

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D
(Rule 13d-101)

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

Sohu.com Inc.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

83408W103

(CUSIP Number)

Joseph S. Rosen
Goulston & Storrs, P.C.
400 Atlantic Avenue
(617) 574-3589
(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

March 13, 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 subject to 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 [].

(Continued on following pages)

* 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 in the remainder of this cover page shall not be deemed to be "filed" for the purposes 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 (however, see the Notes).

(Page 1 of 30 Pages)

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Charles Zhang

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 PF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 People's Republic of China

SOLE VOTING POWER

7
NUMBER OF
SHARES

9,063,000

SHARED VOTING POWER

8
BENEFICIALLY
OWNED BY

23,457,804

SOLE DISPOSITIVE POWER

9
EACH
REPORTING
PERSON

9,063,000

SHARED DISPOSITIVE POWER

10
WITH

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

9,063,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

25.3

TYPE OF REPORTING PERSON

14

IN

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Nicholas Negrofonte

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

SOLE VOTING POWER

NUMBER OF

7

816,842

SHARES

SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

23,457,804

EACH

SOLE DISPOSITIVE POWER

REPORTING

9

816,842

PERSON

SHARED DISPOSITIVE POWER

WITH

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

816,842

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.3

14 TYPE OF REPORTING PERSON

IN

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Brant C. Binder

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

		7	SOLE VOTING POWER
NUMBER OF			1,127,654
SHARES			
		8	SHARED VOTING POWER
BENEFICIALLY			23,457,804
OWNED BY			
EACH		9	SOLE DISPOSITIVE POWER
REPORTING			1,127,654
PERSON			
		10	SHARED DISPOSITIVE POWER
WITH			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,127,654

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.2

14 TYPE OF REPORTING PERSON
IN

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edward B. Roberts

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

	7	SOLE VOTING POWER
NUMBER OF		1,389,297
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		23,457,804
EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		1,389,297
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,389,297

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.9

14 TYPE OF REPORTING PERSON
IN

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Maxtech Enterprises limited (and Mitco Limited, an affiliate of Maxtech Enterprises Limited)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4.

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

Each of Maxtech Enterprises Limited and Mitco Limited is a British Virgin Islands corporation.

SOLE VOTING POWER

7.

NUMBER OF

7,449,194

SHARES

SHARED VOTING POWER

BENEFICIALLY

8.

OWNED BY

23,457,804

EACH

SOLE DISPOSITIVE POWER

9.

REPORTING

7,449,194

PERSON

SHARED DISPOSITIVE POWER

WITH

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

7,449,194

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

20.8

TYPE OF REPORTING PERSON

14.

CO

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dow Jones & Company, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2. (a) (b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4.

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

Delaware

SOLE VOTING POWER

7.

NUMBER OF

508,067

SHARES

SHARED VOTING POWER

BENEFICIALLY

8.

OWNED BY

23,457,804

EACH

SOLE DISPOSITIVE POWER

REPORTING

9.

PERSON

508,067

WITH

10.

SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

508,067

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

1.4

TYPE OF REPORTING PERSON

14.

CO

Item 1. Security and Issuer.

The class of equity securities to which this statement on Schedule 13D (the "Statement") relates is the Common Stock, par value \$.001 per share (the "Common Stock"), of Sohu.com Inc. (the "Company"), a Delaware corporation. The principal executive offices of the Company are located at 7 Jianguomen Nei Avenue, Suite 1519, Tower 2, Bright China Chang An Building, Beijing 100005, People's Republic of China.

Item 2. Identity and Background.

This Statement is filed by Charles Zhang, Nicholas Negroponte, Brant C. Binder, Edward B. Roberts, Maxtech Enterprises Limited (and Mitco Limited) and Dow Jones & Company, Inc., as a group (collectively, the "Group"), by virtue of the fact that they are all parties to the Sohu.com Inc. Second Amended and Restated Stockholders' Voting Agreement dated October 18, 1999 (the "Voting Agreement"). This Statement is being filed pursuant to Section 13 and Rule 13d-1(a) and replaces the Schedule 13G filed by the Group in February 2001.

Intel Corporation is also party to the Voting Agreement, but has declined to participate in the filing of this Statement.

The following information is being supplied for each member of the Group, as applicable.

Name and Position	Residence or Business Address	Principal Occupation or Employment	Principal Business and Address of Organization in which such Employment is Conducted
Charles Zhang	c/o Sohu.com Inc. 7 Jianguomen Nei Avenue Suite 1519, Tower 2 Bright China Chang An Building Beijing 100005 People's Republic of China	President and Chief Executive Officer of Sohu.com Inc.	Address: 7 Jianguomen Nei Avenue Suite 1519, Tower 2 Bright China Chang An Building Beijing 100005 People's Republic of China Principal Business: Internet portal
Nicholas Negroponte	c/o MIT Media Lab 20 Ames Street, E15-208 Cambridge, MA 02139	Senior Director of the Massachusetts Institute of Technology Media Lab	Address: c/o MIT Media Lab 20 Ames Street, E15-208 Cambridge, MA 02139 Principal Business: Higher Education

