

SOHU COM INC  
Form 8-K  
August 05, 2016

**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): August 4, 2016**

**SOHU.COM INC.**

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

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

**Of incorporation)**

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

**File Number)**  
**Level 18, SOHU.com Media Plaza**

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

**Identification No.)**

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

On August 4, 2016, the registrant notified the Nasdaq Listing Qualifications Department that Charles Huang has resigned from the audit committee (the Audit Committee) of the registrant's Board of Directors and that, as a result, the Audit Committee has only two members and the registrant no longer complies with Nasdaq Listing Rule 5605(c)(2), which requires companies with securities listed on Nasdaq to have an audit committee composed of at least three directors. Mr. Huang remains on the registrant's Board of Directors.

The registrant will rely on the cure period provided by Nasdaq Listing Rule 5605(c)(4)(B), which will permit the single vacancy caused by Mr. Huang's resignation from the Audit Committee to continue until the earlier of the registrant's next annual meeting of stockholders or August 4, 2017. The registration intends to conduct an active search for a qualified replacement for Mr. Huang on the Audit Committee in order to fill the vacancy before the expiration of the cure period.

**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: August 5, 2016

SOHU.COM INC.

By:

/s/ Joanna Lv  
**Joanna Lv**  
**Acting Chief Financial Officer**