

SOHU COM INC
Form SC 13G/A
February 14, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Sohu.com Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

83408W103

(CUSIP Number)

December 31, 2012

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
☐ Rule 13d-1(c)
☐ Rule 13d-1(d)

* 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 purpose of Section 18 of the Securities Exchange Act of 1934 ("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 Instructions).

CUSIP No.: 83408W103

1	NAME OF REPORTING PERSON
	Orbis Investment Management Limited
	(OIML)
	Orbis Investment Management (B.V.I.)

Limited (OIML BVI)
Orbis Asset Management Limited
(OAML)

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) ☒
(b) ☐

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF
ORGANIZATION
OAML and OIML are companies
organized under the laws of Bermuda.
OIML BVI is a company organized under
the laws of the British Virgin Islands.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5 SOLE VOTING POWER
7,558,556
6 SHARED VOTING POWER
0
7 SOLE DISPOSITIVE POWER
7,558,556
8 SHARED DISPOSITIVE POWER
0

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
OAML 24,375; OIML BVI 2,124,507;
OIML 5,409,674

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

11

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
19.9%

12

TYPE OF REPORTING PERSON
OO (OAML), FI (OIML, OIML BVI)

CUSIP No.: 83408W103

ITEM 1(a). NAME OF
ISSUER:

Sohu.com Inc.

ADDRESS OF
ISSUER'S

ITEM 1(b). PRINCIPAL
EXECUTIVE
OFFICES:

Level 12,
Sohu.com
Internet Plaza
No.1 Unit
Zhongguancun
East Road,
Haidian District
Beijing 100084
Peoples
Republic of
China

ITEM 2(a). NAME OF
PERSON
FILING:

Orbis
Investment
Management
Limited (OIML)
Orbis
Investment
Management
(B.V.I.) Limited
(OIML BVI)
Orbis Asset
Management
Limited
(OAML)

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

Orbis House, 25
Front Street,
Hamilton HM
11, Bermuda

ITEM 2(c). CITIZENSHIP:

OAML and
OIML are
companies
organized under
the laws of
Bermuda.
OIML BVI is a
company
organized under
the laws of the
British Virgin
Islands.

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:
Common Stock

ITEM 2(e). CUSIP
NUMBER:
83408W103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK
WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☒ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J); for OIML and OIML BVI
☒ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution
- (k) in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution: equivalent to IA (only for OIML and OIML BVI)

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
OAML 24,375; OIML BVI 2,124,507; OIML 5,409,674

(b) Percent of class:

19.9%

(c) Number of shares as to which the person has:

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

7,558,556

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

0

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

7,558,556

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

0

ITEM 5. OWNERSHIP OF
FIVE PERCENT OR
LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [☐].

ITEM 6. OWNERSHIP OF
MORE THAN FIVE
PERCENT ON
BEHALF OF
ANOTHER
PERSON:

Other persons have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of 5,409,674 ordinary shares of Sohu.com Inc., beneficially owned by Orbis Investment Management Limited.

Other persons have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of 24,375 ordinary shares of Sohu.com Inc., beneficially owned by Orbis Asset Management Limited.

Another person has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of 2,124,507 ordinary shares of Sohu.com Inc., beneficially owned by Orbis Investment Management (B.V.I.) Limited.

IDENTIFICATION
AND
CLASSIFICATION
OF THE
SUBSIDIARY
ITEM 7. WHICH ACQUIRED
THE SECURITY
BEING REPORTED
ON BY THE
PARENT HOLDING
COMPANY:

IDENTIFICATION
AND
ITEM 8. CLASSIFICATION
OF MEMBERS OF
THE GROUP:
Orbis Investment
Management Limited
("OIML"), Orbis
Asset Management
Limited ("OAML")

and Orbis Investment Management (B.V.I.) Limited ("OIML BVI") are together making this filing because they may be deemed to constitute a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. Information with respect to each of OIML, OIML BVI and OAML (collectively, the "Reporting Persons") is given solely by each such Reporting Person and no Reporting Person has responsibility for the accuracy or completeness of information supplied by the other Reporting Person.

OIML is the beneficial owner of 5,409,674 ordinary shares or 14.2% of the 38,031,318 ordinary shares of Sohu.com Inc. believed to be outstanding.

OIML BVI is the beneficial owner of 2,124,507 ordinary shares or 5.6% of the 38,031,318 ordinary shares of Sohu.com Inc. Limited believed to be outstanding.

OAML is the

beneficial owner of
24,375 ordinary
shares or 0.1% of the
38,031,318 ordinary
shares of Sohu.com
Inc. believed to be
outstanding.

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP:

ITEM 10. CERTIFICATION:

By signing below I
certify that, to the
best of my knowledge
and belief, the foreign
regulatory schemes
applicable to Orbis
Investment
Management Limited
and Orbis Investment
Management (B.V.I)
Limited are
substantially
comparable to the
regulatory scheme
applicable to the
functionally
equivalent U.S.
institution(s). I also
undertake to furnish
to the Commission
staff, upon request,
information that
would otherwise be
disclosed in a
Schedule 13D.

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.

February 14, 2013

Date

Orbis Investment Management Limited

Orbis Investment Management (B.V.I.) Limited

Orbis Asset Management Limited

/s/ James Dorr

SIGNATURE

Signature

James Dorr, General Counsel

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).