
**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): September 16, 2013

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 18, SOHU.com Media Plaza
Block 3, No. 2 Kexueyuan South Road, Haidian District
Beijing 100190
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 1.01. Entry into a Material Definitive Agreement.

On September 16, 2013 the registrant's majority-owned search subsidiary Sogou Inc., a Cayman Islands company (together with its wholly-owned subsidiaries and variable interest entity, "Sogou"), entered into a Subscription Agreement (the "Subscription Agreement") with THL A21 Limited, a British Virgin Islands company which is a wholly-owned subsidiary of Tencent Holdings Limited, a Cayman Islands company (Tencent Holdings Limited together with its subsidiaries, "Tencent"); the registrant's wholly-owned subsidiary Sohu.com (Search) Limited, a Cayman Islands company ("Sohu Search"); and Photon Group Limited ("Photon"), the investment vehicle of Dr. Charles Zhang, the registrant's Chairman and Chief Executive Officer. The transactions contemplated under the Subscription Agreement were effective upon its execution.

Pursuant to the Subscription Agreement and a series of contracts also entered into on September 16, 2013 between Sogou and Tencent, Tencent invested a net amount of \$448 million in cash in Sogou and is transferring its Soso search-related businesses and certain other assets to Sogou. The parties have agreed to customary representations, warranties, indemnities and covenants. As a result of the transaction, Tencent, through a combination of voting Series B Preferred Shares and non-voting Class B Ordinary Shares, holds 36.5% of Sogou's equity capital on a fully-diluted basis, which could further increase to approximately 40% in the near future, and a 20.6% voting interest in Sogou. Sohu remains the controlling shareholder of Sogou through a voting agreement also entered into on September 16, 2013 among Sohu Search, Photon, Sogou's Chief Executive Officer Mr. Xiaochuan Wang, and four other members of Sogou's management. Sohu will continue to consolidate Sogou in its financial statements and recognize non-controlling interest.

Under an amended and restated memorandum of association adopted by Sogou's shareholders effective September 16, 2013 in connection with the Subscription Agreement, the Sogou Series B Preferred Shares acquired by Tencent are entitled to customary dividend and liquidation preferences, anti-dilution protection, protective provisions, pre-emptive rights, and the right to participate pro rata in any dividends paid by Sogou.

Also on September 16, 2013, Sogou, Sohu Search, Photon, Mr. Xiaochuan Wang, four other members of Sogou's management (collectively, the "Sohu Parties") and Tencent entered into a Shareholders Agreement (the "Shareholders Agreement"). Under the Shareholders Agreement, the parties have agreed to vote their Sogou voting shares in all elections of directors to elect three designees of Sohu Search and two designees of Tencent. In addition, the Sohu Parties, on the one hand, and Tencent, on the other hand, may not transfer any equity shares in Sogou without the consent of Sohu Search or Tencent, as applicable. If consent to a transfer of shares is given by the appropriate party, the shares will remain subject to customary rights of first refusal and co-sale. In addition, Sogou has agreed to grant Tencent customary registration rights following an initial public offering by Sogou. The Shareholders Agreement will terminate effective upon the completion of an initial public offering by Sogou.

Sogou will use a portion of the cash proceeds of Tencent's investment to pay a special dividend in the amount of approximately \$301 million to the holders of Series A Preferred Shares of Sogou, payable promptly following the closing of the transaction.

Separately, Sogou and Tencent entered into a Business Cooperation Agreement and related agreements on September 16, 2013 pursuant to which they have agreed to jointly develop, cross-promote and integrate their respective products and services, while collaborating in areas of search technology, user insights and data sharing. Sogou's leading products, including Sogou Pinyin and Sogou Search, will have direct access to the vast user base of Tencent's online and mobile social communities.