Brant C. Binder	9 Bender Way Pound Ridge, NY 10576	Chief Financial Officer of SRU Biosystems, LLC	Address: 10-A Roessler Road, Woburn, MA 01801 Principal Business: Biotechnology Startup
Edward B. Roberts	300 Boylston Street Boston, MA 02116	Professor of Management of Technology at Massachusetts Institute of Technology's Alfred P. Sloan School of Management	Address: M.I.T. Sloan School of Management 50 Memorial Drive E52-535 Cambridge, MA 02142 Principal Business: Higher Education
Maxtech Enterprises Limited	c/o MTI Administration Limited 22nd Floor, Hang Lung Centre 2-20 Paterson Street Causeway Bay, Hong Kong	N/A	Address: c/o MTI Administration Limited 22nd Floor, Hang Lung Centre 2-20 Paterson Street Causeway Bay, Hong Kong Principal Business: Investment Holdings
Mitco Limited	2nd Floor Le Prince de Galles 3-5 Avenue des Citronniers MC 98000 Monaco	N/A	Address: 2nd Floor Le Prince de Galles 3-5 Avenue des Citronniers MC 98000 Monaco Principal Business: Investment Holdings

Dow Jones & Company, Inc. 200 Liberty Street New York, NY 10281 N/A Address: 200 Liberty Street New York, NY 10281
Principal Business: Global Provider of Business and Financial News and Information

Information for executive officers, directors, control persons and executive officers and directors of control persons is disclosed below:

Maxtech Enterprises Limited (and Mitco Limited)

Maxtech Enterprises Limited ("Maxtech") is wholly-owned by Morningside Technologies, Inc. ("MTI"), a Cayman Islands corporation, which is in turn 97.8% owned by Morningside CyberVentures Holdings Limited ("MCHL"), a British Virgin Islands corporation, which is in turn wholly-owned by The NTX-II Trust ("NTX"), an Isle of Man Trust, the trustee of which is Verrall Limited ("Verrall"), an Isle of Man corporation. Mitco Limited ("Mitco") is wholly-owned by MCHL.

Lars Sorensen, director of Mitco and MCHL, is a citizen of Denmark with an address at 2nd Floor, Le Prince de Galles, 3-5 Avenue des Citronniers, MC 98000, Monaco. Steven McDonald, director of Mitco and MCHL, is a citizen of Australia with an address at 2nd Floor, Le Prince de Galles, 3-5 Avenue des Citronniers, MC 98000, Monaco. George Ka Ki Chang, director of Maxtech, is a citizen of Canada with an address at 22nd Floor, Hang Lung Centre, 2-20 Paterson Street, Causeway Bay, Hong Kong. Raymond Long Sing Tang, director of Maxtech, is a citizen of the United Kingdom, with an address at Suite 2311, Hang Lung Centre, 2-20 Paterson Street, Causeway Bay, Hong Kong. Ho Tuen Yee, director of Verrall Limited, is a citizen of the United Kingdom with an address at Suite 2311, Hang Lung Centre, 2-20 Paterson Street, Causeway Bay, Hong Kong. Charles Savin Stewart, director of Verrall Limited, is a citizen of the United Kingdom and a solicitor, with an address at Bermuda House, St. Julian's Avenue, St. Peter Port, Guernsey, Channel Islands GY1 3NF. Peter Stuart Allenby Edwards, director of Verrall Limited, is a citizen of the United Kingdom and a solicitor, with an address at Villa Claude, 5 Avenue Saint-Michel, 98000 Monaco. Richard Francis Godfrey Pease, director of Verrall Limited, is a citizen of the United Kingdom and a solicitor, with an address at 25 Grand'rue Geneva, Switzerland.

The address of MTI is 22/F, Hang Lung Centre, 2-20 Paterson Street, Causeway Bay, Hong Kong. Its principal business is investment holding and management. The address of MCHL is 2nd Floor, Le Prince de Galles, 3-5 Avenue des Citronniers, MC 98000, Monaco. Its principal business is investment holding. The address of Verrall is c/o Dickinson, Cruickshank & Co., 33/37, Athol Street, Douglas IM1 1LB, Isle of Man. Its principal business is as a trustee.

Dow Jones & Company, Inc.

