
**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): August 9, 2010

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.)

**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))
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Item 8.01. Other Events.

On August 9, 2010, Sohu.com Inc. (“Sohu”) announced that it has entered into a preliminary, non-binding term sheet for the possible sale to strategic investors of a minority interest of preferred shares in Sohu’s Sogou online search business. A copy of the press release issued by the registrant regarding the foregoing is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The exhibit listed below is being furnished with this Form 8-K.

<u>Exhibit Number</u>	<u>Description</u>
10.1	Press Release dated August 9, 2010

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: August 9, 2010

SOHU.COM INC.

By: _____ /s/ CAROL YU
Carol Yu
Co-President and Chief Financial Officer



**SOHU.COM Announces Signing of Non-Binding Term Sheet
for Strategic Investment in Sogou Search Business**

BEIJING, CHINA, August 9, 2010 – Sohu.com Inc. (NASDAQ: SOHU), China's leading online media, communications, search, online games and wireless value-added services group, today announced that it has entered into a preliminary, non-binding term sheet for the possible sale to strategic investors, including Alibaba Group¹ and Yunfeng Fund L.P.² (collectively referred to as "Ali"), of a minority interest of preferred shares in Sohu's Sogou online search business. The non-binding term sheet also contemplates that certain members of Sohu's executive management, including Dr. Charles Zhang, Sohu's Chairman and Chief Executive Officer, will participate in the transaction as investors. If the proposed transaction is completed, Sogou will use the net proceeds from investors to further develop its business.

Proposed terms would involve issuing Sogou shares to Ali and Dr. Charles Zhang's investment fund, representing approximately 16 percent, respectively, of Sogou on a fully-diluted basis. Sohu would then maintain 68 percent of Sogou. The amount of the proposed investment and pricing were not announced. Sohu and Sogou would also establish a share incentive program for Sogou management and key employees as well as certain members of Sohu's executive management. The non-binding term sheet is subject, among other things, to the proposed strategic investors' satisfactory completion of due diligence and the parties' negotiation, preparation, and execution of definitive investment documentation. Key pricing and other terms also are subject to approval by Sohu's audit committee, which is composed solely of independent directors. Sohu's audit committee and full board, with Dr. Charles Zhang abstaining, have given preliminary approval to the proposed transaction, subject to the completion and review of a third-party appraisal of the Sogou search business.

There can be no assurance that definitive investment documents will be entered into by the parties, or that the proposed transaction will be completed.

¹ Alibaba Group is a family of Internet-based businesses that includes business-to-business international trade, online retail and payment platforms and data-centric cloud computing services.

² A venture capital fund, started by Mr. Jack Ma and Mr. Feng Yu.

Safe Harbor Statement

This announcement may contain forward-looking statements. Statements that are not historical facts, including statements about Sohu's beliefs and expectations, are forward-looking statements. These statements are based on current plans, estimates and projections, and therefore you should not place undue reliance on them. 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. Potential risks and uncertainties include, but are not limited to, the risk that the proposed investment transaction, which is non-binding on the parties, will be abandoned by the parties and never completed.

About Sohu.com

Sohu.com Inc. (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; #1 games information portal www.17173.com; the top real estate website www.focus.cn; #1 online alumni club www.chinaren.com; wireless value-added services provider www.goodfeel.com.cn; leading online mapping service provider www.go2map.com; and developer and operator of online games www.changyou.com.

Sohu corporate services consist of brand advertising on its matrix of websites as well as paid listing and bid listing on its in-house developed search directory and engine. Sohu also offers wireless value-added services such as news, information, music, ringtone and picture content sent over mobile phones. The Company's massively multiplayer online role-playing game (MMORPG) subsidiary, Changyou.com (NASDAQ: CYOU), currently operates five online games, including the in-house developed Tian Long Ba Bu, one of the most popular online games in China, and the licensed Blade Online, Blade Hero 2, Da Hua Shui Hu and Zhong Hua Ying Xiong. Sohu.com, established by Dr. Charles Zhang, one of China's internet pioneers, is in its fourteenth year of operation.

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