

SOHU COM INC  
Form 8-K  
June 23, 2014

**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 20, 2014**

**SOHU.COM INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**0-30961**  
**(Commission)**

**98-0204667**  
**(I.R.S. Employer)**

**Of incorporation)**

**File Number)**

**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))

**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 June 20, 2014:

1. Election of two directors, to serve for a two-year term or until their earlier death, resignation or removal;
2. Advisory resolution approving Sohu's executive compensation;
3. Ratification of the appointment of PricewaterhouseCoopers Zhong Tian LLP as Sohu's independent auditors for the fiscal year ending December 31, 2014; and
4. Stockholder proposal regarding the position of Chairman of the Board.

Information regarding the foregoing proposals is incorporated by reference herein from Sohu's proxy statement filed with the SEC on April 30, 2014.

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

Nominee	For	Withheld	Non-Votes
Dr. Edward B. Roberts	21,794,619	2,296,441	3,425,069
Dr. Zhonghan Deng	22,993,082	1,097,978	3,425,069

Dr. Edward B. Roberts and Dr. Zhonghan Deng were both elected as directors.

**Proposal 2.** The number of votes cast for and against the advisory resolution approving the compensation paid to Sohu's 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 30, 2014, and the number of abstentions and non-votes, are as follows:

For	Against	Abstentions	Non-Votes
23,213,252	206,176	671,632	3,425,069

The stockholders voted in favor of the advisory resolution approving the compensation paid to Sohu's named executive officers.

**Proposal 3.** The number of votes cast for and against ratification of the appointment of PricewaterhouseCoopers Zhong Tian LLP as Sohu's independent auditors, and the number of abstentions and non-votes, are as follows:

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<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Non-Votes</b>
26,540,650	302,621	672,858	0

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

**Proposal 4.** The number of votes cast for and against the stockholder proposal regarding the position of Chairman of the Board, and the number of abstentions and non-votes, are as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Non-Votes</b>
5,927,809	17,436,522	726,729	3,425,069

The stockholders voted against the stockholder proposal regarding the position of Chairman of the Board.

**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: June 23, 2014

SOHU.COM INC.

By:

/s/ Carol Yu

**Carol Yu**

**President and Chief Financial Officer**