- (a) Rand V. Araskog, a Director of Dow Jones & Company, Inc. ("Dow Jones"), is a director of various corporations.
- (b) Jerome H. Bailey is Executive Vice President and Chief Financial Officer of Dow Jones.
- (c) Christopher Bancroft is a Director of Dow Jones.
- (d) William C. Cox, Jr. is a Director of Dow Jones.
- (e) L. Gordon Crovitz is Senior Vice President and President, Electronic Publishing of Dow Jones.
- (f) Harvey Golub, a Director of Dow Jones, is the Chairman of American Express Company. The address of American Express Company, a travel and financial services company, is 200 Vesey Street, World Financial Center, New York, New York 10285.
- (g) Roy A. Hammer, a Director of Dow Jones, is a partner with Hemenway & Barnes, a law firm. The address of Hemenway & Barnes is 60 State Street, Boston, Massachusetts 02109.
- (h) Leslie Hill, a Director of Dow Jones, is a pilot for American Airlines, an airline. The address of American Airlines is 4333 Amon Carter Blvd., Fort Worth, Texas 76155.
- (i) Irvine O. Hockaday, Jr., a Director of Dow Jones, is the President and Chief Executive Officer of Hallmark Cards, Inc. The address of Hallmark Cards, Inc., a greeting card manufacturer, is P.O. Box 419580, Kansas City, Missouri 64141.
- (j) Vernon E. Jordan, Jr., a Director of Dow Jones, is a senior managing director at Lazard Freres & Co. LLC and is of counsel at Akin, Gump, Strauss, Hauer & Feld. The address of Lazard Freres & Co. LLC, an investment bank, is 30 Rockefeller Plaza, New York, New York 10020. The address of Akin, Gump, Strauss, Hauer & Feld, a law firm, is 1333 New Hampshire Avenue, N.W., Washington, D.C. 20036.
- (k) Peter R. Kann is the Chairman of the Board and Chief Executive Officer of Dow Jones.
- (l) David K.P. Li, a Director of Dow Jones, is the Chairman and Chief Executive Officer of The Bank of East Asia Ltd. The address of The Bank of East Asia Ltd., a bank, is 10 Des Voeux Road Central, Hong Kong.
- (m) M. Peter McPherson, a Director of Dow Jones, is the President of Michigan State University. The address of Michigan State University, a university, is East Lansing, Michigan 48824.
- (n) Frank N. Newman, a Director of Dow Jones, is the Chairman Emeritus of Bankers Trust Corporation.
- (o) James H. Ottaway, Jr. is Senior Vice President and a Director of Dow Jones.

(p) Peter G. Skinner is Executive Vice President, General Counsel and Secretary of Dow Jones.

(q) Elizabeth Steele, a nominee for Director of Dow Jones, is the President of Main Street Landing Company, a redevelopment company.

(r) William C. Steere, Jr., a Director of Dow Jones, is the Chairman of Pfizer Inc. The address of Pfizer Inc., a pharmaceutical company, is 235 East 42nd Street, New York, New York 10017.

(s) Christopher Vieth is the Vice President, Finance and Controller of Dow Jones.

Except as indicated above, all of the residence and/or business addresses of the above persons are care of Dow Jones, 200 Liberty Street, New York, New York, 10281 and all of the above persons except for David K.P. Li are citizens of the U.S.A. David K.P. Li is a citizen of the United Kingdom.

As of January 18, 2001, Mr. Cox, Mr. Bancroft, Ms. Steele and Ms. Hill, certain of their relatives, and certain trusts and charitable organizations established by them, including trusts for which Mr. Hammer serves as trustee, owned beneficially a total of 17,112,503 shares (26.0%) of the outstanding common stock and 16,339,866 shares (77.7%) of the outstanding Class B common stock of Dow Jones. Such shares account for approximately 65.4% of the votes represented by the outstanding common stock and Class B common stock of Dow Jones. Mr. Cox, Mr. Bancroft, Ms. Steele and Ms. Hill, the trusts as to which they or certain of their relatives are trustees or have beneficial or reversionary interests, and the trustees of such trusts (including Mr. Hammer), may be considered in control of Dow Jones.

For the citizenships and places of organization of the members of the Group, please see the cover pages.

During the five years prior to the date hereof, no members of the Group nor any of the Group members' executive officers, directors, control persons or their executive officers or directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). Also, during the five years prior to the date hereof, no members of the Group nor any of the Group members' executive officers, directors, control persons or their executive officers or directors have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in a 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.

Item 3. Source and Amount of Funds or Other Consideration.

Mitco, an affiliate of Maxtech, acquired 876,300 shares (the "Mitco Shares") of Common Stock between March 9 and March 15, 2001 for an aggregate cost of \$800,693.29. Mitco funded these purchases from working capital.

Charles Zhang acquired 10,000 shares (the "Zhang Shares") of Common Stock on January 17, 2001. He funded this purchase from personal funds.

Item 4. Purpose of the Transaction.

Morningside CyberVentures Holdings Limited, through its subsidiary Mitco, purchased the Mitco Shares for investment purposes. Morningside CyberVentures Holdings Limited, through its indirect subsidiary Maxtech, has been a substantial beneficial owner of shares of Common Stock for some time. Morningside CyberVentures Holdings Limited has no present intention to sell any of the shares of Common Stock controlled by it. Mitco and Maxtech may acquire additional securities of the Company at any time and from time to time in the open market or otherwise. Although the foregoing represents the range of activities presently contemplated by Mitco and Maxtech with respect to the Company, it should be noted that the possible activities of Mitco and Maxtech are subject to change at any time.

Charles Zhang purchased the Shares for investment purposes. Charles Zhang has been a substantial beneficial owner of shares of Common Stock for some time. Charles Zhang has no present intention to sell any of the shares of Common Stock he beneficially owns. However, it should be noted that the possible activities of Charles Zhang are subject to change at any time.

