

SOHU COM INC  
Form 8-K  
February 09, 2012

**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): June 17, 2011**

**SOHU.COM INC.**

(Exact name of registrant as specified in its charter)

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**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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The following proposals were submitted to the stockholders of Sohu.com Inc. ( Sohu ) at the annual meeting of stockholders held on July 17, 2011:

1. Election of four directors, to serve for a two-year term or until their earlier death, resignation or removal;
2. Advisory vote on executive compensation;
3. Advisory vote on the frequency of future advisory votes on executive compensation; and
4. Ratification of the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as Sohu's independent auditors for the fiscal year ending December 31, 2011.

Information regarding the foregoing proposals is incorporated by reference herein from Sohu's proxy statement filed with the SEC on April 29, 2011

**Proposal 1.** The number of votes cast for and withheld from the four persons nominated for election as directors, and the number of non-votes, are as follows:

| Nominee           | For        | Withheld  | Broker Non-Votes |
|-------------------|------------|-----------|------------------|
| Dr. Charles Zhang | 22,474,883 | 289,712   | 5,500,097        |
| Mr. Charles Huang | 22,707,509 | 57,086    | 5,500,097        |
| Dr. Dave Qi       | 17,330,886 | 5,433,709 | 5,500,097        |
| Mr. Shi Wang      | 14,927,836 | 7,836,759 | 5,500,097        |

Dr. Zhang, Mr. Huang, Dr. Qi and Mr. Wang were each elected as directors.

**Proposal 2.** The number of votes cast for and against advisory approval of the compensation paid to Sohu named executive officers, as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the compensation tables, the narrative discussion, and any related material disclosed in Sohu's proxy statement filed with the SEC on April 29, 2011, and the number of abstentions and non-votes, are as follows:

| For        | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 22,713,761 | 40,395  | 10,439      | 5,500,097        |

The stockholders voted in favor of advisory approval of the compensation of Sohu's named executive officers.

**Proposal 3.** The number of votes cast for a frequency of every year, a frequency of every two years, and a frequency of every three years, respectively, for future advisory votes on executive compensation, until the next required advisory vote on such frequency, and the number of abstentions and non-votes, are as follows:

| Every Year | Every Two Years | Every Three Years | Abstentions | Broker Non-Votes |
|------------|-----------------|-------------------|-------------|------------------|
|            |                 |                   |             |                  |

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13,926,124

21,508

8,811,276

5,687

5,500,097

The stockholders voted for a frequency of every year for future advisory votes on executive compensation, until the next required advisory vote on such frequency.

In the light of such stockholder vote, Sohu's Board of Directors has determined that Sohu will include an advisory stockholder vote on executive compensation in the proxy materials for each annual meeting of its stockholders until and including the next required advisory vote on the frequency of such votes.

**Proposal 4.** The number of votes cast for and against ratification of the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as Sohu's independent auditors, and the number of abstentions and non-votes, are as follows:

|  |            |                | <b>Broker</b>      |                  |
|--|------------|----------------|--------------------|------------------|
|  | <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Non-Votes</b> |
|  | 28,153,674 | 93,997         | 17,021             | 0                |

The ratification of the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as Sohu's independent auditors was approved.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

None

**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 9, 2012

SOHU.COM INC.

By:

/S/ CAROL YU  
**Carol Yu**  
**Co-President and Chief Financial Officer**

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