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SOHU COM INC  
Form SC 13D/A  
May 01, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO  
FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 1) \*

SOHU.COM INC.

-----  
(Name of Issuer)

Common Stock, \$0.001 par value

-----  
(Title of Class of Securities)

83408W 10 3

-----  
(CUSIP Number)

F. Thomas Dunlap, Jr.  
Senior Vice President, General Counsel and Secretary  
Intel Corporation  
2200 Mission College Boulevard  
Santa Clara, CA 95052  
Telephone: (408) 765-8080

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

April 11, 2001

-----  
(Date of Event which Requires  
Filing of this Statement)

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

\*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 the 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 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1. NAME OF REPORTING PERSON      Intel Corporation  
S.S. OR I.R.S. IDENTIFICATION NO. OF      94-1672743  
ABOVE PERSON
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF      (a) [ ]  
A GROUP\*\*      (b) [ ]
3. SEC USE ONLY
4. SOURCE OF FUNDS\*\*      WC
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    7.      SOLE VOTING POWER      -0-  
SHARES
- BENEFICIALLY    8.      SHARED VOTING POWER      -0-  
OWNED BY
- EACH      9.      SOLE DISPOSITIVE POWER      -0-  
REPORTING
- PERSON WITH    10.      SHARED DISPOSITIVE POWER      -0-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY      -0-  
EACH REPORTING PERSON
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW      [ ]  
(11) EXCLUDES CERTAIN SHARES\*\*
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN      0%  
ROW (11)
14. TYPE OF REPORTING PERSON      CO

\*\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Intel Corporation ("Intel" or the "Reporting Person") hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on April 13, 2001, with respect to the Common Stock (the "Common Stock") of Sohu.com, Inc. ("Sohu" or the "Issuer").

Item 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation (the "Reporting Person")

(b) Address of Principal Business Office:

2200 Mission College Boulevard  
Santa Clara, CA 95052-8119

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(c) Principal Business:

Manufacturer of microcomputer components, modules and systems.

(d) Criminal Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been convicted in any criminal proceeding.

(e) Civil Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any 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.

(f) State of Incorporation: Delaware

Attached hereto as Appendix A is information required by this Item 2 with respect to the executive officers and directors of the Reporting Person. All such individuals are U.S. citizens, except as otherwise indicated on Appendix A.

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Item 5. Interest in Securities of the Issuer.

(a) Number of Shares Beneficially Owned: 0 shares

Percent of Class: 0%

(b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: -0-

(c) Recent Transactions:

The Reporting Person sold 3,073,750 shares of Common Stock at a purchase price of \$1.18 per share to Hong Kong Jade Bird Science and Technology Limited pursuant to a Securities Purchase Agreement entered into April 11, 2001.

(d) Rights with Respect to Dividends or Sales Proceeds: N/A

(e) Date of Cessation of Five Percent Beneficial Ownership: April 11, 2001

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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 as of April 26, 2001

INTEL CORPORATION

By: /s/F. Thomas Dunlap, Jr.

-----  
F. Thomas Dunlap, Jr.  
Senior Vice President,  
General Counsel and  
Secretary

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APPENDIX A

DIRECTORS

The following is a list of all Directors of Intel Corporation and certain other information with respect to each Director. All Directors are United States citizens except as indicated below.

Name: Craig R. Barrett

Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: President and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

Name: John Browne

Business Address: BP Amoco p.l.c., Britannic House, 1 Finsbury Circus, London EC2M 7BA

Principal Occupation: Group Chief Executive

Name, principal business and address of: BP Amoco p.l.c., an integrated oil company. Britannic House, 1 Finsbury Circus London EC2M 7BA

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corporation or  
other  
organization in  
which employment  
is conducted:

Citizenship: British

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Name: Winston H. Chen

Business Address: Paramitas Foundation, 3945 Freedom Circle,  
Suite 760, Santa Clara, CA 95054

Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: Paramitas Foundation, a charitable foundation.  
3945 Freedom Circle, Suite 760  
Santa Clara, CA 95054

Name: Andrew S. Grove

Business Address: Intel Corporation, 2200 Mission College  
Boulevard, Santa Clara, CA 95052

