

SOHU COM INC  
Form 5  
April 10, 2017

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**ZHANG CHARLES**

(Last) (First) (Middle)

LEVEL 18, SOHU.COM MEDIA  
PLAZA, BLOCK 3, NO. 2  
KEXUEYUAN SOUTH ROAD

(Street)

BEIJING, F4 100190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SOHU COM INC [SOHU]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/12/2000	^	P4	1,000	A	\$ 13	702,607	D	^
Common Stock	12/28/2012	^	S4	80	D	\$ 45.53	702,527	D	^
Common Stock	12/28/2012	^	S4	8,175	D	\$ 45.12	694,352	D	^
Common	01/04/2013	^	S4	4,086	D	\$	690,266	D	^

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Stock									47.57	
Common Stock	10/30/2014	Â	G5	<u>646,566</u> (1)	D	\$ 0	43,700	D		Â
Common Stock	10/30/2014	Â	G5	<u>646,566</u> (1)	A	\$ 0	7,722,820	I		By Photon Group Limited (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 0.001	Â	Â	Â	Â (A) Â (D)	Â (3) 02/16/2025	Common Stock	300,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

ZHANG CHARLES  
LEVEL 18, SOHU.COM MEDIA PLAZA  
BLOCK 3, NO. 2 KEXUEYUAN SOUTH ROAD  
BEIJING, Â F4Â 100190

Â X      Â X      Â CEO      Â

## Signatures

/s/ Charles Zhang      04/10/2017

\*\*Signature of Reporting Person      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Reporting Person transferred 646,566 shares of Common Stock to Photon Group Limited ("Photon") without consideration, for estate planning purposes.  
  
7,722,820 shares of Common Stock are held of record by Photon. The Reporting Person is one of the Directors of Photon and may be deemed to beneficially own such 7,722,820 shares. The Reporting Person shares with the other Directors of Photon the power to vote and dispose of or direct the disposition of such shares. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares.
- (2) Consists of (i) options for the purchase of 150,000 shares of Common Stock that are fully vested as of the date of this Form and (ii)
- (3) options for the purchase of 150,000 shares of Common Stock that are subject to vesting in two equal annual installments commencing February 7, 2018.

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