

SOHU COM INC
Form 8-K
June 20, 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 15, 2012

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 June 15, 2012:

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; and
3. Ratification of the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as Sohu's independent auditors for the fiscal year ending December 31, 2012.

Information regarding the foregoing proposals is incorporated by reference herein from Sohu's proxy statement filed with the SEC on April 27, 2012.

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 | 18,893,291 | 4,199,160 | 4,585,680 |
| Dr. Zhonghan Deng | 19,361,714 | 3,730,737 | 4,585,680 |

Dr. Roberts and Dr. 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 27, 2012, and the number of abstentions and non-votes, are as follows:

| For | Against | Abstentions | Non-Votes |
|------------|---------|-------------|-----------|
| 22,821,405 | 229,562 | 41,484 | 4,585,680 |

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 CPAs Limited Company as Sohu's independent auditors, and the number of abstentions and non-votes, are as follows:

| For | Against | Abstentions | Non-Votes |
|------------|---------|-------------|-----------|
| 27,478,414 | 146,747 | 52,970 | 0 |

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

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 20, 2012

SOHU.COM INC.

By:

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