Principal Occupation: Chairman of the Board of Directors

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of  
microcomputer components, modules and systems.  
2200 Mission College Boulevard  
Santa Clara, CA 95052

Name: D. James Guzy

Business Address: The Arbor Company, 1340 Arbor Road, Menlo  
Park, CA 94025

Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: The Arbor Company, a limited partnership  
engaged in the electronics and computer  
industry.  
1340 Arbor Road  
Menlo Park, CA 94025

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organization in  
which employment  
is conducted:

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Name:                      Gordon E. Moore

Business                      Intel Corporation, 2200 Mission College  
Address:                      Boulevard, Santa Clara, CA 95052

Principal                      Chairman Emeritus of the Board of Directors  
Occupation:

Name, principal              Intel Corporation, a manufacturer of  
business and                      microcomputer components, modules and systems.  
address of                      2200 Mission College Boulevard  
corporation or                      Santa Clara, CA 95052  
other  
organization in  
which employment  
is conducted:

Name:                      David S. Pottruck

Business                      The Charles Schwab Corporation, 101 Montgomery  
Address:                      Street, San Francisco, CA 94104

Principal                      President and Co-Chief Executive Officer  
Occupation:

Name, principal              The Charles Schwab Corporation, a financial  
business and                      services provider  
address of                      101 Montgomery Street  
corporation or                      San Francisco, CA 94104  
other  
organization in  
which employment  
is conducted:

Name:                      Jane E. Shaw

Business                      AeroGen, Inc., 1310 Orleans Drive, Sunnyvale,  
Address:                      CA 94089

Principal                      Chairman and Chief Executive Officer  
Occupation:

Name, principal              AeroGen, Inc., a private company specializing  
business and                      in controlled delivery of drugs to the lungs  
address of                      1310 Orleans Drive  
corporation or                      Sunnyvale, CA 94089  
other  
organization in  
which employment  
is conducted:

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Name:                    Leslie L. Vadasz

Business                Intel Corporation, 2200 Mission College  
Address:                Boulevard, Santa Clara, CA 95052

Principal                Executive Vice President; President, Intel  
Occupation:            Capital

Name, principal        Intel Corporation, a manufacturer of  
business and            microcomputer components, modules and systems.  
address of                2200 Mission College Boulevard  
corporation or          Santa Clara, CA 95052  
other  
organization in  
which employment  
is conducted:

Name:                    David B. Yoffie

Business                Harvard Business School, Morgan Hall 215,  
Address:                Soldiers Field Park Road, Boston, MA 02163

Principal                Max and Doris Starr Professor of International  
Occupation:            Business Administration

Name, principal        Harvard Business School, an educational  
business and            institution.  
address of                Morgan Hall 215, Soldiers Field Park Road  
corporation or          Boston, MA 02163  
other  
organization in  
which employment  
is conducted:

Name:                    Charles E. Young

Business                University of Florida, 226 Tigert Hall, P.O.  
Address:                Box 113150, Gainesville, FL 32610

Principal                President of the University of Florida  
Occupation:

Name, principal        University of Florida  
business and            226 Tigert Hall  
address of                P.O. Box 113150  
corporation or          Gainesville, FL 32610  
other  
organization in  
which employment  
is conducted:

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### EXECUTIVE OFFICERS

The following is a list of all executive officers of Intel Corporation excluding executive officers who are also directors. Unless otherwise indicated, each officer's business address is 2200 Mission College Boulevard, Santa Clara, California 95052-8119, which address is Intel Corporation's business address.

Name: Andy D. Bryant  
Title: Executive Vice President; Chief Financial and Enterprise Services Officer

Name: Sean M. Maloney  
Title: Executive Vice President; General Manager, Intel Communications Group

Name: Paul S. Otellini  
Title: Executive Vice President; General Manager, Intel Architecture Business Group

Name: Michael R. Splinter  
Title: Executive Vice President; General Manager, Sales and Marketing Group

Name: F. Thomas Dunlap, Jr.  
Title: Senior Vice President, General Counsel and Secretary

Name: Robert J. Baker  
Title: Vice President; Co-General Manager, Technology and Manufacturing Group

Name: Arvind Sodhani  
Title: Vice President, Treasurer