

SOHU COM INC
Form 8-K
July 02, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): June 27, 2012

SOHU.COM INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

(Of incorporation)

0-30961
(Commission)

(File Number)

98-0204667
(I.R.S. Employer)

(Identification No.)

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Level 12, Sohu.com Internet Plaza

No. 1 Unit Zhongguancun East Road, Haidian District

Beijing 100084

People's Republic of China

(011) 8610-6272-6666

(Address, including zip code, of registrant's principal executive offices and registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On June 27, 2012, the registrant, through its wholly-owned subsidiary Sohu.com (Search) Limited, entered into a Series A Preferred Share Purchase Agreement (the "Share Purchase Agreement") with Alibaba Investment Limited (Alibaba) pursuant to which the registrant agreed to purchase from Alibaba, and Alibaba agreed to sell to the registrant, 24,000,000 Series A Preferred Shares of the registrant's majority-owned online search and browser subsidiary Sogou Inc., which shares represent approximately 10.88% of the outstanding share capital of Sogou Inc., for a purchase price of \$25,800,000. The transaction contemplated by the Share Purchase Agreement closed on June 29, 2012.

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 hereunto duly authorized.

DATED: July 2, 2012

SOHU.COM INC.

By:

/s/ CAROL YU

Carol Yu

Co-President and Chief Financial Officer