

SOHU COM INC  
Form 8-K  
June 20, 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 15, 2012**

**SOHU.COM INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
  
Of incorporation)

**0-30961**  
(Commission  
  
File Number)

**98-0204667**  
(I.R.S. Employer  
  
Identification No.)

**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 5.07. Submission of Matters to a Vote of Security Holders.**

The following proposals were submitted to the stockholders of Sohu.com Inc. ( Sohu ) at the annual meeting of stockholders held on June 15, 2012:

1. Election of two directors, to serve for a two-year term or until their earlier death, resignation or removal;
2. Advisory resolution approving Sohu's executive compensation; and
3. Ratification of the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as Sohu's independent auditors for the fiscal year ending December 31, 2012.

Information regarding the foregoing proposals is incorporated by reference herein from Sohu's proxy statement filed with the SEC on April 27, 2012.

**Proposal 1.** The number of votes cast for and withheld from the two persons nominated for election as directors, and the number of non-votes, are as follows:

Nominee	For	Withheld	Non-Votes
Dr. Edward B. Roberts	18,893,291	4,199,160	4,585,680
Dr. Zhonghan Deng	19,361,714	3,730,737	4,585,680

Dr. Roberts and Dr. Deng were both elected as directors.

**Proposal 2.** The number of votes cast for and against the advisory resolution approving the compensation paid to Sohu's named executive officers, as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the compensation tables, the narrative discussion, and any related material disclosed in Sohu's proxy statement filed with the SEC on April 27, 2012, and the number of abstentions and non-votes, are as follows:

For	Against	Abstentions	Non-Votes
22,821,405	229,562	41,484	4,585,680

The stockholders voted in favor of the advisory resolution approving the compensation paid to Sohu's named executive officers.

**Proposal 3.** The number of votes cast for and against ratification of the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as Sohu's independent auditors, and the number of abstentions and non-votes, are as follows:

For	Against	Abstentions	Non-Votes
27,478,414	146,747	52,970	0

The ratification of the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as Sohu's independent auditors was approved.

**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: June 20, 2012

SOHU.COM INC.

By:

/S/ CAROL YU  
Carol Yu  
Co-President and Chief Financial Officer