than 2,500,000 shares of the Issuer's Common Stock, in the aggregate. Also, SBH's maximum permitted percentage ownership increases to 49.5% of the Issuer's capital stock (excluding options and warrant to purchase capital stock) in the event that Messrs. Filo and Yang beneficially own in the aggregate less than 4,000,000 shares of Common Stock. The agreements also prohibit SBH from disposing of shares representing more than 5% of the Issuer's capital stock without approval of the Issuer's Board of Directors (other than in public market sales under Rule 144 or pursuant to a registration statement filed by the Issuer).

The Purchasers (including, as defined therein, SBH) and the Issuer entered into a Second Amended and Restated Investor Rights Agreement, dated as of March 12, 1996 (the "Investor Rights Agreement"), which is filed as an exhibit to this Statement and incorporated by reference into this Item 6. The Investor Rights Agreement provides SBH with the right to require the Issuer to register any or all of the Common Stock held by it in a public offering pursuant to the Securities Act. Such registration is subject to the right of the Issuer to delay any exercise by SBH of this right for a period of up to 180 days if, in the Issuer's judgment, the Issuer or any financing, acquisition, corporate reorganization or other material transaction by the Issuer or any of its subsidiaries then being conducted or about to be conducted would be adversely affected. Pursuant to the Investor Rights Agreement, SBH also has the right to "piggyback" or include its Common Stock in any registration of Common Stock made by the Issuer.

The Amendment to Second Amended and Restated Investor Rights Agreement dated July 7, 1998 among the Issuer and the Purchasers (including, as defined therein, SBH), which is filed as an exhibit to this Statement and incorporated by reference into this Item 6, specifically included in the rights granted to SBH under the Investor Rights Agreement the shares purchased pursuant to the Stock Purchase Agreement dated July 7, 1998 between the Issuer and SBH which was filed as an exhibit to the Original Schedule 13D and is incorporated by reference into this Item 6.

In a Subscription Agreement, dated December 31, 1998, between SBH and SB America, which is filed as an exhibit to this Statement and incorporated by reference into this Item 6, SBH subscribed to 100 shares of Common Stock of SB America for a purchase price of $10 per share. As an additional contribution to capital, SBH assigned and transferred to SB America all of its right, title and interest in, inter alia, the Common Stock, free and clear of all liens, encumbrances, equities or claims.

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Except as described in this Statement or in the exhibits hereto, none of the Reporting Persons nor, to their best knowledge and belief, any of their respective directors or executive officers, is a party to any other contract, arrangement, understanding or relationship with respect to any securities of the
Issuer.

Item 7. Material to be filed as Exhibits.

1. Second Amended and Restated Investor Rights Agreement, dated as of March 12, 1996, among Yahoo! Inc., and the Purchasers (as defined therein) (incorporated by reference to Exhibit 1 to the Original Schedule 13D).

2. Stock Purchase Agreement, dated July 7, 1998 between the Issuer and SOFTBANK Holdings, Inc. (incorporated by reference to Exhibit 2 to the Original Schedule 13D).

3. Form 10-Q of Yahoo! Inc. filed on July 17, 1998 (incorporated by reference to Exhibit 3 to the Original Schedule 13D).

4. Amendment to Second Amended and Restated Investor Rights Agreement, dated as of July 7, 1998, between Yahoo! Inc. and the Holders (as defined therein) (incorporated by reference to Exhibit 4 to the Original Schedule 13D).

5. Subscription agreement by SOFTBANK Holdings Inc. to SOFTBANK America Inc. dated December 31, 1998 (incorporated by reference to Exhibit 5 to the Original Schedule 13D).

6. Joint Filing Agreement (incorporated by reference to Exhibit 6 to the Original Schedule 13D).

7. Stock Purchase Agreement, dated as of December 31, 1997, among GeoCities, the Issuer and SBH and Sellers (as defined therein) (incorporated by reference to Exhibit 10.24 to the Form S-1 dated July 21, 1998 filed by GeoCities).

8. Agreement and Plan of Merger dated as of October 9, 1998, among the Issuer, YO Acquisition Corp. and Yoyodyne (incorporated by reference to Exhibit 8 to the Original Schedule 13D).

9. Standstill and Voting Agreement dated as of March 12, 1996, between the Issuer and SBH (incorporated by reference to Exhibit 9 to the Original Schedule 13D).

10. Power of Attorney (incorporated by reference to Exhibit 24 to the Statement on Schedule 13G filed by Softbank, Mr. Son and SVI on February 18, 1998 with respect to Concentric Network Corporation).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I
certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 1999

SOFTBANK AMERICA INC.

By: /s/ Stephen A. Grant

Attorney-in-fact

SOFTBANK HOLDINGS INC.

By: /s/ Stephen A. Grant

Secretary

SOFTBANK CORP.

By: /s/ Stephen A. Grant

Attorney-in-fact

MASAYOSHI SON

By: /s/ Stephen A. Grant

Attorney-in-fact

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ANNEX A-1

The name, position and present principal occupation of each director and executive officer of SOFTBANK America Inc. are set forth below.