Also on September 16, 2013, Sogou entered into (i) a Repurchase Option Agreement with Sohu Search, exercisable commencing March 15, 2014, granting to Sogou the right to purchase 24,000,000 Series A Preferred Shares of Sogou held by Sohu Search for an aggregate purchase price of \$78.8 million; (ii) a Repurchase Option Agreement with Photon, also exercisable commencing March 15, 2014, granting to Sogou the right to purchase 6,400,000 Series A Preferred Shares of Sogou held by Photon for an aggregate purchase price of \$21 million; and (iii) a Repurchase/Put Option Agreement with China Web Search (HK) Limited ("China Web"), also exercisable commencing March 15, 2014, granting to Sogou the right to purchase, and China Web the right to put to Sogou, 14,400,000 Series A Preferred Shares of Sogou held by China Web for an aggregate purchase price of \$47.3 million. Sogou expects to exercise its rights under each of these agreements when they first become exercisable.

Item 8.01 Other Events.

On September 16, 2013, the registrant and Tencent Holdings Limited jointly issued a press release announcing a strategic cooperation between them with respect to Sogou. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(b) Pro forma financial information related to the transactions described under Item 1.01 will be provided by amendment.

(d) The following Exhibit is filed as part of this report:

99.1 Press release dated September 16, 2013

Safe Harbor Statement

This report on 8-K includes forward-looking statements. Statements that are not historical facts, including statements about our 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, intense competition in the online search business in general in China and in its application to the mobile platform in particular, the possibility that Sogou's strategic cooperation with Tencent will not produce the hoped-for synergies and opportunities in the search market in China, and the other risks and uncertainties described in Sohu's annual report on Form 10-K for the year ended December 31, 2012, and other filings with the Securities and Exchange Commission.

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: September 16, 2013

SOHU.COM INC.

By: /s/ Carol Yu

Carol Yu

Co-President and Chief Financial Officer



Sohu, Sogou and Tencent Jointly Announce Strategic Cooperation

Beijing/Shenzhen, Sep 16th, 2013 - Sohu.com Inc. (“Sohu”, NASDAQ: SOHU), Sogou Inc. (“Sogou”) and Tencent Holdings Limited (“Tencent”, SEHK: 00700) jointly announced today the establishment of a strategic cooperation that will reinforce and strengthen Sogou as a leader in the large and fast-growing China market for search and internet services, particularly for the mobile platform.

To implement this strategic cooperation, Tencent has invested a net amount of US\$448 million in cash in Sogou and merged its Soso search related businesses and certain other assets with Sogou. Immediately after the transaction, Tencent holds 36.5% of Sogou’s equity capital on a fully-diluted basis, which could further increase to approximately 40% in the near future. Sohu, together with its affiliates, remains the controlling shareholder of Sogou, which will continue to operate independently as a subsidiary of Sohu. Dr. Charles Zhang, Sohu’s Chairman and CEO, will remain as Chairman of Sogou. Mr. Martin Lau, President of Tencent, and Mr. Mark Ren, Chief Operating Officer of Tencent, have joined Sogou’s Board of Directors. Mr. Wang Xiaochuan will continue to lead Sogou as a director and CEO.

Tencent and Sogou have agreed to jointly develop, cross-promote and integrate their respective products and services, while collaborating in areas of search technology, user insights and data sharing. Sogou’s leading products, including Sogou Pinyin and Sogou Search, will have direct access to the vast user base of Tencent’s online and mobile social communities.

“This partnership will immediately expand Sogou’s market presence and significantly elevate its position in the highly competitive PC search market, and even more so in the rapidly evolving mobile search market,” stated Dr. Charles Zhang, Chairman and CEO of Sohu. “Sogou remains a key strategic asset of the Sohu Group, generating synergies with our other businesses and creating significant value for Sohu shareholders.”

“We are very excited about our combination with Soso and strategic partnership with Tencent. By accessing Tencent’s strong innovation capabilities and deeply integrating with Tencent’s core platform, Sogou will herald a new era of relentless innovation in the mobile world,” said Mr. Wang Xiaochuan, CEO of Sogou. “For example, the optimization of Sogou Pinyin for Tencent’s mobile IM services will deliver superior user experience, while the interaction between search and social network will bring a multitude of opportunities.”