Item 5. Interest in Securities of the Issuer.

(a) Amount Beneficially Owned: As of March 22, 2001, each of the following is the owner of record of the number of shares of Common Stock set forth next to his, her or its name:

Charles Zhang	9,063,000 Shares(1)
Nicholas Negroponte	816,842 Shares(2)
Brant C. Binder	1,127,654 Shares(3)
Edward B. Roberts	1,389,297 Shares(4)
Maxtech Enterprises Limited (and Mitco Limited)	7,449,194 Shares(5)
Dow Jones & Company, Inc.	508,067 Shares

(1) Includes options for 130,000 shares of Common Stock which are currently exercisable.

(2) Includes a warrant for the purchase of 45,097 shares of Common Stock which is currently exercisable. 733,897 shares are held by Nicholas Negroponte and 82,945 shares are held by Media Technologies, Inc. Mr. Negroponte owns all of the capital stock of Media Technologies, Inc.

(3) 994,652 shares are held by Brant Binder, 101,235 shares are held by Brant Binder Grantor Retained Annuity Trust No. 1 and 31,767 shares are held by Brant Binder Grantor Annuity Trust No. 2. Mr. Binder is the sole trustee of Brant Binder Grantor Annuity Trust No. 1 and Brant Binder Grantor Annuity Trust No. 2.

(4) Includes options for 10,400 shares of Common Stock which are currently exercisable. 1,356,147 shares are held by Edward B. Roberts and 11,050 shares are held by each of the Mitchell J. Roberts 1994 Trust, the Andrea L. Roberts 1994 Trust and the Valerie J. Friedman 1994 Trust. Edward B. Roberts is a co-trustee of the three trusts mentioned in the preceding sentence.

(5) Maxtech is a British Virgin Islands corporation that is the registered owner of 6,360,219 shares of Common Stock and a warrant for the purchase of 212,675 shares of Common Stock which is currently exercisable. Maxtech is wholly-owned by Morningside Technologies, Inc., a Cayman Islands corporation, which is in turn 97.8% owned by Morningside CyberVentures Holdings Limited, a British Virgin Islands corporation, which is in turn wholly-owned by The NTX-II Trust, an Isle of Man Trust, the trustee of which is Verrall Limited, an Isle of Man corporation. Mitco is a British Virgin Islands corporation that is the registered owner of 876,300 shares of Common Stock. Mitco is wholly-owned by Morningside CyberVentures Holdings Limited. Verrall Limited controls indirectly, through The NTX-II Trust, a 97.8% interest in Maxtech and a 100% interest in Mitco, and as a result has the sole power to vote and dispose of the shares of Sohu held by Maxtech and Mitco.

All of the individuals and entities listed above share voting power of the shares of Common Stock which each individual or entity owns of record because such shares are subject to the Voting Agreement.

Percent of Class:

Charles Zhang	25.3%
Nicholas Negroponte	2.3%
Brant C. Binder	3.2%
Edward B. Roberts	3.9%
Maxtech Enterprises Limited (and Mitco Limited)	20.8%
Dow Jones & Company, Inc.	1.4%

The foregoing percentages are calculated based on the 35,625,716 shares of Common Stock reported to be outstanding as of November 14, 2000 in the Quarterly Report on Form 10-Q of Sohu.com Inc. for the quarter ended September 30, 2000, as adjusted pursuant to Rule 13d-3(d)(1) of the Act.

(b) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

Charles Zhang	9,063,000 Shares
Nicholas Negroponte	816,842 Shares
Brant C. Binder	1,127,654 Shares
Edward B. Roberts	1,389,297 Shares
Maxtech Enterprises Limited (and Mitco Limited)	7,449,194 Shares
Dow Jones & Company, Inc.	508,067 Shares

(ii) shared power to vote or to direct the vote:

Charles Zhang	23,457,804 Shares
Nicholas Negroponte	23,457,804 Shares
Brant C. Binder	23,457,804 Shares
Edward B. Roberts	23,457,804 Shares
Maxtech Enterprises Limited and Mitco Limited	23,457,804 Shares
Dow Jones & Company, Inc.	23,457,804 Shares

(iii) sole power to dispose or to direct the disposition of:

Charles Zhang	9,063,000 Shares
Nicholas Negroponte	816,842 Shares
Brant C. Binder	1,127,654 Shares
Edward B. Roberts	1,389,297 Shares
Maxtech Enterprises Limited (and Mitco Limited)	7,449,194 Shares

Dow Jones & Company, Inc. 508,067 Shares

(iv) shared power to dispose or to direct the disposition of:

Charles Zhang	0 Shares
Nicholas Negroponte	0 Shares
Brant C. Binder	0 Shares
Edward B. Roberts	0 Shares
Maxtech Enterprises Limited (and Mitco Limited)	0 Shares
Dow Jones & Company, Inc.	0 Shares

Each of the individuals and entities listed above expressly disclaims beneficial ownership of any shares of Common Stock of Sohu.com Inc., except for any shares held directly of record or as discussed above.

