
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the month of September 2019
Commission File Number: 000-38511

SOHU.COM LIMITED

(Exact name of registrant as specified in its charter)

Level 18, Sohu.com Media Plaza
Block 3, No. 2 Kexueyuan South Road, Haidian District
Beijing 100190, People's Republic of China
+86-10-6272-6666
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): No

Press Release

On September 9, 2019, the registrant announced that the registrant has submitted to the board of directors of its majority-owned subsidiary Changyou.com Limited (NASDAQ:CYOU) (“Changyou”) a preliminary non-binding proposal to acquire all of the outstanding Class A ordinary shares of Changyou, including Class A ordinary shares represented by American Depositary Shares (“ADSs”), that are not already owned by the registrant for a purchase price of US\$5.00 per Class A ordinary share, or US\$10.00 per ADS, in cash in a “going-private” transaction. Copies of the registrant’s preliminary non-binding proposal and of the press release issued by the registrant regarding the proposal are submitted herewith as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

Safe Harbor Statement

This report on Form 6-K may contain forward-looking statements. Statements that are not historical facts, including statements about the registrant’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. The registrant cautions you that a number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. There can be no assurance that the registrant will make any definitive offer to Changyou, that any definitive agreement relating to the registrant’s proposal will be entered into between the registrant and Changyou, or that a transaction based on the registrant’s proposal or any other similar transaction will be approved or consummated.

Exhibits.

99.1 [Preliminary Non-Binding Proposal dated September 9, 2019](#)

99.2 [Press Release issued by the registrant on September 9, 2019](#)

SIGNATURE

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.

Sohu.com Limited

By: /s/ Joanna Lv

Name: Joanna Lv

Title: Chief Financial Officer

Date: September 9, 2019

September 9, 2019

The Board of Directors
Changyou.com Limited
Changyou Building, Raycom Creative Industrial Park
No. 65 Bajiao East Road, Shijingshan District
Beijing 100043, People's Republic of China

Re: Preliminary Non-binding Proposal to Acquire Changyou.com Limited

Dear Members of Changyou.com Limited Board of Directors:

Sohu.com Limited, a Cayman Islands company ("Sohu," "us" or "we") and the ultimate parent and controlling shareholder of Changyou.com Limited, a Cayman Islands company ("Changyou"), is pleased to submit this preliminary non-binding proposal (this "Proposal") to acquire all of the outstanding Class A ordinary shares of Changyou, including Class A ordinary shares represented by American depositary shares ("ADSs"), each of which represents two Class A ordinary shares, that are not already owned by us on the principal terms and conditions described in this Proposal (the "Acquisition").

We believe that this Proposal provides a very attractive opportunity to Changyou's shareholders. Although this Proposal does not entail a change of control transaction, this Proposal represents a premium of 69% over the closing price of Changyou's ADSs on September 6, 2019 and a premium of 57% over the average closing price of Changyou's ADSs during the last 30 trading days.

The terms and conditions upon which we are prepared to pursue the Acquisition are set forth below. We are confident in our ability to consummate an Acquisition as outlined in this Proposal:

1. **Sohu as Sole Acquiror.** We will be the sole purchaser in the Acquisition. Please also note that we are interested only in pursuing the Acquisition and are not interested in selling our Changyou shares or in participating in any other transaction involving Changyou. As we hold all of the Class B ordinary shares of Changyou that are currently outstanding, the Acquisition, if completed as proposed, would result in Changyou becoming an indirect wholly-owned subsidiary of Sohu, and Changyou's ADSs would be delisted from the NASDAQ Global Select Market.
2. **Purchase Price and Acquisition.** We propose to acquire all of the outstanding Class A ordinary shares of Changyou, including Class A ordinary shares represented by ADSs, that are not already owned by us at a purchase price equal to US\$5.00 per Class A ordinary share, or US\$10.00 per ADS, in cash. We will form an indirect subsidiary for the purpose of implementing the Acquisition. As we hold over 90% of the total voting power in Changyou, the Acquisition will be in the form of a short-form statutory merger with Changyou of the indirect subsidiary to be formed by us, in accordance with section 233(7) of the Companies Law (as amended) of the Cayman Islands.