“We believe Sogou is the ideal partner for Tencent to further develop search opportunities within China. This reinforces our “open, win-win” philosophy of working with leading teams to create innovative products for users, and build a healthy, diversified ecosystem for the industry,” said Mr. Ma Huateng, Chairman and CEO of Tencent. “We have high regard for Sogou’s strong innovation capabilities and successful execution track record. We are confident that Sogou, after combination with Soso, will deliver superior search experiences to users on our social, browser and content platforms, especially on the mobile front.”

Sogou has successfully executed a “Pinyin-Browser-Search” strategy and launched numerous innovative products that have gained popularity among users, including the No.1 Chinese character Pinyin input method on PC as measured by user base and on mobile devices as measured by user penetration, according to iResearch; the No.3 PC browser and No.3 PC search engine in China by page views, according to CNZZ.



The transaction signed and closed simultaneously on September 16, 2013. Credit Suisse acted as financial advisor to Sohu. Goldman Sachs acted as financial advisor to Tencent.

Conference Call and Webcast

Sohu and Sogou's management team will host a conference call at 8:30 a.m. U.S. Eastern Time, September 16, 2013 (8:30 p.m. Beijing/Hong Kong time, September 16, 2013) to discuss the transaction.

The dial-in details for the live conference call are:

US Toll-Free: +1-866-519-4004

International: +1-845-675-0437

Hong Kong: +852-2475-0994

China Mainland+86-800-819-0121 / +86-400-620-8038

Passcode: SOHU

Please dial in 10 minutes before the call is scheduled to begin and provide the passcode to join the call.

A telephone replay of the call will be available after the conclusion of the conference call at 10:30 a.m. Eastern Time on September 16 through 11:59 p.m. Eastern Time on September 23, 2013. The dial-in details for the telephone replay are:

International: +1-855-452-5696

Passcode: 64779134

The live webcast and archive of the conference call will be available on the Investor Relations section of Sohu's website at <http://investors.sohu.com/>.

About Sohu.com

Sohu (NASDAQ: SOHU) is China's premier online brand and is 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 leading online video website tv.sohu.com.



Sohu corporate services consist of online brand advertising on its 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 service on mobile platforms, including Sohu News App and mobile news portal WAP.Sohu.com. Sohu's online game subsidiary, Changyou.com (NASDAQ: CYOU) has a diverse portfolio of online games that includes Tian Long Ba Bu, one of the most popular massively multi-player online ("MMO") games in China, and DDTank and Wartune (also known as Shen Qu), which are two popular web games in China. Sohu.com, established by Dr. Charles Zhang, one of China's internet pioneers, is in its seventeenth year of operation.

About Sogou

Sogou is a leading online search, client software and mobile Internet product provider in China. Sogou has over 400 million monthly active users on PC and more than 200 million monthly active users on mobile. Sogou provides superior products to China's online users. Sogou Pinyin is No.1 Chinese language input software on both PC and mobile; Sogou browser is No.3 web browser by marketshare, and Sogou search is No.3 search engine in China by user penetration. For mobile Internet, Sogou provides a range of innovative products, including Map, Number Pass, Voice search and smart-phone assistant.

About Tencent

Tencent uses technology to enrich the lives of Internet users. Every day, hundreds of millions of people communicate, share experiences, consume information, seek entertainment, and shop online through our integrated platforms. Our diversified services include QQ, Weixin and WeChat for communications; Qzone for social networking; QQ Game Platform for online games; QQ.com for information; as well as our eCommerce open platform. Our company was founded in Shenzhen in 1998 and went public on the Hong Kong Stock Exchange in 2004. We seek to evolve with the Internet by investing in innovation, providing a hospitable environment for our partners, and staying close to our users.

For more information, please visit www.tencent.com/ir

Forward-Looking Statements

This press release contains forward-looking statements relating to the business outlook, forecast business plans and growth strategies of Tencent, Sohu and Sogou. These forward-looking statements are based on information currently available to the companies and are stated herein on the basis of the outlook at the time of this press release. They are based on certain expectations, assumptions and premises, some of which are objective or beyond each company's control. These forward-looking statements may prove to be incorrect and may not be realized in future. Underlying the forward-looking statements is a large number of risks and uncertainties. Further information regarding these risks and uncertainties is included in the companies' other public disclosure documents on their corporate websites.

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