(c) The following transactions have been effected during the past 60 days:

Charles Zhang

On January 17, 2001, Charles Zhang purchased 10,000 shares of Common Stock at \$1.47 per share.

Mitco

Prices are average for purchases on that day

On March 9, 2001, Mitco purchased 290,000 shares of Common Stock at \$0.878 per share.

On March 12, 2001, Mitco purchased 220,700 shares of Common Stock at \$0.8787 per share.

On March 13, 2001, Mitco purchased 202,900 shares of Common Stock at \$0.925 per share.

On March 14, 2001, Mitco purchased 87,200 shares of Common Stock at \$1.0473 per share.

On March 15, 2001, Mitco purchased 75,500 shares of Common Stock at \$0.96875 per share.

Dow Jones (prices are averages for sales on that day)

On March 8, 2001, Dow Jones sold 5,000 shares of Common Stock at \$0.9688 per share.

On March 9, 2001, Dow Jones sold 95,000 shares of Common Stock at \$0.8306 per share.

On March 12, 2001, Dow Jones sold 55,000 shares of Common Stock at \$0.8494 per share.

On March 13, 2001, Dow Jones sold 65,000 shares of Common Stock at \$0.9063 per share.

On March 14, 2001, Dow Jones sold 76,000 shares of Common Stock at \$1.0243 per share.

On March 15, 2001, Dow Jones sold 25,000 shares of Common Stock at \$0.9688 per share.

On March 16, 2001, Dow Jones sold 5,000 shares of Common Stock at \$0.9688 per share.

On March 19, 2001, Dow Jones sold 10,000 shares of Common Stock at \$0.8438 per share.

On March 20, 2001, Dow Jones sold 20,000 shares of Common Stock at \$0.8438 per share.

On March 21, 2001, Dow Jones sold 15,500 shares of Common Stock at \$0.8327 per share.

Nicholas Negroponte

On February 8, 2001, Nicholas Negroponte sold 5,000 shares of Common Stock at \$1.34875 per share.

On February 14, 2001, Nicholas Negroponte sold 5,000 shares of Common Stock at \$1.15708 per share.

On February 20, 2001, Nicholas Negroponte sold 10,945 shares of Common Stock at \$1.11491 per share.

On February 21, 2001, Nicholas Negroponte sold 5,000 shares of Common Stock at \$1.11252 per share.

On February 22, 2001, Nicholas Negroponte sold 5,000 shares of Common Stock at \$1.11429 per share.

On February 23, 2001, Nicholas Negroponte sold 10,000 shares of Common Stock at \$1.1266 per share.

On February 23, 2001, Nicholas Negroponte sold 5,000 shares of Common Stock at \$1.1563 per share.

On February 28, 2001, Nicholas Negroponte sold 5,055 shares of Common Stock at \$1.10837 per share.

On February 28, 2001, Nicholas Negroponte sold 5,000 shares of Common Stock at \$1.10936 per share.

On March 1, 2001, Nicholas Negroponte sold 5,000 shares of Common Stock at \$1.11152 per share.

On March 1, 2001, Nicholas Negroponte sold 5,000 shares of Common Stock at \$1.14381 per share.

On March 1, 2001, Nicholas Negroponte sold 5,000 shares of Common Stock at \$1.17566 per share.

On March 1, 2001, Nicholas Negroponte sold 5,000 shares of Common Stock at \$1.19981 per share.

On March 12, 2001, Nicholas Negroponte sold 10,000 shares of Common Stock at \$0.84291 per share.

On March 12, 2001, Nicholas Negroponte sold 10,000 shares of Common Stock at \$0.84341 per share.

On March 13, 2001, Nicholas Negroponte sold 10,000 shares of Common Stock at \$0.93327 per share.

On March 13, 2001, Nicholas Negroponte sold 20,000 shares of Common Stock at \$0.93377 per share.

On March 14, 2001, Nicholas Negroponte sold 17,000 shares of Common Stock at \$0.98268 per share.

On March 15, 2001, Nicholas Negroponte sold 16,000 shares of Common Stock at \$1.00 per share.

On March 19, 2001, Nicholas Negroponte sold 65,800 shares of Common Stock at an average of \$0.8738 per share.

On March 20, 2001, Nicholas Negroponte sold 18,200 shares of Common Stock at \$0.875 per share.

On March 21, 2001, Nicholas Negroponte sold 10,000 shares of Common Stock at \$0.84375 per share.

On March 21, 2001, Nicholas Negroponte sold 1,200 shares of Common Stock at \$0.875 per share.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with

Respect to Securities of the Issuer.

