

**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): October 27, 2004

**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.)

**7 Jianguomen Nei Avenue  
Bright China Chang An Building  
Tower 2, Room 1519  
Beijing 100005  
People's Republic of China  
(011) 8610-6510-2160**

(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 October 27, 2004, we entered into loan and share pledge agreements with each of Deng Xiufeng and Zhou Jing. Each of Mr. Deng and Ms. Zhou is an employee of Sohu.com Inc.

Pursuant to the agreements, we extended loans of \$701,691 to Mr. Deng and \$506,038 to Ms. Zhou to purchase all of the shares of Beijing Goodfeel Information Technology Co., Ltd. ("Goodfeel"), which shares are currently held by two of our variable interest entities. Mr. Deng will purchase 58.1% of the shares and Ms. Zhou will purchase 41.9% of the shares.

The agreements contain provisions that, subject to PRC law, (i) the loans can only be repaid to us by transferring the shares to us, (ii) the shares cannot be transferred without our approval, and (iii) we have the right to appoint all directors and senior management personnel of Goodfeel. Mr. Deng and Ms. Zhou have pledged all of their shares in Goodfeel as collateral for the loans and the loans bear no interest and are due on demand after October 2006 or at such time as Mr. Deng or Ms. Zhou, as the case may be, is not an employee of Sohu.

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: November 2, 2004

SOHU.COM INC.

By: /s/ Carol Yu

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Carol Yu  
Chief Financial Officer