3. **Financing.** We intend to finance the Acquisition with a combination of debt financing and our existing cash. Debt financing is expected to be provided by loans from one or more third-party financial institutions. We are confident that we can timely secure adequate financing to consummate the Acquisition. To this end, we have received indications from potential sources of debt financing that, subject to customary assumptions and conditions, they are highly confident that they will be able to arrange financing for the Acquisition. We expect that commitments for the debt financing, subject to customary assumptions, terms, and conditions, will be in place when the Definitive Agreements (as defined below) are executed.
4. **Due Diligence.** We and parties providing financing will require a timely opportunity to conduct customary due diligence on Changyou. We request that the board of directors of Changyou (the “Changyou Board”) accommodate such due diligence request and approve the provision of confidential information relating to Changyou and its business, including its subsidiaries and variable interest entities, to possible sources of debt financing subject to a customary form of confidentiality agreement.
5. **Definitive Agreements.** We are prepared to negotiate and finalize a plan of merger and other definitive agreements (the “Definitive Agreements”) expeditiously. Our Proposal is subject to execution of the Definitive Agreements, which are expected to include provisions typical for short-form statutory merger transactions of this type.
6. **Process.** We believe that the Acquisition will provide value to Changyou’s shareholders. At the same time, we recognize that the Changyou Board will evaluate our Proposal and the Acquisition independently before it can make its determination whether to endorse it. Given our position as Changyou’s controlling shareholder, we believe it is prudent and in the best interests of Changyou for the Changyou Board to establish a special committee of independent members of the Changyou Board to consider our Proposal and the Acquisition (the “Special Committee”). We also expect that the Special Committee would retain independent legal and financial advisors to assist it in its work.
7. **Confidentiality.** We intend to submit to the Securities and Exchange Commission (the “SEC”) a Form 6-K disclosing this Proposal, and we expect that Changyou will issue a press release, and submit to the SEC a corresponding Form 6-K, disclosing its receipt of this Proposal from us. However, we are sure you will agree with us that it is in all of our interests and those of Changyou’s public shareholders to ensure that our discussions relating to the Acquisition proceed in a strictly confidential manner, unless otherwise required by law, until we have executed the Definitive Agreements or terminated our discussions.
8. **No Binding Commitment.** This Proposal is not a binding offer, agreement, or agreement to make a binding offer or agreement at any point in the future. This Proposal is our preliminary indication of interest and does not contain all matters upon which agreement must be reached in order to consummate the proposed Acquisition, nor does it create any binding rights or obligations of any person. The parties will be bound only upon the execution of mutually agreeable definitive documentation.

In closing, we would like to express our commitment to working together to bring the proposed Acquisition to a successful and timely conclusion. Should you have any questions regarding this Proposal, please do not hesitate to contact us. We look forward to hearing from you.

Sincerely,

Sohu.com Limited

By: /s/ Charles Zhang
Name: Charles Zhang
Title: Chief Executive Officer and Chairman of the Board
of Directors

Sohu.com Announces Delivery of A Preliminary Non-binding Proposal to Acquire Changyou.com Limited

BEIJING, September 9, 2019 –Sohu.com Limited (NASDAQ: SOHU) (“Sohu” or the “Company”), China’s leading online media, video, search and gaming business group, today announced that it has submitted to the board of directors of its majority-owned subsidiary Changyou.com Limited (NASDAQ: CYOU) (“Changyou”), a leading online game developer and operator in China, a preliminary non-binding proposal to acquire all of the outstanding Class A ordinary shares of Changyou, including Class A ordinary shares represented by American Depositary Shares (“ADSs”), that are not already owned by Sohu for a purchase price of US\$5.00 per Class A ordinary share, or US\$10.00 per ADS, in cash. As Sohu holds all of the Class B ordinary shares of Changyou that are currently outstanding, the proposed transaction, if completed, would result in Changyou becoming a privately-held, indirect wholly-owned subsidiary of Sohu, and Changyou’s ADSs would be delisted from the NASDAQ Global Select Market.