Charles Zhang, Nicholas Negroponte, Brant C. Binder, Edward B. Roberts, Intel Corporation, Maxtech Enterprises Limited and Dow Jones & Company, Inc. are all parties to the Sohu.com Inc. Second Amended and Restated Stockholders' Voting Agreement, dated October 18, 1999, pursuant to which the parties have agreed to vote their shares of Common Stock in favor of the nominees for directors selected by each of Intel Corporation, Dow Jones & Company, Inc. and Maxtech Enterprises Limited.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 Agreement among Group members to file one statement

Exhibit 2 Sohu.com Inc. Second Amended and Restated Stockholders' Voting Agreement, dated October 18, 1999

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: March 23, 2001

/s/ Charles Zhang

Charles Zhang

/s/ Nicholas Negroponte

Nicholas Negroponte

/s/ Brant C. Binder

Brant C. Binder

/s/ Edward B. Roberts

Edward B. Roberts

Maxtech Enterprises Limited

By: /s/ George Chang

Name: George Chang
Title: Director

Mitco Limited

By: /s/ Steven McDonald

Name: Steven McDonald
Title: Director

Dow Jones & Company, Inc.

By: /s/ Rosemary Spano

Name: Rosemary Spano

Title: Vice President, Law

EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of Common Stock of Sohu.com Inc.

/s/ Charles Zhang

Charles Zhang

/s/ Nicholas Negroponte

Nicholas Negroponte

/s/ Brant C. Binder

Brant C. Binder

/s/ Edward B. Roberts

Edward B. Roberts

Maxtech Enterprises Limited

By: /s/ George Chang

Name: George Chang
Title: Director

Mitco Limited

By: /s/ Steven McDonald

Name: Steven McDonald
Title: Director

Dow Jones & Company, Inc.

By: /s/ Rosemary Spano

Name: Rosemary Spano

Title: Vice President, Law

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EXHIBIT 2

SOHU.COM INC.
SECOND AMENDED AND RESTATED STOCKHOLDERS' VOTING AGREEMENT

This Second Amended and Restated Stockholders' Voting Agreement, (the "Agreement") is made as of October 18, 1999 by and among Sohu.com Inc., a Delaware corporation (the "Company") formerly known as Internet Technologies China Incorporated, the persons listed as Investors on Exhibit A (the "Investors") and Charles Zhang, Brant Binder, Nicholas Negroponte and Edward B. Roberts (the "Founders"). The Investors and the Founders will be referred to herein collectively as the "Holders."

WHEREAS, the Investors are parties to (a) a Series B Preferred Stock Purchase Agreement (the "Series B Purchase Agreement") dated as of March 10, 1998 between the Company and the Investors named therein (b) a Series B-1 Preferred Stock Purchase Agreement (the "Series B-1 Purchase Agreement") dated as of August 18, 1998 between the Company and the Investor named therein or (c) a Series C Preferred Stock Purchase Agreement (the "Series C Purchase Agreement") dated as of the date hereof between the Company and the Investors named therein;

WHEREAS, the Company and the Investors which are parties to the Series B Purchase Agreement and the Series B-1 Purchase Agreements (the "Initial Investors") are parties to an Amended and Restated Stockholders' Voting Agreement dated as of August 18, 1998 (the "First Amended and Restated Stockholders' Voting Agreement");

WHEREAS, certain of the obligations of the Company and of the Investors which are parties thereto under the Series C Purchase Agreements (the "Additional Investors") are conditioned upon the amendment and restatement of the First Amended and Restated Stockholders' Voting Agreement to add the Additional Investors as parties and to make such additional changes as are set forth herein; and

WHEREAS, the Company and the Initial Investors wish to amend and restate the First Amended and Restated Stockholders' Voting Agreement as set forth herein and the parties hereto wish to have this Agreement govern certain voting by the Holders in elections for directors of the Company and to clarify certain provisions of the Company's Third Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation").

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, the parties hereto agree as follows:

1. Voting.

1.1 In all elections of Directors of the Company held during the term of this Agreement (whether at a meeting or by written consent in lieu of a meeting), each of the Holders unconditionally agrees to vote all shares of the Company's Common Stock, \$.01 par value

"Common Stock"), and all shares of the Company's Preferred Stock, \$.01 par value ("Preferred Stock"), and any other voting securities of the Company now owned or hereafter acquired or controlled by it or him, whether by purchase, conversion of other securities, exercise of rights, warrants or options, stock dividends or otherwise, to elect to the Board of Directors of the Company (i) at least one nominee selected by Intel Corporation ("Intel"), (ii) at least one nominee selected by the holders of a majority in interest of such voting securities held by Harrison Enterprises Inc. ("Harrison") and Kummell Investments Limited ("Kummell"), and (iii) at least one nominee selected by Dow Jones & Company, Inc. ("Dow Jones").

1.2 No Holder will vote to remove any member of the Board of Directors of the Company designated in accordance with the foregoing provisions of this Section, other than for cause, unless the person or persons entitled to nominate or approve that Director so votes or otherwise consents, and, if the person or persons so entitled to nominate or approve so votes or otherwise consents, then all Holders will vote likewise.

