
**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): February 1, 2017

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously reported in a Form 8-K filed on January 25, 2017, Dr. Edward B. Roberts resigned from the registrant's Board of Directors effective January 31, 2017. As a result the compensation committee (the "Compensation Committee") of the registrant's Board of Directors has only one member, and the registrant no longer complies with Nasdaq Listing Rule 5605(d)(2), which requires companies with securities listed on Nasdaq to have a compensation committee composed of at least two directors.

The registrant notified the Nasdaq Listing Qualifications Department (the "Nasdaq Staff") on January 31, 2017 that the Compensation Committee has only one member and the registrant no longer complies with Nasdaq Listing Rule 5605(d)(2).

As previously reported in the registrant's Form 8-K filed on January 25, 2017, the registrant will rely on the cure period provided by Nasdaq Listing Rule 5605(d)(4), which will permit the vacancy on the Compensation Committee to continue until July 30, 2017. As also previously reported, the registrant expects to fill the vacancy before the expiration of the cure period.

On February 1, 2017, the registrant received a letter from the Nasdaq Staff confirming that it had received notice from the registrant that the registrant no longer complies with Nasdaq Listing Rule 5605. The letter from the Nasdaq Staff confirmed that the registrant may rely on the cure period provided by Nasdaq Listing Rule 5605(d)(4).

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: February 3, 2017

SOHU.COM INC.

By: /s/ Joanna Lv
Joanna Lv
Acting Chief Financial Officer