

SOHU COM INC

Form 5

April 10, 2017

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**Check this box if  
no longer subject  
to Section 16.Form 4 or Form  
5 obligations  
may continue.See Instruction  
1(b).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

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
PHOTON GROUP LTD

(Last) (First) (Middle)

LEVEL 18, SOHU.COM MEDIA  
PLAZA,Â NO. 2 KEXUEYUAN  
SOUTH ROAD, HAIDIAN

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
SOHU COM INC [SOHU]3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20164. 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)

6. Individual or Joint/Group Reporting

(check applicable line)

BEIJING,Â F4Â 100190

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

(City) (State) (Zip)

**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)	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	10/30/2014	Â	G5	Amount 646,566 (1)	A \$ 0	7,674,820	D Â
Common Stock	12/01/2016	Â	P4	8,000	A \$ 3,418	7,682,820	D Â
Common Stock	12/02/2016	Â	P4	8,000	A \$ 33.02	7,690,820	D Â
Common	12/05/2016	Â	P4	8,000	A \$	7,698,820	D Â

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Stock						33.55			
Common Stock	12/06/2016	Â	P4	8,000	A	\$ 33.65	7,706,820	D	Â
Common Stock	12/07/2016	Â	P4	8,000	A	\$ 35.16	7,714,820	D	Â
Common Stock	12/08/2016	Â	P4	8,000	A	\$ 36.03	7,722,820	D	Â

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270  
(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. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

PHOTON GROUP LTD  
LEVEL 18, SOHU.COM MEDIA PLAZA  
NO. 2 KEXUEYUAN SOUTH ROAD, HAIDIAN  
BEIJING,Â F4Â 100190

Â Â X Â Â

## Signatures

By: /s/ Charles Zhang,  
Director 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).

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- (1) On October 30, 2014, the Reporting Person acquired from Dr. Charles Zhang, who is one of the Directors of the Reporting Person and may be deemed to be its beneficial owner, 646,566 shares of Common Stock without consideration, for estate planning purposes.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.