1.3 Without the approval of the holders of a majority of the Preferred Stock purchased by Intel pursuant to the Series B Purchase Agreement and the holders of a majority of the Preferred Stock purchased by Kummell pursuant to the Series B Purchase Agreement, the Company will not take, and no Holder will vote in favor of, any action which:

(i) increases the number of authorized shares of the Series B Convertible Preferred Stock of the Company (the "Series B Preferred") or amends or changes the rights, preferences, powers, privileges or restrictions of the Series B Preferred;

(ii) authorizes, creates or issues shares of any class or series of stock having a preference superior to or on a parity with the Series B Preferred;

(iii) reclassifies stock into shares having a preference over or on a parity with the Series B Preferred;

(iv) amends the Company's Certificate of Incorporation in a manner that adversely affects the rights of the Series B Preferred;

(v) results in a merger or consolidation of the Company with one or more other corporations or other entities in which the stockholders of the Company immediately prior to such merger or consolidation had stock representing less than a majority of the voting power of the outstanding shares of the Company or resulting entity immediately after such merger or consolidation;

(vi) results in the sale or other transaction in a single transaction or a series of related transactions of all or substantially all of the assets of the Company, or otherwise results in the reorganization of the Company;

(vii) results in the dissolution, liquidation or winding up of the Company;

(viii) declares or pays a dividend on the Common Stock (other than a dividend payable solely in shares of Common Stock);

(ix) results in the incurrence of indebtedness in excess of \$50,000;

(x) materially alters or changes the strategic direction or business operations of the Company in a manner that is not contemplated by the Company's most recent board-approved business plan; or

(xi) amends ARTICLE IX ("Indemnification") of the Company's By-Laws.

1.4 Without the approval of the holders of a majority of the Series C Convertible Preferred Stock of the Company (the "Series C Preferred"), the Company will not take, and no Holder will vote in favor of, any action which:

(i) increases the authorized number of shares of the Series C Preferred or amends or changes the rights, preferences, powers, privileges or restrictions of the Series C Preferred;

(ii) authorizes, creates or issues shares of any class or series of stock having a preference superior to or on a parity with the Series C Preferred;

(iii) reclassifies stock into shares having a preference over or on a parity with the Series C Preferred;

(iv) amends the Company's Certificate of Incorporation in a manner that adversely affects the rights of the Series C Preferred

(v) results in a merger or consolidation of the Company with one or more other corporations or other entities in which the stockholders of the Company immediately prior to such merger or consolidation had stock representing less than a majority of the voting power of the outstanding shares of the Company or resulting entity immediately after such merger or consolidation;

(vi) results in the sale or other transaction in a single transaction or a series of related transactions of all or substantially all of the assets of the Company, or otherwise results in the reorganization of the Company;

(vii) results in the dissolution, liquidation or winding up of the Company;

(viii) declares or pays a dividend on the Common Stock (other than a dividend payable solely in shares of Common Stock);

(ix) results in the incurrence of indebtedness in excess of \$50,000;

(x) materially alters or changes the strategic direction or business operations of the Company in a manner that is not contemplated by the Company's most recent board-approved business plan; or

(xi) amends the indemnification provisions of the Company's By-Laws.

2. Legend. For so long as this Agreement is in effect, each certificate

representing shares of Common Stock, Preferred Stock or other voting securities of the Company now or hereafter owned by a Holder or any transferee of a holder will be endorsed with the following legend:

VOTING OF THE SECURITIES REPRESENTED BY THIS CERTIFICATE IS SUBJECT TO THE TERMS AND CONDITIONS OF A CERTAIN STOCKHOLDERS' VOTING AGREEMENT BY AND AMONG THE STOCKHOLDER, THE COMPANY AND CERTAIN HOLDERS OF STOCK OF THE COMPANY. COPIES OF SUCH AGREEMENT MAY BE OBTAINED UPON WRITTEN REQUEST TO THE SECRETARY OF THE COMPANY.

3. Termination.

(i) The obligations of the Holders as to clause (i) of Section 1.1 above will terminate at such time as Intel does not hold either (a) at least 50% of the Preferred Stock purchased by it pursuant to the Series B Purchase Agreement or (b) at least 50% of the Preferred Stock purchased by it pursuant to the Series C Purchase Agreement or, in either such case, Common Stock into which any such Preferred Stock has been converted.

(ii) The obligations of the Holders as to clause (ii) of Section 1.1 above will terminate at such time as Harrison and Kummell do not between them hold either (a) at least 50% of the Preferred Stock purchased by them pursuant to the Series B Purchase Agreement or (b) at least 50% of the Preferred Stock purchased by them pursuant to the Series C Purchase Agreement or, in either such case, Common Stock into which any such Preferred Stock has been converted.

(iii) The obligations of the Holders as to clause (iii) of Section 1.1 above will terminate at such time as Dow Jones does not hold either (a) at least 50% of the Preferred Stock purchased by it pursuant to the Series B Purchase Agreement or (b) at least 50% of the Preferred Stock purchased by it pursuant to the Series C Purchase Agreement or, in either such case, Common Stock into which any such Preferred Stock has been converted.

(iv) Sections 1.1 and 1.2 of this Agreement will terminate in their entirety at such time as none of Intel, Harrison and Kummell together, or Dow Jones holds at least 50% of the aggregate amount of Preferred Stock so purchased by it or, in any such case, Common Stock into which any such Preferred Stock has been converted.