The proposed purchase price represents a premium of 69% over the closing price of Changyou’s ADSs on September 6, 2019 and a premium of 57% over the average closing price of Changyou’s ADSs during the last 30 trading days.

As Sohu holds over 90% of the total voting power in Changyou, the proposed acquisition would be in the form of a short-form statutory merger of a newly-formed indirect wholly-owned subsidiary of Sohu with Changyou in accordance with section 233(7) of the Companies Law (as amended) of the Cayman Islands. Sohu has advised Changyou’s board of directors that Sohu is interested only in pursuing the acquisition outlined in its proposal and is not interested in selling its Changyou shares or in participating in any other transaction involving Changyou.

Sohu expects that Changyou’s board of directors will form a special committee composed solely of independent directors to consider Sohu’s proposal with the assistance of an outside financial advisor and legal counsel and to negotiate the proposal on behalf of Changyou.

The proposal indicates that it is Sohu’s preliminary indication of interest and does not contain all matters upon which agreement must be reached in order to consummate the proposed transaction, nor does it create any binding rights or obligations of any person. The parties will be bound only upon the execution of mutually agreeable definitive documentation. Accordingly, there can be no assurance that the proposal made by Sohu will result in completion of the proposed transaction or a similar transaction, or as to the terms upon which any transaction, if a transaction is completed, may occur.

Goulston & Storrs PC is acting as international transaction counsel and U.S. securities counsel, and Conyers Dill & Pearman is acting as Cayman Islands legal counsel to Sohu in connection with the proposal.

Safe Harbor Statement

This press release may contain forward-looking statements. Statements that are not historical facts, including statements about Sohu’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. There can be no assurance that Sohu will make any definitive offer to Changyou, that any definitive agreement relating to Sohu’s proposal will be entered into between Sohu and Changyou, or that a transaction based on Sohu’s proposal or any other similar transaction will be approved or consummated.

Additional Information and Where to Find It

This press release is not intended to be a substitute for any transaction statement or other filings that may be made with the Securities and Exchange Commission (the “SEC”).

In connection with its proposal, Sohu intends to file, and expects Changyou to file, relevant materials with the SEC with respect to the proposed transaction, including a plan of merger and a transaction statement on Schedule 13E-3, if an agreement is reached with respect to a negotiated transaction. Changyou shareholders are urged to read all such documents that may be filed with the SEC, including the plan of merger and Sohu’s and Changyou’s transaction statement, if and when they become available, because they will contain important information about the proposed transaction. Sohu’s and Changyou’s shareholders will be able to obtain the documents, if and when they become available, free of charge at the SEC’s web site, <http://www.sec.gov>, and Changyou’s shareholders will receive information at an appropriate time on how to obtain transaction-related documents, if and when they become available, free of charge from Changyou.

About Sohu.com Limited

Sohu.com Limited (NASDAQ: SOHU) is China’s premier online brand and indispensable to the daily life of millions of Chinese, providing a network of web properties and community based/web 2.0 products which offer the vast Sohu user community a broad array of choices regarding information, entertainment and communication. Sohu has built one of the most comprehensive matrices of Chinese language web properties and proprietary search engines, consisting of the mass portal and leading online media destination www.sohu.com; interactive search engine www.sogou.com; developer and operator of online games www.changyou.com/en/ and online video website tv.sohu.com.

Sohu’s corporate services consist of online brand advertising on Sohu’s matrix of websites as well as bid listing and home page on its in-house developed search directory and engine. Sohu also provides multiple news and information services on mobile platforms, including Sohu News App and the mobile news portal m.sohu.com. Sohu’s online game subsidiary, Changyou.com (NASDAQ: CYOU) develops and operates a diverse portfolio of PC and mobile games, such as Tian Long Ba Bu (“TLBB”), one of the most popular PC games in China. Changyou also owns and operates the 17173.com Website, a game information portal in China. Sohu’s online search subsidiary Sogou (NYSE: SOGO) has grown to become the second largest search engine by mobile queries in China. It also owns and operates Sogou Input Method, the largest Chinese language input software. Sohu.com, established by Dr. Charles Zhang, one of China’s internet pioneers, is in its twenty-third year of operation.

For investor and media inquiries, please contact:

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