The business address for SB America and the executive officers and directors listed below is SOFTBANK America Inc., 300 Delaware Avenue, Suite 900, Wilmington, DE 19801.

All executive officers and directors listed below are United States citizens, except Mr. Son, Hitoshi Hasegawa and Yoshitaka Kitao, who are citizens of Japan.

Name	Position	Present Principal Occupation
Masayoshi Son	Chairman and Director	President and Chief Executive Officer of SOFTBANK Corp.
Yoshitaka Kitao	Director	Executive Vice President and Chief Financial Officer of SOFTBANK Corp.
Ronald Fisher	Vice Chairman and Director	Vice Chairman of SOFTBANK Holdings Inc.
Steven Murray	Treasurer	Controller of SOFTBANK Holdings Inc.
Hitoshi Hasegawa	Secretary	General Counsel of SOFTBANK Corp.

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ANNEX A-2

The name, position and present principal occupation of each director and executive officer of SOFTBANK Holdings Inc. are set forth below.

The business address of SOFTBANK Holdings Inc. and the executive officers and directors listed below is SOFTBANK Holdings., 10 Langley Road, Suite 403, Newton Center, MA 02159. The principal business addresses of STV IV LLC, Ziff-Davis, Inc. and Sullivan & Cromwell are: STV IV LLC, 333 W. San Carlos Street, Suite 1225, San Jose, CA 95110; Ziff-Davis Inc., One Park Avenue, New York, New York 10016; and Sullivan & Cromwell, 125 Broad Street, New York, New York 10004.

All executive officers and directors listed below are United States citizens, except Mr. Son and Yoshitaka Kitao, who are citizens of Japan.

Name	Position	Present Principal Occupation
Masayoshi Son	Chairman and Director	President and Chief Executive Officer of SOFTBANK Corp.
Yoshitaka Kitao	Director	Executive Vice President and Chief Financial Officer of SOFTBANK Corp.
Ronald Fisher	Vice Chairman and Director	Vice Chairman of SOFTBANK Holdings Inc.
Gary Reischel	Senior Vice President	Executive Managing Director, STV IV LLC
Stephen A. Grant	Secretary	Partner, Sullivan & Cromwell
Thomas L. Wright	Vice President and Treasurer	Treasurer of Ziff-Davis Inc.
Louis DeMarco	Vice President - Tax	Vice President - Tax
Charles R. Lax	Vice President	Managing Director, STV IV LLC

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ANNEX A-3

The name, position and present principal occupation of each director and executive officer of SOFTBANK Corp. are set forth below.

The business address of SOFTBANK Corp. and the executive officers and directors listed below is SOFTBANK Corp., 24-1 Nihonbashi-Hakozakicho, Chuo-Ku, Tokyo 103-8501, Japan. The addresses of PASONA SOFTBANK Inc., Yahoo Japan Corporation and Heiwa Corporation are: PASONA SOFTBANK Inc., Shinjuku Mines Tower 28F, 2-1-1
Yoyogi, Sibuyaku-ku, Tokyo 151-8517; Yahoo Japan Corporation, 3-42-3, Nihonbashi-Hamcho, Chuo-ku, Tokyo 103 Japan; and Heiwa Corporation, 2-3014-8 Hirosawa-cho, Kiryu, Gunma 376, Japan.

All executive officers and directors listed below are Japanese citizens, except Ronald Fisher and Eric Hippeau, who are citizens of the United States.

Name	Position	Present Principal Occupation
Masayoshi Son	President, Chief Executive Officer and Director	President and Chief Executive Officer of SOFTBANK Corp.
Yoshitaka Kitao	Executive Vice President, Chief Financial Officer and Director	Executive Vice President and Chief Financial Officer of SOFTBANK Corp.
Ken Miyauchi	Executive Vice President, Software & Network Products Division and Director	Executive Vice President, Software & Network Products Division of SOFTBANK Corp.
Makoto Okazaki	Executive Vice President, Publishing Division and Director	Executive Vice President, Publishing Division of SOFTBANK Corp.

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Name	Position	Present Principal Occupation
Norikazu Ishikawa	Executive Vice President, Human Resources & General Affairs Division and Director	Executive Vice President, Human Resources & General Affairs Division of SOFTBANK Corp.
Takashi Eguchi	Director	President, Chief Executive Officer of PASONA SOFTBANK Inc.
Masahiro Inoue	Director	President, Chief Executive Officer of Yahoo Japan Corporation
Ronald Fisher	Director	Vice Chairman of SOFTBANK Holdings Inc.
Eric Hippeau	Director	Chairman and Chief Executive Officer, Ziff-Davis Inc.
Mitsuo Sano	Full-Time Corporate Auditor	Full-Time Corporate Auditor of SOFTBANK Corp.
Katsura Sato	Corporate Auditor	Corporate Auditor of SOFTBANK Corp.
Saburo Kobayashi	Corporate Auditor	Full-Time Corporate Auditor of Heiwa Corporation
Hidekazu Kubokawa	Corporate Auditor	Certified Public Accountant, Licensed Tax Accountant

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End of Filing

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