4. Miscellaneous.

4.1 Specific Performance; Other Rights. The Company and the Holders

recognize that the rights of the parties under this Agreement are unique, and accordingly Intel, Harrison and Kummell and Dow Jones will, in addition to such other remedies as may be available to any of them at law or in equity, have the right to enforce their rights hereunder by actions for injunctive relief and specific performance to the extent permitted by law. Except as provided

herein, this Agreement is not intended to limit or abridge any rights of the parties which may exist apart from this Agreement.

4.2 Governing Law. This Agreement shall be governed by and construed

under the laws of the State of Delaware as applied to agreements among Delaware residents, made and to be performed entirely within the State of Delaware.

4.3 Obligations of Transferees. This Agreement and the obligations of

the parties hereunder shall be binding upon the parties hereto and, their respective successors, assigns, and transferees.

4.4 Severability. In the event one or more of the provisions of this

Agreement should, for any reason, be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provisions of this Agreement and this Agreement shall be construed as if such invalid, illegal or unenforceable provision had never been contained herein.

4.5 Attorney Fees. In the event that any dispute among the parties to

this Agreement should result in litigation, the prevailing party in such dispute shall be entitled to recover from the losing party all fees, costs and expenses of enforcing any right of such prevailing party under or with respect to this Agreement, including without limitation, such reasonable fees and expenses of attorneys and accountants, which shall include, without limitation, all fees, costs and expenses of appeals.

4.6 Counterparts. This Agreement may be executed in two or more

counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

4.7 Stock Split. All references to numbers of shares in this

Agreement shall be appropriately adjusted to reflect any stock dividend, split, combination or other recapitalization of shares by the Company occurring after the date of this Agreement.

4.8 Aggregation of Stock. All shares of Common Stock held or acquired

by affiliated entities or persons shall be aggregated together for the purpose of determining the availability of any rights under this Agreement.

4.9 Termination of the First Amended and Restated Stockholders'

Voting Agreement. The First Amended and Restated Stockholders' Voting Agreement

is hereby terminated in its entirety and replaced by this Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

SOHU.COM INC.

By: _____
Charles Zhang
President

INVESTORS:

(Printed Name of Investor)

By: _____
Name:
Title:

FOUNDERS:

(Signature of Founder)

(Printed Name of Founder)

[SIGNATURE PAGE TO SECOND AMENDED AND RESTATED
STOCKHOLDERS' VOTING AGREEMENT]

Exhibit A

List of Investors

Intel Corporation
2200 Mission College Blvd.
Santa Clara, CA 95052
Attn: M&A Portfolio Manager - M/S RN6-46
Attn: Treasurer & General Counsel
Fax: (408) 765-6038

2200 Mission College Blvd.
Mail Stop SC4-203
Santa Clara, CA 95052
Attn: General Counsel
Fax Number: (408) 765-1859

and

Gibson, Dunn & Crutcher LLP
1530 Page Mill Road
Palo Alto, CA 94304
Attn: Gregory T. Davidson
Fax Number: (650) 849-5333

Harrison Enterprises Inc.
5 Norma Lane
Dix Hills, NY 11746
Fax Number: (516) 424-5941

Exhibit A

List of Investors (continued)

Kummell Investments Limited
Suite 835A, Europort
Gibraltar (via London)
Fax Number: 350-736-25
Phone Number: 350-734-40

With copies to:
Alice Li
Springfield Financial Advisory Ltd.
22/F Hang Lung Centre
2-20 Paterson Street
Causeway Bay, Hong Kong
Fax: (852) 2881-5741
Phone Number: 852-2576-6800

And

McCarthy Legal Services LLC
1188 Centre Street
Newton Centre, MA 02159
Fax: (617) 244-2889
Phone: (617) 244-2800
Attention: Paul G. Igoe

And

Terry Morris
T. Morris & Company
200 Putnam Street, Suite 600
Marietta Ohio, 45750
Phone: 741-373-8818
Fax: 741-373-3707

PTV-China, Inc.
c/o IDG-Asia
One Exeter Plaza
The Penthouse Suite
Boston, Massachusetts 02116
Attention: Mr. Quan Zhou, President
Tel: (617) 534-1243

Dow Jones & Company, Inc.
200 Liberty Street
New York, New York 10281
Attn: President, International

with a copy to:

Dow Jones & Company, Inc.
200 Liberty Street
New York, New York 10281
Attn: Legal Department

The Roberts Family Trust
c/o Edward B. Roberts, trustee
The Heritage
Apartment 1102
300 Boylston Street
Boston, MA 02116
Fax: (617) 426-9107
Phone: (617) 482-0671

Brant C. Binder
c/o Trust Company of the West
200 Park Avenue
Suite 2200
New York, NY 10166
Fax: (212) 771-4024
Phone: (212) 771-4177

Nicholas Negroponte
c/o MIT Media Lab
20 Ames Street, E15-208
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